



Central Texas - Balcones Chapter

**Amended and Restated  
Bylaws  
of the  
U.S. Green Building Council  
Central Texas – Balcones Chapter  
Approved July 13, 2009**

**Revised to be consistent with approved Board Policy Manual 1.12.11**

Prepared by:  
Jack Nokes, Greenlights  
Jane Baxter Lynn, Executive Director, CT-B Chapter

**Amended and Restated Bylaws  
of the U.S. Green Building Council  
Central Texas – Balcones Chapter  
Approved July 13, 2009**

**TABLE OF CONTENTS**

	<b>Page</b>
Article I. Name .....	3
Article II. Members .....	3
Section 2.1 Chapter Members .....	3
Section 2.2 Dues and Fees .....	3
Section 2.3 Meetings of Members .....	3
Article III. Board of Directors .....	4
Section 3.1 Responsibilities .....	4
Section 3.2 Composition of the Board .....	4
Section 3.3 Terms .....	5
Section 3.4 Meetings .....	5
Section 3.5 Quorum, Voting, and Action .....	5
Section 3.6 Vacancies .....	6
Section 3.7 Compensation .....	6
Section 3.8 Removal .....	6
Article IV. Officers .....	6
Section 4.1 Officers .....	6
Section 4.2 Qualifications .....	6
Section 4.3 Terms .....	6
Section 4.4 Authority and Duties .....	6
Section 4.5 Vacancies .....	6
Article V. Nomination and Election of Directors .....	6
Section 5.1 Timing .....	6
Section 5.2 Staggered Elections .....	7
Section 5.3 Qualifications of Nominees .....	7
Section 5.4 Nomination of Directors .....	7
Section 5.5 Notice of Elections .....	7
Section 5.6 Voting .....	7
Section 5.7 Tally and Selection of Candidates .....	7
Article VI. Nomination and Election of Officers .....	7
Section 6.1 Nomination .....	7
Section 6.2 Election .....	7
Article VII. Committees .....	8
Section 7.1 Standing Committees .....	8
Section 7.2 <i>Ad Hoc</i> and Advisory Committees .....	8
Article VIII. Amendment of Bylaws .....	9
Section 8.1 Amendment of Bylaws .....	9
Article IX. Fiduciary Responsibilities .....	9
Section 9.1 Indemnification .....	9
Section 9.2 Conflicts of Interest and Anti-trust .....	9
Section 9.3 Property .....	9
Article X. Dissolution .....	9

**Amended and Restated Bylaws  
of the U.S. Green Building Council  
Central Texas – Balcones Chapter**

**Article I. Name**

The name of the organization is the U.S. Green Building Council, Central Texas – Balcones Chapter (the “Corporation” or “Chapter”), a nonprofit corporation incorporated in the state of Texas.

**Article II. Members**

Section 2.1 **Chapter Members.** The Board shall adopt membership categories and requirements consistent with USGBC National membership requirements.

Section 2.2 **Dues and Fees.**

- 2.2.1. **Dues:** Annual dues will be determined by the Board in accordance with Chapter policy. A special rate is offered to unemployed members, and a bulk chapter membership rate is also available.
- 2.2.2. **Refunds:** No fees will be refunded.
- 2.2.3. **Fees:** The Chapter may charge appropriate fees for participating in Chapter activities.

Section 2.3 **Meetings of Members.**

- 2.3.1. **Annual Meeting:** Except as otherwise provided for in these Bylaws, the Corporation shall hold an Annual Meeting of the regular Members at a date, time and place that is stated in or determined in accordance with these Bylaws of the Corporation.
- 2.3.2. **Special Meetings of Members:** A special meeting of the Members of the Corporation may be called by:
  - (a) The Board Chair
  - (b) At least half of the Board of Directors
  - (c) Members having not less than one-tenth (1/10) of the votes entitled to be cast at the meeting; or other Officers or persons as provided by the Articles of Incorporation or Bylaws of the Corporation.
- 2.3.3. **Notice of Meetings:** Due notice of all annual and special meetings shall be given to the membership and publicized to all Members at least 15 days prior to each meeting. The requirement to notify membership of all general and business meetings may be met by: (1) submitting the notice in writing or (2) posting the notice on the Home Page of the Chapter Web site and sending electronic notices to all known e-mail addresses in the Chapter membership records.
- 2.3.4. **Quorum and Action:**
  - (a) Unless otherwise provided by the Articles of Incorporation or these Bylaws, Members of the Corporation holding one-tenth (1/10) of the votes entitled to be cast, in person or by proxy, constitute a quorum.
  - (b) The vote of the majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is the act of the Members meeting, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

2.3.5. **Voting and Proxies:**

- (a) Each regular Member of the Corporation is entitled to one vote on each matter submitted to a vote of the Corporation's Members.
- (b) A Member may vote in person or, unless otherwise provided by the Articles of Incorporation or these Bylaws, by proxy executed in writing by the Member or the Member's attorney-in-fact.
- (c) Unless otherwise provided by the proxy, a proxy is revocable and expires 11 months after the date of its execution. A proxy may not be irrevocable for longer than 11 months.
- (d) If authorized by the Articles of Incorporation or these Bylaws, a Member vote on any matter may be conducted by mail, by facsimile transmission, by electronic means, or by any combination of those methods.

**Article III. Board of Directors**

Section 3.1 **Responsibilities.** The governing body of the Corporation is the Board of Directors, which has the authority and is responsible for the supervision, control, and direction of the Chapter.

Section 3.2 **Composition of the Board.**

- 3.2.1. **Number:** The Board of Directors shall consist of a minimum of seven persons and a maximum of fifteen persons, who shall be directly elected by the regular Members. Of the directors of the Board, the Immediate Past Chair person shall serve as ex officio director of the Board with vote.
- 3.2.2. **USGBC Membership – Directors:** At least two-thirds (2/3) of Members of the Board of Directors must be Chapter Members in good standing and who are employees of USGBC national member organizations.
- 3.2.3. **USGBC Membership – Officers:** At least three-fourths (3/4) of the Officers of the Board must be Chapter Members in good standing and who are employees of USGBC national member organizations.
- 3.2.4. **Limitation:** No more than one representative of any one USGBC member company may serve as a Member of the Board in any year.
- 3.2.5. **Board Membership – Categories:** Board membership categories are defined as follows: Membership categories established by the USGBC, except that the "Professional Firms" category shall be further subdivided into two separate categories:
  - 3.2.5.1 Professional firms in the building industry
  - 3.2.5.2 Professional firms in the non-building industry
- 3.2.6. **Diversity:**
  - 3.2.6.1 Board membership shall represent diversity from among the membership categories defined in Section 3.2.5, above. At a minimum, the number of membership categories represented among the Board shall be at least 50% of the total Board seats (rounded up to the nearest whole number). No more than one-third (1/3) of the total Board seats available may be filled by individuals represented from any one member category specified in Section 3.2.5, above.
  - 3.2.6.2 The Board shall strive to rotate among all of the membership categories and represent geographic diversity.

Section 3.3 **Terms.**

- 3.3.1. **Tenure:** Board terms are for two years, commencing at the first regular Board meeting of the Chapter's fiscal year following the election and expiring at the last regular Board meeting in the second year of the Board Member's term. Directors shall serve until their term expires and thereafter until such Director's successor shall have been elected and qualified or appointed.
- 3.3.2. **Limits on Terms:** Directors may serve up to three consecutive terms with a minimum of one year off the Board prior to re-election. The position of Immediate Past Chair is exempted from this term limitation for the duration of the ex-officio Board membership. Alternates will be limited to staggered two-year terms.

Section 3.4 **Meetings.**

- 3.4.1. **Regular meetings:** The Board of Directors shall determine the time, place, and frequency of its regular meetings to conduct the ongoing business of the Corporation. The Board must meet at least quarterly.
- 3.4.2. **Special meetings:** The Chair or two or more Members of the Board of Directors may call a special meeting of the Board of Directors.
- 3.4.3. **Participation:** Board Members may participate in meetings in person or by conference call or other electronic means.

Section 3.5 **Quorum, Voting and Action.**

- 3.5.1. **Quorum:** A majority of Board Members participating in a regular or special meeting shall constitute a quorum for the purposes of transacting Chapter business. Members are deemed present if they are physically present or are participating by conference call.
- 3.5.2. **Voting:** A Board vote on any matter may be conducted by mail, by facsimile transmission, by electronic means, or by any combination of those methods.
- 3.5.3. **Action by Board:** Generally, the vote of the majority of the votes entitled to be cast by the Board Members at a meeting at which a quorum is present is the action of the Board, unless the vote of a greater number is required by law, the Articles of Incorporation or by these Bylaws. However, the Board may make decisions through a consensus process (e.g., Dynamic Governance) or any other process agreed to by the Board.

Section 3.6 **Vacancies.** If a vacancy occurs among the Members of the Board for any reason, the Officers shall nominate and the Board shall elect one of the alternate Board Members, duly elected in the most recent election, to serve in the position for the unexpired portion of the term. If both alternates have already been elected to fill a vacancy or are unable to serve, the Officers shall nominate and the Board shall elect a member eligible to serve on the Board to serve in the position for the unexpired portion of the term.

Section 3.7 **Compensation.** Officers and other elected Members of the Board of Directors do not receive compensation for their services but may be reimbursed for expenses.

Section 3.8 **Removal.** An Officer or Director may be removed for cause by two-thirds vote of the Board of Directors. Acting in a manner contrary to the Board Member Commitment Form, failing to consistently attend Board meetings, failing to complete assigned responsibilities, or behavior contrary to the Chapter's Conflict of Interest Policy shall be sufficient cause for removal.

#### **Article IV. Officers**

- Section 4.1 **Officers.** The Officers of the Corporation shall be a Chair, one or two Vice-Chair (s), a Secretary, a Treasurer, and other Officers and assistant Officers as the Board considers necessary.
- Section 4.2 **Qualifications.** No person may hold more than one office at the same time.
- Section 4.3 **Terms.** Officers may be elected to serve three consecutive one-year terms with a minimum of one year as non-Officers before re-election to the same position.
- Section 4.4 **Authority and Duties.** Officers shall perform those duties usual and customary to their positions and as outlined in the policies of the Chapter. In addition, the Vice-Chair/s acts in the place of the Chair when the Chair is not available. The Treasurer is the Financial Officer of the organization.
- Section 4.5 **Vacancies.** If a vacancy occurs among the Officers for any reason, the Officers shall nominate and the Board shall elect an individual to serve in the position for the unexpired portion of the term.

#### **Article V. Nomination and Election of Directors**

- Section 5.1 **Timing.** Board elections will be held each year. Elections shall be held within a reasonable time prior to the last Board meeting of the Chapter's fiscal year.
- Section 5.2 **Staggered Elections.** In annual elections, voting members shall elect one-half of the Members of the Board (or a number within one of one-half when there is an odd total number of Board Members.)
- Section 5.3 **Qualifications of Nominees.** Nominees for the Board must be a member in good standing of the Chapter.
- Section 5.4 **Nomination of Directors.** A Nominations Committee appointed by the Board shall prepare a slate of candidates for approval by the Board. The nominations slate will provide enough candidates to fill all Board seats plus an election of two alternates who may ascend in the event that a Board Member resigns.
- Section 5.5 **Notice of Elections.** The committee shall announce the slate of candidates and the election voting period to the membership at least 30 days prior to the last day of the voting period. Mailing or sending electronic notices to all known addresses and/or e-mail addresses in the Chapter membership records may satisfy the notice requirement.
- Section 5.6 **Voting.**
- 5.6.1. **Eligibility to Vote:** A regular Member entitled to vote at an election of directors is entitled to vote, in person or by proxy, for as many persons as there are directors to be elected and for whose election the Member has a right to vote.
- 5.6.2. **No Cumulative Vote:** A regular Member may not cumulate the Member's vote.
- 5.6.3. **Voting Period:** The voting period shall allow voting Members a minimum of 14 days and a maximum of 30 days, to cast their votes. The Chapter may conduct the election by using the USGBC's online voting booth or whatever method the Board may deem most appropriate.

Section 5.7 **Tally and Selection of Candidates.** Following the last day of the popular vote, the Nomination Committee will evaluate the candidates based on the result of the popular vote. The Nomination Committee will use a strictly objective evaluation procedure to ensure that the candidates selected by popular vote meet the requirements of the Chapter Bylaws. The Nomination Committee will make a recommendation to the Board with a proposed slate of new board members and alternates. The Board of Directors will make the final selection of new BOD members and alternates. The Board shall certify the candidates at the last meeting of the Chapter's fiscal year. Generally, the Board will certify the candidates receiving the most votes for the places up for election and designate the two candidates receiving the next highest number of votes as the alternates. However, the Board shall have the discretion to select new Board Members and alternates in such a way as to satisfy diversity requirements set forth in Section 3.2.6 of these Bylaws, as well as other more subjective criteria such as past service to the Chapter, leadership qualities, etc.

#### **Article VI. Nomination and Election of Officers**

Section 6.1 **Nomination.** Within a reasonable time prior to the first Board meeting of the Chapter's fiscal year, the Nominating Committee shall present a slate of Officers for consideration by the Board. All candidates shall consent to serve before the elections.

Section 6.2 **Election.** At the first Board meeting of the Chapter's fiscal year, the Board shall elect Officers for the upcoming year. Election of Officers shall be by the Board of Directors by voice or roll call vote, in person or by proxy, by written ballot or electronic vote if there are two or more nominees for an office. Each Board Member may cast one vote. A majority of votes cast shall elect. If there is no majority on the first ballot, the top two candidates will run off against each other and all other candidates will be eliminated. If there is a tie, the election shall be determined by lot.

#### **Article VII. Committees**

##### **Section 7.1 Standing Committees.**

7.1.1. **Executive Committee:** The Executive Committee of the Board of Directors shall consist of the Officers, the Immediate Past Chair, and the executive director, who shall be an ex officio member of the Executive Committee. The Executive Committee shall have general supervision of the affairs of the Corporation between Board meetings. All actions taken by the Executive Committee shall be reported to the Board at the Board's next scheduled meeting. By action of the Board in a duly constituted meeting any action of the Executive Committee may be nullified or reversed. The Board Chair may call the Executive Committee into session at any time. Three members of the Executive Committee shall constitute a quorum.

7.1.2. **Nominations Committee:** The Nominations Committee, not to exceed five members, shall consist of the outgoing Board Members not eligible or running for re-election and other Members of the Board. The Nominations Committee shall be appointed by the Board. Each year the Nominations Committee shall nominate candidates to fill the vacancies on the Board of Directors that arise as a result of the expiration of terms or other reasons for leaving the Board.

7.1.3. **Other Standing Committees:** The other standing committees of the Board shall be: Advocacy, Communications, Development, Education,

Emerging Green Professionals, Finance, Green Schools, Membership, Programs, and Technology & Research (START). The Board Chair shall appoint Chairs of the Standing Committees. Committee Chairs and Vice Chairs must be Chapter Members in good standing. Committee Members may come from the Chapter membership. The Board Chair shall prescribe and the Board shall approve the duties, responsibilities, and objectives of standing committees.

Section 7.2 **Ad Hoc and Advisory Committees.** “The Chair may appoint with the Board’s approval such ad hoc, advisory, and other committees as necessary or appropriate. The Chair shall prescribe and the Board shall approve the name, criteria for membership, structure, duties, objectives and responsibilities of such committees. The chairs of such committees need not be members of the Board, but must be members in good standing of the Chapter.

#### **Article VIII. Amendment of Bylaws**

Section 8.1 **Amendment of Bylaws.** Amendments to these Bylaws may be made at any properly called Board meeting. Amendments shall be made in accordance with Section 3.5.3 of these Bylaws.

#### **Article IX. Fiduciary Responsibilities**

Section 9.1 **Indemnification.** The Chapter shall indemnify any person who may be designated from time to time to perform official duties on behalf of the Chapter. Such persons shall be indemnified by the Chapter against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been an officer, employee, or person action on behalf of the Chapter, except in such cases wherein the Officer, employee or person is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

Section 9.2 **Conflicts of Interest and Anti-trust.** All conflicts of interest shall be handled in accordance with the Chapter’s Conflict of Interest Policy, as it may be amended from time to time. All Board Members shall annually be required to sign a Conflict of Interest Policy and Anti-trust Compliance Acknowledgement Form.

Section 9.3 **Property.** No part of the Corporation’s property shall inure to the benefit of any Officer, Director, or Member of the Corporation.

#### **Article X. Dissolution.**

Upon the dissolution of the Corporation, the Board of Directors, after paying or making adequate provision for the payment of all liabilities and obligations of the Corporation, and after returning, transferring or conveying assets held by the Corporation upon condition requiring such return, transfer or conveyance, shall distribute any remaining assets to the U.S. Green Building Council, or to any non-profit organization whose objectives are similar to those of the Chapter and satisfies the then existing 501(c)(3) guidelines (hereinafter “Other tax-exempt entity”), pursuant to a plan of distribution adopted as provided in the Act, and such assets so distributed to the U.S. Green Building Council or other tax-exempt entity shall only be applied, used or expended for tax exempt purposes.

In the event that the U.S. Green Building Council is not in existence and/or does not meet the then existing 501(c)(3) guidelines, and the Board of Directors does not select an Other tax-

exempt entity to receive the remaining assets of the Corporation, the Corporation assets will be distributed by a district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such tax-exempt purposes.