



## BYLAWS FOR USGBC - ILLINOIS CHAPTER

**ADOPTED: November 12, 2007**

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### **ARTICLE I. NAME**

The name of the organization is the U.S. Green Building Council – Illinois, a nonprofit corporation incorporated in the state of Illinois

### **ARTICLE II. PROPERTY**

No part of the chapter's property shall inure to the benefit of any Officer, Director, or member of the Chapter.

### **ARTICLE III. MEMBERSHIP QUALIFICATIONS**

#### **Section 1 - Full Members.**

Any employee or person who is affiliated with a company or group that is a member in good standing of USGBC and who is a member in good standing of this Chapter. Full members are entitled to voting rights in the Chapter.

#### **Section 2 - Associate Members.**

Any individual who is not an employee or member of a USGBC member company or organization and is a member in good standing with this Chapter. Associate members are entitled to voting rights in the Chapter.

#### **Section 3 - Emerging Professionals.**

Students in accredited degree programs and/or young professionals under 25 years of age and a member in good standing with this USGBC local Chapter. Emerging Green Builder members are entitled to vote.

#### **Section 4 - Representation.**

Each Member shall be entitled to one vote on each matter submitted to a vote of the Chapter.

#### **ARTICLE IV. DUES**

Annual dues will be determined by the Board of Directors and be paid in accordance with Chapter policy. Such dues will be in addition to those dues paid to the USGBC. No dues will be refunded.

#### **ARTICLE V. BOARD OF DIRECTORS**

##### **Section 1 - Directors.**

The governing body of the Chapter is the Board of Directors, which has the authority and is responsible for the supervision, control, and direction of the Chapter. Directors must be full Chapter members in good standing employed by member organizations in good standing with the US Green Building Council or Associate Members in good standing with the Chapter, with no more than 33% of Board seats consisting of Associate Members. Final allowances will be in whole numbers and not rounded up.

##### **Section 2 - Composition of the Board.**

The Board of Directors consists of a total of fifteen chapter members elected by the Chapter's membership from the designated categories of chapter membership. The total includes five regional positions from geographical areas determined by the board, a maximum of five community positions, and the immediate Past Chairman serving as an ex officio member of the Board. Any remaining seats will be comprised of At-Large positions.

The Board may also appoint additional Board members upon a majority vote of the Board. Appointed positions are not entitled to vote and the membership category restriction listed under "Terms" does not apply.

##### **Section 3 – Membership Categories.**

Board members shall be representative of the following USGBC membership categories:

- 1) Building Product Manufacturers (including Building Controls Manufacturers/Building Operations and Maintenance)
- 2) Contractors and Builders
- 3) Corporate and Retail
- 4) Educational and Research Institutions (both public and private including K-12, colleges and universities)
- 5) Environmental and Non-profit Organizations
- 6) Federal Government
- 7) Finance and Insurance Community (institutions, appraisers, accountants)
- 8) Professional Firms (including, but not limited to architectural, engineering, consultants, legal, design and technical)
- 9) Professional Societies and Trade Associations
- 10) Real Estate and Real Estate Service Providers (including building owners, developers, property managers)
- 11) State and Local Governments
- 12) Utilities, ESCOs and Energy Service Providers.

##### **Section 4 - Terms.**

All elected Board members will serve two-year terms unless the board decides otherwise. Term length may be altered at the discretion of the board to ensure that no more than 8 seats are up for election at any one time.

Board seats will be rotated among member categories each term, with no more than four seats held during any one term by any one member category with a maximum of two as At-Large directors. Directors may serve up to three consecutive terms or six years total consecutively and may run again with a one-year hiatus prior to re-election. In cases where

the Chapter intends for the individuals who fill the role of Chapter Chair to pass through the position of Vice-Chair, this rule may be exempted.

**Section 5 - Elections.**

When called by the Board of Directors, annual Chapter board elections will be held in the fall, using an online voting booth and a process determined by the board of directors.

**Section 6 - Vacancies/Resignation.**

If a vacancy occurs on the Board for any reason, the Chair shall nominate a replacement and put it to vote before the Board, once vetted through the Nominating Committee.

**Section 7 - Attendance.**

Failure to attend two Board meetings may result in removal from the Board.

**Section 8 - Meetings.**

The Board of Directors meets at least annually, at whatever time and place it selects. A quorum is eight. A simple majority is required on all votes except where some other number is required by law or these Bylaws.

**Section 9 - Compensation.**

Directors do not receive compensation for their service but may be reimbursed for expenses.

**Section 10 - Duties:**

Policy and Procedures: The Board of Directors may establish policies, procedures, or such other rules that are consistent with these Bylaws and with the Bylaws and Policies of the U.S. Green Building Council.

**Section 11 - Committees.**

The Board of Directors shall create a Program Committee, a Membership Committee, and a Finance Committee. The Board may create other committees, working groups or task forces as necessary to carry out the business of the organization. The Board shall appoint or approve Committee Chairs who must be members in good standing of the Chapter.

**ARTICLE VI. OFFICERS**

**Section 1 - Officers.**

The Officers of the Chapter shall be a Chair, Vice-Chair, Secretary, and Treasurer.

**Section 2 - Qualifications.**

Officers must be full members of the Chapter who have been elected to the Board of Directors. Associate Members can hold up to 25 percent of Officer positions and cannot hold the office of Chair or Vice Chair. The Board Chair and Vice Chair must be Full Chapter Members employed by a national USGBC member company and a member in good standing with the Chapter. No person may hold more than one office at the same time. Officer terms are one year. Officers may serve two consecutive years.

**Section 3 - Elections.**

The Board of Directors shall vote for and elect the Officers for the coming fiscal year, following the December elections for the Board.

**Section 4 - 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 acts in the place of the Chair when the Chair is not available. The Treasurer is the financial officer of the organization.

**Section 5 - Vacancies.**

If a vacancy occurs among the Officers, for any reason, the Board fills the position for the remainder of the term. An Officer or Director may be removed for cause by two-thirds vote of the Board of Directors.

**Section 6 - Compensation.**

Officers do not receive compensation for their services but may be reimbursed for expenses.

**ARTICLE VII. MEETINGS****Section 1 - Annual Membership Meeting.**

The Chapter holds an annual membership meeting at the place and on the date decided by the Board of Directors.

**Section 2 - Special meetings.**

The Board of Directors may call special meetings at any time.

**Section 3 - Notice.**

The Board of Directors must give members a two week notice of all annual and special meetings. The notice must include a description of the business to be discussed. In instances where a membership vote will occur, in whole or in part, via electronic means, the Board will give notice to members two weeks in advance of the date when votes may first be cast.

**Section 4 - Voting.**

A quorum of the members exists for purposes of voting where the combined total of members present at a meeting, in person or by proxy, plus the members who have properly cast a vote electronically or by other acceptable means, as the case may be, equals fifteen percent (15%) of the total members entitled to vote. The affirmative vote of a majority of quorum shall be the act of the members, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or law. Proxy voting is permitted when executed by the member or his/her duly authorized representative. A proxy is valid for only one meeting. The number of proxies that a member may represent shall be limited to one. Voting by mail or by electronic means is permitted in appropriate circumstances as determined by the Board of Directors.

Where a member vote is required and the Board, in its discretion, has determined to proceed with a member vote by mail or electronic means other than, or in addition to, voting at a membership meeting, then voting by mail or electronic means shall reasonably coincide with the membership meeting, if any, so as to permit tabulation of the vote within a reasonable period after the meeting. In no event shall voting by mail or electronic means occur more than 2 weeks prior to, nor 1 week after, a membership meeting called, in whole or in part, for the purpose of voting on the same matter.

**ARTICLE VIII. NOMINATIONS AND ELECTIONS OF OFFICERS**

The Nominating Committee shall prepare a slate of candidates for each office at least two weeks prior to the first meeting of the Chapter Board following the Board elections. At least one candidate shall be nominated for each office. All candidates shall consent to serve before elections. The Nominating Committee shall present the slate to the Chapter Chair. The Chapter Chair shall present the slate of candidates to the Board for election at the first meeting of the Chapter Board following the Board elections. At that time additional nominations may be made from the floor prior to the election. Election of officers shall be by voice or roll call vote, written ballot, email or electronically 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 a tie, the election shall be determined by lot. 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.

#### **ARTICLE IX. 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 acting 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.

#### **ARTICLE X. DISSOLUTION**

The Chapter status may be revoked by failure to meet the Chapter standards established by the USGBC, or upon the request of the Chapter Board of Directors with the approval of the Board of Directors of the U. S. Green Building Council. On the dissolution or liquidation of the Chapter, any of its assets remaining after payment of all liabilities shall be distributed by a vote of the Chapter Board of Directors to any non-profit corporation or association whose objectives are similar to the Chapter's.

#### **ARTICLE XI. AMENDMENTS**

Amendments to these Bylaws may be approved by a 2/3 vote of the full Board of Directors. All proposed Bylaws changes must be posted to the membership via the Chapter's web site, email list, or email notification four weeks prior to a vote. Members with objections to a proposed amendment shall contact the Board Chair or vice chair with any objection prior to the vote and these objections must be considered by and responded to by the full board prior to their voting on a proposed amendment.

**Revised: May 14, 2010**