

**BY-LAWS OF
CONNECTICUT GREEN BUILDING COUNCIL, INC**

**ARTICLE 1
NAME AND PRINCIPAL OFFICE
OF THE CORPORATION**

1.1 **Name:** The name of the organization is the CONNECTICUT GREEN BUILDING COUNCIL, INC. (hereinafter the “Corporation”), a chapter of the USGBC and a nonprofit corporation incorporated in the State of Connecticut. The corporation’s abbreviation is CTGBC.

1.2 **Principal Office:** The principal office of the Corporation shall be located at 865 Brook Street, Rocky Hill, Connecticut 06067, County of Hartford and State of Connecticut, or at such other location(s) as established by the Board of Directors from time to time.

1.3 **Purpose:** The Chapter is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986 as amended and may make expenditures for one or more of these purposes.

**ARTICLE 2
MEMBERS**

2.1 **Members:** Membership in the CTGBC is open to anyone who supports its purposes. There shall be one class of membership: Individual. All prospective members shall submit the required application form and membership fee to the Corporation. Membership fees shall be established by the Board. Membership shall be renewed annually, or as established by the Board. Members shall have the right to participate in the election of Directors and involve themselves in the activities of the Corporation.

2.2 **Place of Meetings:** Annual and special meetings of the Members shall be held at the principal office of the Corporation or at such other place within or without the State of Connecticut, as may be determined by the Board of Directors and designated in the notice of the meeting. If a Special Meeting is called by the President at the request of the Members or by the Members themselves, the Members calling the meeting shall determine the place of the meeting.

2.3 **Annual Meeting:** The annual meeting for the announcement of members elected to the Board of Directors, and for the transaction of such other business of the Members as may come before the meeting, shall be held in the 4th quarter of the year, or as determined by the Board of Directors in each year, on a date and at a time and place determined by the Board of Directors. Any matter relating to the affairs of the Corporation may be brought up for action at the annual meeting of Members. Unless stated in the notice of the meeting, no By-law may be brought up for adoption, amendment or repeal and no matter may be brought up which expressly requires the vote of Members.

2.4 **Special Meetings:** Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors. The President, upon written request of not less than a majority of all the Members, shall call a special meeting of the Members for the purposes specified in such request. If the President does not within fifteen (15) days after the receipt of such Members' request call such meeting, the Members may call same. The general purpose or purposes for which a special meeting is called shall be stated in the notice thereof and no other business shall be transacted at the meeting.

2.5 **Notice of Meeting:** Written or printed notice stating the place, day, and hour of a Members' meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting. The notice shall be sent by e-mail, facsimile or by United States mail to each Member of record entitled to vote at such meeting. If sent by email or facsimile, such notice shall be deemed delivered on the next business day. If mailed, such notice shall be deemed delivered when postmarked.

2.6 **Record Date:** For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or in order to make a determination of Members for any other proper purpose, the Directors of the Corporation shall fix in advance a date as the record date for any such determination of Members, such date in any case to be not earlier than the date such action is taken by the Board of Directors. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed shall be the record date for such determination of Members. The record date is effective as of the close of business on such date.

2.7 **Voting Lists and Inspection:** The Secretary of the Corporation shall make, or cause to be made, at least ten (10) days before each meeting of Members, a complete list or other equivalent record of the Members, arranged in alphabetical order, with their addresses. Such list or other equivalent record shall, for a period of ten (10) days prior to such meeting, be kept on file at the principal office of the Corporation and shall be subject to inspection by any Member during usual business hours for any proper purpose in the interest of the Member or of the Corporation. Such list or equivalent record shall also be produced and kept open to such inspection during the whole time of the meeting and shall be prima facie evidence as to the Members entitled to inspect such list or other equivalent record.

2.8 **Quorum:** At any meeting of Members, at least one-third (1/3) of the Members of the Corporation entitled to vote at such meeting and represented in person or by proxy shall constitute a quorum unless the representation of a larger number shall be required by law, and, in that case, the representation of the number so required shall constitute a quorum. If a larger number shall be required by law and less than said number of the Members are represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice until a quorum is present or represented, at which time any business may be transacted which might have been transacted at the meeting as originally noticed provided the adjournment does not exceed thirty (30) days. At the reconvened meeting, the Corporation may transact any business that might have been transacted at the original meeting.

2.9 **Voting:** At each meeting of the Members, every Member shall have one (1) vote as of the record date for said meeting. Upon the demand of any Member, the vote upon any question before the meeting shall be by ballot. All questions shall be decided by majority vote except as otherwise provided by these By-laws, the Certificate of Incorporation, or laws of the State of Connecticut.

2.10 **Proxies:** All proxies shall be in writing and shall be filed with the Secretary of the Corporation before being voted. A proxy may be in electronic form (including, but not limited to, email and facsimile) as long as it accurately reflects the intent of the Member and remains accessible in a form that is capable of being accurately reproduced for later reference. A duly executed proxy shall take effect on the date of its execution and shall be limited to a particular meeting not yet held.

2.11 **Irregular Meetings:** Actions taken at any meeting of Members, however called and with whatever notice, if any, are as valid as though taken at a meeting duly called and held with notice if all Members entitled to vote were present in person or by proxy and no objection to holding the meeting was made by any Member; or a quorum was present, either in person or by proxy, and no objection to holding the meeting was made by any Member entitled to vote and not present, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the action taken as shown by the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or be made a part of the minutes. The absence from the minutes of any indication that a Member objected to holding the meeting shall prima facie establish that no such objection was made.

2.12 **Order of Business:** The order of business at the annual meeting of the Members and, insofar as practical, at all other meetings, shall be established by the Board of Directors. If a Special Meeting is called by the President at the request of the Members or by the Members themselves, the Members calling the meeting shall establish the order of business.

ARTICLE 3 BRANCHES

1. **Branch Formation.** With Chapter Board approval, Chapter members residing or working in a contiguous Chapter area may form a branch, subject to Chapter approval of branch operating guidelines. A branch shall elect its own steering committee.

2. **Branch Operation.** Any Branches created under this Article shall be operated and managed in conformity with the policies, procedures, rules and regulations as dictated by the Board, including, but not limited to, the Branch Operating Guidelines.

3. **Reports.** Each branch and/or committee shall submit an annual report of its activities to the Chapter Board.

4. **Suspension and Dissolution.** By [simple or two-thirds] majority vote, the Chapter Board members present at a regular or special meeting may suspend or dissolve a branch or committee, if in the judgment of the Board, such action is in the best interest of the Chapter. Such action shall not affect the standing of the individual

members as members of the Chapter. Suspension or dissolution shall only take place after written specification of the grounds for the proposed action are furnished to the members of the branch or committee affected and to the Chapter Board or its designees. At the same Board meeting, Chapter members shall have an opportunity to comment on the proposed action.

- a. Upon dissolution, all remaining assets of the dissolved branch or committee shall revert to the Chapter.
- b. As an alternative to dissolution, the Chapter Board may require new elections to be held for the branch steering committee or committee office.

ARTICLE 4 BOARD OF DIRECTORS

4.1 **Responsibilities:** The governing body of the Chapter is the Board of Directors, which has the exclusive control and power to manage the activities, property and affairs of the Corporation and shall determine the manner in which the funds of the Corporation, both principal and income, shall be applied within the limitations of the Certificate of Incorporation, the Internal Revenue Code of 1986, as amended (the “Code”) and the laws of the State of Connecticut.

4.2 **Composition:** The Board of Directors (the “Board”) shall consist of no fewer than seven (7) and no more than fifteen (15) persons.

- a. No more than two persons of any one organization may serve as a Director in any year.
- b. The Chapter shall strive for diversity among its directors in both professional and socio-economic terms, reflecting the broad constituency of the green building movement.
- c. If the Chapter has formed one or more branches, it may designate at least one director seat for each branch. The branch director(s) shall be selected by each branch according to the approved Branch Operating Guidelines (See Branch Elections below).

4.3 **Term:** The term of office for a Director elected shall be for three (3) years. A Director may not be elected for more than two (2) consecutive terms. The term of office for newly elected Directors shall begin on the first day in January following the election, or as determined by the Board.

4.4 **Elections:** Board members shall be elected from the membership. Chapter Board elections shall be held annually as directed by the Board of Directors and in conformance with these Bylaws. The Board of Directors shall provide all Members with at least thirty (30) days notice as to the means by which to elect any open Director’s seat. Members of the Board shall be elected annually, normally before the annual meeting held in the 4th Quarter of the year. All members of the CTGBC who are in good standing are eligible for election to the Board. Service by those elected is voluntary.

4.5 **Branch Director’s Seat:** Members of each branch shall annually elect the Branch leadership group in accordance with Branch Operating Guidelines and at such times directed

by the Board of Directors. Subsequent to such election, the newly elected Branch Leadership Group shall select from among themselves the representative of the Branch who shall serve on the Board of Directors. Each branch shall promptly notify the Board of Directors as to the identity of the member to serve on the Board of Directors from the Branch. Branch members selected to serve on the Board of Directors shall assume their responsibilities at such time as directed by the then-sitting Board of Directors.

4.6 Nominations: Each year, a Nominating Committee shall prepare a slate of candidates for the Chapter Board. The Nominating Committee shall consist of no more than five (5) members. The Board of Directors shall appoint the Nominating Committee through the process of Dynamic Governance. The Nominating Committee shall consist of members of the general membership, past members of the Board of Directors, Board advisors and not more than one (1) member of the current Board of Directors, who will serve as Chair of the Nominating Committee. Members of the Nominating Committee may not be considered for election to the Board of Directors during the same year they serve on the Nominating Committee. Through the process of Dynamic Governance, the Nominating Committee shall present a slate of candidates of not more than ten (10) candidates for the Chapter Board elections in the 4th Quarter of each year.

4.7 Vacancies: If a vacancy occurs on the Board of Directors for any reason, the Chair shall nominate a replacement. Such replacement shall be confirmed by the affirmative vote of the majority of the Board of Directors. The confirmed Director shall serve for the unexpired portion of the term.

4.8 Meetings: The annual meeting of the Board shall be held at such place and time as determined by the Board. Regular and special meetings of the Board, or any committee thereof, shall be held at such time and place as may be set forth in the notice thereof, provided that at least seven (7) days advance notice (in writing or otherwise) of every meeting shall be given to each Director or member of a committee. Any Director may waive notice of a meeting by an instrument in writing filed with the records of the meeting. Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof may be taken without a meeting, if all members of the Board or the committee, as the case may be, consent thereto in writing, and such written consent is filed with the minutes of the proceedings of the Board or committee. Upon the consent of a majority of the Directors, meetings may be held by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to identify and listen to one another. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise expressly required by statute or herein. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without advance notice other than announcement, until a quorum shall be present or available.

4.9 Committees: The Board shall have the following standing committees: (1) Membership; (2) Education and (3) Strategic Planning and Finance. The Board may from time to time designate one or more additional standing or temporary committees by a resolution(s) passed by a majority of the Board. All committee(s) shall have a Chair approved by a majority vote of the Board. Committee Chairs shall serve at the pleasure of the Board and shall have such

powers and duties as the Board shall deem desirable. The members of such committee(s) shall be determined by the Committee Chair(s). A majority of the members of any committee shall constitute a quorum and the affirmative vote of a majority of such quorum shall be sufficient to conduct any business or pass any measure. The terms of all committee Chairs shall end on the last day of December in each year, or as determined by the Board.

4.10 **Removal:** Any Director may be removed with or without cause at a meeting of the Board duly called for such purpose by a two-thirds (2/3rds) vote of the disinterested members of the Board. The failure of a Director to attend two successive meetings of the Board may be cause for removal.

4.11 **Compensation:** No Director shall receive any compensation for his or her services in such capacity, but any person may be reimbursed by the Corporation for his or her reasonable out-of-pocket expenses and disbursements on behalf of the Corporation.

ARTICLE 5 OFFICERS

5.1 **Executive Officers:** The Corporation shall have as executive officers a Chair, Vice Chair, Treasurer and Secretary, each of whom shall be elected by the Board.

5.2 **Qualifications:** The Chair and Vice-Chair must be members in good standing of the Chapter who have been elected or appointed to the Board of Directors. The Treasurer and Secretary must be members in good standing of the Chapter, but are not required to be members of the Board.

- a. No person may hold more than one office at the same time.
- b. Officer terms are one year and Officers may serve up to two consecutive terms.
- [c. In accordance with USGBC Chapter Membership Policy, at least three quarters of the Chapter's officers must be employees of USBGBC member organizations.]

5.3. **Nominations:** At the first meeting of the Chapter Board following the completion of Board elections, a slate of candidates shall be prepared for each office. Nominations may be made from the floor prior to the election including self-nominations. At least one candidate shall be nominated for each office and that the slate is in compliance with the USGBC Chapter Membership Policy. All candidates shall consent to serve before the elections.

5.4 **Elections:** Election of officers shall be by voice or roll call vote or written ballot 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.

5.5 **Duties:** The officers shall have the respective powers and duties which customarily appertain to or are incidental to their respective offices, including but not limited to those set forth hereinafter, and, in addition, such powers and duties as the Board may from time to time designate and confer. The officers shall be authorized, in accordance with the Signature

Authority promulgated by the Board, to sign on behalf of the Corporation. A copy of the Signature Authority is attached hereto as Exhibit A and incorporated herein by this reference.

- a. **Chair:** The Chair shall be the chief executive officer of the Chapter. She/he shall preside at all meetings of the Chapter and of the Board of Directors and, in general, shall have all the same powers and duties as would be attendant to the office of president of a nonprofit corporation organized in Connecticut.
- b. **Vice Chair:** The Vice-Chair shall assume the powers and duties of the Chair whenever the Chair is absent from any meeting of the Chapter or Board of Directors or is unable to act in his/her capacity as Chair. If neither the Chair nor the Vice-Chair is able to act, a majority of the remaining Directors shall appoint some other Director to act in place of the Chair, on an interim basis. The Vice-Chair shall also perform such other duties as shall from time to time be delegated to him or her by the Board of Directors or by the Chair.
- c. **Secretary:** The secretary is responsible for keeping all official records, minutes, and documents for the organization as well as official correspondence, notices, mailings, and distribution of the materials as required. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and record all the proceedings of the meetings of the Corporation and of the Board of Directors and shall perform like duties for the standing or temporary committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors. The Secretary shall have charge and custody of and be responsible for voting all duly executed proxies. The Secretary shall perform such other duties as may be prescribed by the Board of Directors. When, from time to time, the Secretary is unable to perform the duties of Secretary, the Chair shall appoint an alternate. Furthermore, the Chair may assign certain responsibilities such as recording the proceedings of the meetings of the Corporation and of the Board of Directors and giving notice of meetings to an Executive Director.
- d. **Treasurer:** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, keep full and accurate accounts of receipts and disbursements and other customary financial records of the Corporation, deposit all monies and valuable effects in the name and to the credit of the Corporation in depositories designated by the Board of Directors and, in general, perform such other duties as may from time to time be assigned to the Treasurer by the Board of Directors or by the President or as are incident to the office of Treasurer. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

5.6 **Compensation:** No Director shall receive any compensation from the chapter for acting as such. However, a Director may be reimbursed for the reasonable costs of expenses incurred by the Director in the performance of his or her duties, in accordance with Chapter policy.

5.7 **Removal:** Any officer may be removed, with or without cause, from such office by a two-thirds (2/3rds) vote of the disinterested members of the Board at a meeting of the Board called for such purpose.

5.8 **Vacancies:** If a vacancy occurs among 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.

5.9 **Vacancy:** In the event of resignation, retirement, disqualification, death, disability or removal from office, absence or inability to serve for any reason whatsoever, of any officer of the Corporation, the Board may by resolution temporarily delegate the powers and duties of such Officer to any other Officer or Director, or to any other person whom the Board may select, or alternatively, the vacancy so created shall be filled by the Board until the next election of the Officers.

ARTICLE 6 EXECUTIVE DIRECTOR AND STAFF

6.1 **Appointment:** The Board of Directors may appoint and employ a salaried staff head who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board of Directors.

6.2 **Authority and Responsibility:** The Executive Director shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. She/he shall perform all duties incident to her/his office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by the Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the Executive Director shall, in the name of the corporation, execute such contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors. The Executive Director will also prepare, annually, a proposed budget for the position that will be reviewed by the Officers and then submitted to the Board of Directors. The Board of Directors may hire and/or appointed as necessary appropriate Chapter staff to provide administrative and program management services and negotiate employment and/or management contracts on the Chapter's behalf.

ARTICLE 7 GENERAL PROVISIONS

7.1 **Administration:** All documents shall be signed in accordance with the Signature Authority promulgated by the Board.

7.2 **Seal:** The CTGBC shall have exclusive use and control of the corporate seal. The seal shall be circular in form, shall have inscribed thereon: "U.S. GREEN BUILDING COUNCIL" and ""CHAPTER" in the outer circle and the USGBC's three-leaf logo in the inner circle. The "CONNECTICUT GREEN BUILDING COUNCIL" may appear directly beneath the circle or to its right. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any manner reproduced.

7.3 **Fiscal Year:** The fiscal year of the Corporation shall end on the last day of December in each year unless otherwise determined by the Board.

7.4 **Indemnification:** Every person who is or shall be or shall have been a Director or Officer of the Corporation shall be indemnified by the Corporation as provided in Sections 33-1117 and 33-1122, respectively, of the Connecticut General Statutes (the Revised Non-stock Corporation Act of the State of Connecticut) and any successor statute, in each case as limited by Section 33-1121 thereof.

ARTICLE 8 AMENDMENTS

8.1 **Amendment:** These By-laws of the Corporation may be amended or repealed at any meeting of the Board by a two-thirds (2/3rds) majority vote of the Board Members; provided, however, that written notice of the proposed change shall be specified in the notice of the meeting to each Board Member; and provided further, that no such action shall be taken, or, if taken, shall be a valid act of the Corporation, if that action would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Date Adopted: May 3, 2010
Todd Renz, Chair
Rick Warhall, Vice Chair
Bob Wall, President
Kevin Drew, Vice President
Richard Barredo, Treasurer
Stephen Murphy, Secretary

EXHIBIT A
Connecticut Green Building Council
DELEGATION OF SIGNATURE AUTHORITY

The Board of Directors (hereinafter the "Board") of the Connecticut Green Building Council (CTGBC) hereby delegates to the specified CTGBC officers the authority to execute for and on behalf of the CTGBC the following documents:

1. The following are hereby delegated authority to execute any and all types of documents which affect the operations of the CTGBC (except for documents relating to real property and documents which affect borrowing).

Chair, Vice Chair or Treasurer up to \$2,500

Two Signatures: over \$2,500

(Chair and Vice Chair, Vice Chair and Treasurer,
or Chair and Treasurer)

A note to this effect shall be printed on checks.

2. The Treasurer is hereby delegated authority to certify to the correctness of CTGBC invoices to the federal, state or local Governments, shipping documents, public vouchers and other documents in connection with claims submitted to the federal, state or local Government for reimbursement to the CTGBC and to the opening and closing of bank and safekeeping accounts, or which relate to the making of deposits in or withdrawals from such accounts. In the absence of the Treasurer, the Chair or Vice Chair shall have this authority.

3. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary shall have authority to affix the same to any instrument requiring the seal and when so affixed, it shall be attested by the signature of the Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest to the affixing by the signature of such officer.

4. Authority is delegated to execute instruments in the amounts stated with employees, former employees and prospective employees as follows:

Chair up to \$2,500

Two Signatures: over \$2,500

(Chair and Vice Chair, Vice Chair and Treasurer,
or Chair and Treasurer).

5. The Chairman of the Board of Directors, subject to Board approval, is hereby delegated the authority to sign all documents relating to real property and documents which affect borrowing, and to grant security interests on such real and personal property of CTGBC.

6. Standard documents, defined as purchase orders containing Standard Terms and Conditions, invoices, public vouchers, routine documents relating to terminated or cancelled contracts and other documents designated in writing by the Chair or Vice Chair do not require legal advisor review. Only non-standard documents to be executed pursuant to this Delegation of Signature Authority however, will require a review by CTGBC's legal advisor prior to signing.

7. The Chair and Vice Chair and their designee(s) (with written authorization), are hereby delegated authority to execute and submit any and all documents required by any local, state or federal agencies. The written authorization of the designee(s) signature authority is to be filed with the Secretary.

8. The Board hereby reserves the right to make modifications on the signature authority delegated herein to the extent deemed appropriate from time to time.

The authorities hereby delegated shall be effective immediately and shall remain in full force and effect until revoked, in whole or in part, by the CTGBC Board of Directors. Any prior Delegations of Signature Authority relating to the operations of the CTGBC are hereby superseded and revoked.

Dated this
February, 2012
Rick Warhall
Chair, CTGBC Board of Directors