



RI CHAPTER
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Minutes of Meeting

November 19, 2009

New England Institute of Technology
Warwick, Rhode Island

Members Present:

Connie McGreavy, Chair
Steve Kitchin, Vice Chair
Holly Grosvenor, Secretary
James Lehouiller
Mark DiPetrillo (Phone)
Jack Leyden
Joseph da Silva
Dan Paquette
Justin Bownds
Tony Dematteo
Ken Filarski
Norman Cook (Phone)
Janice Greenwood

Members Absent:

Steven Turner
Mark Winslow, Treasurer
Stephen Hughes
Larry Gemma
Ray Fogarty

Others Present:

Sen. Louis DiPalma

I. Welcome and Call to Order - The meeting was called to order at 7:41 AM.

- **Primary Meeting Purpose** – To make a determination regarding the size of the board; to provide for an executive committee; to approve bylaws revisions regarding annual elections and quorum

II. Acknowledgements

- Awarded a grant of \$24,000 from the RI Foundation to support research and development of energy efficiency in affordable housing. The check was presented to Josh Brandt on behalf of the Chapter. The grant will be used to study energy efficiency options as part of the rehabilitation of a 3-family, stick built structure at 19 Stanwood Street, Providence, RI owned by Community Works RI.
- Green Buildings Act – Mrs. McGreavy gave special thanks to former Rep. Elizabeth Dennigan and Sen. Louis DiPalma for their support as primary sponsors of the Green Buildings Act. The House and Senate passed the bills with a near unanimous vote and it was signed by the Governor on Nov. 9, 2009. The Environment Council of Rhode Island and the AIA RI Chapter wrote letters and testified in support of the bill. An informational public meeting on the newly signed Green Buildings Act is being held on December 10th with presentations by Mr. Hughes, Sen. DiPalma and Rep. Dennigan.

III. Approval of Board Meeting Minutes – deferred

IV. Chair's Report – deferred

V. Finance Committee Report - deferred

VI. Disclosure of Conflicts

- The Board discussed perceived conflicts between members' position of employment and duties as Board members.

VII. Board and Officer Assessment Report

- Bylaws revisions (reference attached November 19, 2009 Draft Bylaws):
 - Article VI, Board of Directors, Paragraph 9, Meetings, second paragraph: Mr. Kitchin described the intent of the proposed Bylaw amendment: to define a quorum as a simple majority rather than a 2/3 majority. Mr. Kitchin made a motion to approve the draft language. Mr. Leyden seconded the motion. All voted in favor, none opposed.
 - Article VI, Board of Directors, Paragraph 2, Composition of the Board: Mr. Kitchin described the intent of the proposed Bylaws amendment to allow the number of Board members to vary within a defined range rather than setting a fixed number. This revision will eliminate the issue of having to count nonparticipating or resigned members as a vacancy in quorum designation. The proposed amendment will also allow the past Chair, past Vice Chair and the Regional Council representative to be ex-officio, non-voting members of board for the following year. Mr. Kitchin commented that legal counsel had reviewed the draft language, and advised that the number of board members is not a matter of law, but a matter of board governance preference. The same reasoning applies to the other proposed revisions which are not in her opinion legal issues. The vote on this amendment was postponed because two Board members had left the meeting and there were not enough members to maintain quorum, which is required to change the bylaws.
 - Article VI, Board of Directors, Paragraph 5, Elections: Mr. Kitchin described the intent of proposed Bylaw amendment: to allow the Board to forego holding an election the first year since the term is two years. Mrs. McGreavy will reconfirm with the USGBC that this is allowable. Incidentally, the USGBC charges a fee to use their electronic voting system. The Board had not budgeted for this and using their system is not required.
 - Article VII, Officers, Paragraph 1 Elections: Mr. Kitchin described the intent of the proposed Bylaw amendment: to allow an officer to fill more than one officer position with certain exceptions.
 - Article VI, Board of Directors, Paragraph 6, Removal: Bylaws should reflect the words "willful" and anti-trust" as deleted.
 - Article VII, Officers, Paragraph 7: Recommendation to strike "by telephone".
 - Mr. Kitchin and Ms. McGreavy will come up with a date which they need to receive all the comments on the Bylaws, and then have a December meeting to discuss and vote on the Bylaws.
 - Mr. Kitchin suggested performing a digital vote on the remainder of the Bylaws.
- Board Composition/Executive Committee
 - Ms. McGreavy stated that she received a letter of resignation from Mr. DiPetrillo effective immediately. Ms. Greenwood has also submitted her letter of resignation, but has agreed to stay on until there is a replacement. As of this meeting, we have 17 board members. The new quorum is nine.
 - Mr. Kitchin suggested that the Board form an Executive Committee. He noted that the Chair of the Board does not need to be the Chair of Executive Committee.

V. Other Issues that Merit Discussion or Decision

- Mr. Bownds asked Board members to respond to the electronic votes without commenting on unrelated issues.

VI. Adjournment

- Mr. Kitchin made a motion to adjourn the meeting; Mr. McCarthy seconded the motion. All approved. The meeting adjourned at approximately 9:40 AM.

Janice M. Greenwood

Janice M. Greenwood, P.E.
Secretary

Attachment: November 19, 2009 Draft Bylaws