

US Green Building Council – Rhode Island Chapter Bylaws

The USGBC – Rhode Island Chapter (“the Chapter”) is a nonprofit corporation, organized and existing under the laws of the State of Rhode Island for the purposes stated herein.

Article I. Name and Purpose

The name of the organization is the USGBC – Rhode Island Chapter, a non-profit corporation. The organization’s legal fictitious name is Rhode Island Green Building Council.

Article II. Purpose

The Chapter is organized exclusively for educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c) exempt organizations. Notwithstanding any other provision of these bylaws, the Chapter shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article III. Powers

The Chapter shall have all the powers enumerated in the Rhode Island Non-Profit Corporation Act, as from time to time amended (the “Non-Profit Corporation Act”).

Article IV. Property

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

Article V. Membership

1. Membership: Any individual shall enjoy all of the rights and bear all of the responsibilities of membership as required by USGBC Chapter member policies. Each chapter member shall have one (1) vote at chapter meetings.
2. Dues. Annual dues will be determined by the Chapter Board in accordance with USGBC Chapter Membership Policy. Such dues will be in addition to those dues paid to the USGBC. No dues will be refunded.
3. Termination: Resignation or termination of membership will not relieve a member of responsibility for any financial obligations, including dues and other amounts due, accrued up to the effective date of membership termination. Membership in the Chapter may be terminated when:
 - A. A member resigns by giving notice to the Chapter. In the event of resignation, dues already paid for the current year will not be refunded.

- B. Dues or other financial obligations to the Chapter have not been paid 90 days from the date of the invoice or expiration date, whichever is later.
- C. The member is expelled for actions that the Board determines are prejudicial to the welfare, interest or character of the Council, including violation of USGBC Chapter policies, including the Chapter's conflict of interest policy and these bylaws. Termination utilizing this policy shall require a simple majority vote of the Board of Directors.

Article VI. Board of Directors

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. A director shall discharge his or her duties in keeping with the provisions set forth in the Board of Directors job description approved by the board. Board members shall act in good faith keeping the interest of the Chapter foremost in their actions. The Chair of the Board shall preside over meetings of the board.
2. **Composition of the Board.** The number of Board members is not fixed, yet consists of no more than seventeen and no less than eleven members and shall always be an odd number elected by and from the membership. At least one member of the board will serve as one of the Chapter's two representatives on the USGBC's Upper Northeast Regional Council as provided for in the Chapter Charter. The immediate Past Chair may serve as an ex-officio member of the Board for the following year. At least two-thirds of Chapter board members must represent USGBC member organizations in good standing. No more than one representative of any one USGBC member organization may serve as a member of the Board in any year. The Board shall strive to make the Board's composition diverse and representative of the Chapter membership.

With the approval of the simple majority of the Board, the number of board members may be increased or decreased from time to time by amendment to, or as provided by the bylaws in a manner consistent with the articles of incorporation. Any change made in the number of board members shall be reflected at least once annually in an amendment to the articles of incorporation and in accordance with these bylaws.

3. **Terms.** The directors constituting the first board of directors shall be named in the articles of incorporation and hold office until the first annual election of directors. The terms of the first board of directors shall be decided so as to avoid a complete turnover of the board after the first year. Otherwise, terms are two years. No member can serve more than three consecutive two-year terms. If a succession policy is followed whereby the individual who fills the role of Chapter Chair passes through the position of Vice-Chair, this rule may be exempted.
4. **Nominations.** A Nominating Committee shall prepare a slate of candidates for the Chapter Board. In preparing the slate, the Nominating Committee should strive for diversity among its members. Upon approval by the Chapter Board, the committee shall announce the slate to the membership, at least 30 days prior to the election of the Board of Directors.
5. **Elections.** Chapter board elections will be held annually in a manner deemed appropriate and according to a schedule agreed upon at least one month in advance by the Board. The Chapter is encouraged, but need not be obliged, to conduct its election at the time or in the manner prescribed by the US Green Building Council. Elections may be conducted virtually using any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

6. Removal. Any director may be removed from office by majority vote of the board for missing 25% of the meetings or for the unexcused failure to attend two consecutive meetings of the board, or whenever else the majority of the board in its judgment, deems the best interest of the Chapter will be served by removal.. A director may be expelled for actions that the Board determines are prejudicial to the welfare, interest or character of the Council, including violation of USGBC Chapter policies, including the Chapter's conflict of interest policy and these bylaws.

A director must provide to the Chair, at least 48 hours advance notice in writing, by telephone or by electronic means, or the absence will be recorded as unexcused. In the event of an emergency, or other unusual circumstance in which notice is not or cannot be given or is received less than 48 hours in advance, the Chair shall determine whether the absence will be recorded as excused.

A director who fails to attend two consecutive meetings without giving proper notice or repeatedly fails to communicate to the Chair or other officers when a response is asked shall be contacted in writing, or through verifiable electronic communication methods concerning his or her removal and shall be entitled to be heard regarding removal. If as part of an annual assessment and/or independent evaluation of board member attendance or performance for which official records are kept, removal of a director is recommended, or when official board correspondence from the Chair or Secretary to a director indicates same, whether written, by telephone or by electronic means, the board member is thereby considered notified. Any such actions shall be heard or voted upon in closed session or by electronic means in a timely fashion, as deemed necessary by the Chair or Executive Committee to serve the best interest of the board.

7. Vacancies. If a vacancy occurs on the Board for any reason, the Chair may nominate and the Board may elect, by simple majority, an individual to serve in the position for the unexpired portion of the term. If vacancies occur which provide for a director position to be filled within 60 days of the close of the calendar year, the board may vote to allow the director to serve beyond the unexpired portion of the term, but not more than one full term in the proceeding year.
8. Meetings. The Board of Directors shall meet at least 8-10 times annually at whatever time and location it selects. Meeting notices must state the place, day, and hour of the meeting and, in case of a special board meeting, the purpose or purposes for which the meeting is called. A schedule of meetings for the year may suffice as official notice. Otherwise, notice shall be transmitted not less than three business days before the date of a meeting not noted on an annual schedule, by electronic means, by or at the direction of the chair, secretary or the officers calling the meeting, to each board member entitled to vote at the meeting. Electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process, including via the Internet.

Virtual meetings are permitted, whether for board or committee meetings, or special board meetings whereby all persons participating can hear and/or see each other at the same time by means of a conference call, video conference, interactive webinar or other means that constitutes presence in person at a meeting. A quorum is a simple majority of the Board as determined by state requirements, unless the number of board members is fixed by these bylaws or articles of incorporation. If vacancies occur, a quorum is a simple majority of the remaining number of board members in good standing.

A simple majority is required on all votes except where some other number is required by law or these bylaws. The Board is permitted to call special meetings at a time and place, recess during meetings and reconvene at a later time and/or place to conduct business in person or virtually, as long as proper notice has been given. The Board shall keep regular minutes of its proceedings.

Any action to be taken at any annual, regular or special meeting of Members may be taken without a meeting, provided that the Chair or Secretary delivers a ballot in writing or by electronic transmission to every director or member entitled to vote on the matter. The ballot in writing or by electronic transmission shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot in writing or by electronic transmission of an action shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action with nonvotes being considered affirmative votes. All solicitations for votes by ballot in writing or by electronic transmission shall indicate the number of responses needed to meet the quorum requirements; state the number of approvals necessary to approve such matter other than the election of directors; and specify the time by which a ballot must be received by the Chapter in order to be counted. The results of each action by ballot in writing or by electronic transmission shall be certified by the Secretary and shall be included in the minutes of meetings of the board or members filed in the permanent records of the Chapter.

9. Compensation. Directors do not receive compensation for their service but may be reimbursed for expenses in accordance with Board-approved policy.
10. Duties and Policy & Procedures: The Board of Directors may establish policies, procedures, or such other rules that are consistent with these Bylaws and Policies of the USGBC.
11. Committees. The Board of Directors may appoint an Executive Committee, Program Committee, a Membership Committee, a Finance Committee, and an Education Committee with Responsible Directors serving as Chairs or overseeing the work of these Standing Committees. The designation and appointment of any committee and the delegation to it of authority does not operate to relieve the Board, or any individual director of any responsibility imposed upon it or him or her by law. The Board may appoint other ad hoc committees, working groups or task forces as necessary to carry out the business of the organization, including two members to represent the Chapter on the Upper Northeast Regional Council, as provided for in the Chapter Charter. Except as provided by the Non-Profit Corporation Act, any such committee will have and may exercise all the authority of the board of directors granted to it by the board. Such committee or committees will have such name or names as may be determined from time to time by the board of directors. Standing committees shall keep regular minutes of proceedings, or such other documentation of committee action and report the same to the board of directors periodically and when specifically required. Ad hoc committees shall strive to keep regular minutes of meetings. The board of directors may, at any time limit, expand or alter the authority of, and discharge any committee of said board.
12. Executive Committee. The Board may, by resolution adopted by a simple majority of directors, designate from its members an executive committee.

The Chair, with a simple majority approval of the Board, may appoint an executive committee consisting of no fewer than five and no greater than nine executive committee members. The executive committee will serve for one year or until its successor shall have been appointed. The Chair shall serve as Chair of the executive committee.

If or when appointed, the executive committee, shall be the executive and administrative agent of the Chapter. On matters requiring prompt dispositions that arise between meetings of the Board, the executive committee shall exercise all powers of the Board, except that of: approving the publication of certain documents and reports; filling vacancies on the Board or removing board members; adopting, amending or repealing the bylaws; and approving certain expenditures that exceed board approved budget limits per line item. The executive committee shall promptly notify the full Board of all its actions which shall be subject to review by the full Board.

13. Resignations. Any director may resign at any time by giving written notice to the Chair of the Board of directors. The resignation shall take effect at the time specified in such notice, and unless

otherwise specified in such notice, acceptance shall not be necessary to make it effective. Notice may be made by electronic means.

14. Executive Director. A paid or salaried Executive Director or other support staff may be authorized by the Board. The Executive Director would not be a Chapter Officer, Director of the Board, or voting member, and would be responsible for the day-to-day management and support of the Chapter.
15. The Board of Directors shall have all of the powers and duties reasonably necessary for the maintenance, supervision, control and direction of the Chapter and may do all such acts and things except as by law, the Articles of Incorporation or these Bylaws, may not be delegated to the Board of Directors by the members. The Board is specifically empowered to establish policies, procedures, or such other rules as are consistent with these Bylaws and with the Bylaws and policies of the USGBC and the Chapter Charter. The powers and duties of the Board of Directors shall be subject to approval by the members only when such approval is specifically required by law or the governing documents of the Chapter.

Article VII. Officers

1. Officers. The Officers of the Chapter shall be a Chair, Vice Chair, Secretary and Treasurer. Any two or more offices may be held by the same person, except the office of Chair and Secretary. Upon completion of a term, the Chair may serve as an ex officio, non-voting member of the Board for the following year.
2. Qualifications. Officers must be members of the Chapter who have been elected to the Board of Directors (with the exception of the ex-officio members) and meet qualifications set forth in the USGBC Chapter Membership Policy, and otherwise are in good standing.
3. Nominations. 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 a one-year term before elections. The Nominating Committee shall present the slate to the Chapter Chair. The Chapter Chair shall present the slate of candidates for election at the first meeting of the Chapter Board following the annual Board elections.
4. Elections. Election of officers shall be held annually by voice or roll call vote, or written ballot if there are two or more nominees for an office. Each member may cast one vote. A simple majority of votes cast shall elect. If there is a tie, the election shall be determined by subsequent voting until the tie is broken. 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. Duties.
 - a. Chair. The Chair shall be the chief executive officer of the Chapter except when the provisions of Article VI Section 14 are enacted by the Board of Directors. She/he shall preside at all meetings of the Chapter and of the Board of Directors and, in general, shall have all of the same powers and duties as would be attendant to the office of president of a corporation organized under Rhode Island law.
 - 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 the Board of Directors or is unable to act in his or 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 Officer to act in the 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 shall keep the minutes of all meetings of the Chapter and of the Board of Directors and shall have charge of such books and papers as the Board of Directors may direct and shall, in general, perform all duties incident to the office of the secretary of a corporation organized under the laws of the State of Rhode Island governing nonprofit corporations.

d. Treasurer. The Treasurer shall keep full and accurate financial records and books of account for the Chapter, be responsible for the preparation of all required financial data, and be responsible for the deposit of all money and other valuables in such repositories as may from time to time be designated by the Board of Directors. The Treasurer shall perform all of the duties as would be incident to the office of treasurer of a corporation organized under the laws of the State of Rhode Island governing nonprofit corporations.

6. Vacancies. If a vacancy occurs among the Officers for any reason, the remaining officers shall nominate and the Board shall elect an individual to serve in the position for the unexpired portion of the term.
7. An Officer may be removed by a simple majority vote of the Board of Directors.
8. Compensation. Officers do not receive compensation for their services but may be reimbursed for expenses in accordance with Board-approved policy.
9. Any officer may resign at any time by giving written notice to the Chair of the board of directors Chapter or to the secretary thereof. A resignation shall take effect at the time specified in the notice thereof, and, unless otherwise specified in said notice, the acceptance of the resignation shall not be necessary to make it effective. A notice may be transmitted by electronic means.

Article VIII. Meetings of Membership

1. Annual Membership Meeting. The Chapter shall hold an annual membership meeting at the place and on the date decided by the Board of Directors. Failure to hold the annual meeting due to unforeseen circumstances does not relieve the Chapter of its obligations, which may be carried out by other means.
2. Special meetings. A special meeting of the members, for any purpose or purposes, may be called by a majority of the board of directors or at least 25% of Chapter members entitled to vote or otherwise are members in good standing. The presence of 25% of the membership constitutes a quorum.
3. Notice. Written notice of each annual or special meeting stating the place, day and hour of the meeting (and the purpose or purposes of any special meeting) will be given by or at the direction of the Chair, secretary, or the person or persons calling the meeting, to each member entitled to vote at such meeting not less than ten (10) nor more than thirty (30) days before the meeting. Unless otherwise provided in the articles of incorporation or the bylaws, official notice shall be transmitted by electronic means. Electronic transmission" is any form of communication, not directly involving the physical transmission of paper that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process. Business transacted at any special meeting of the members will be limited to the purposes stated in the notice of the meeting or any written waiver thereof.
4. Voting. Each Chapter member shall have one vote at Chapter meetings. A simple majority is required on all votes except where some other number is required by law or these bylaws. Proxy voting is not permitted. Voting by electronic means is permitted. A decision shall be made by a majority of those responding.

Article IX. Fiscal Year

The fiscal year of the Chapter will be determined by the board of directors and in the absence of such determination will end on December 31st.

Article X. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act or the Articles of Incorporation or these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice and who did not receive the same, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Attendance of a person at a meeting will constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article XI. 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 reasonable 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, Director, 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 XII. 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 USGBC. 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 XIII. Amendments

Amendments to these Bylaws may be made by a simple majority vote of the Board of Directors at a regular or special meeting of the Board where quorum has been established. Amendments to these Bylaws may also be made at any properly called meeting of members with a two-week prior notice. Amendments shall be adopted upon a majority vote of the membership present and voting. Electronic ballots may be employed in either instance in accordance with state nonprofit law.