



Central Florida

Bylaws

June 2004

**Bylaws of the
U.S. Green Building Council
CENTRAL FLORIDA CHAPTER**

1. ARTICLE I GENERAL

- 1.1. The provisions of this document constitute the Bylaws of the United States Green Building Council - Central Florida Chapter, a Corporation Not-for-Profit, referred to as the "Chapter", which Bylaws shall be utilized to govern the management and operation of the Chapter.
- 1.2. The Chapter is a chapter affiliate of the United States Green Building Council, Inc., referred to as the "USGBC".
- 1.3. The Chapter shall be governed and operated in accordance with these Bylaws and the laws of the State of Florida, provisions of the USGBC Bylaws and the regulations and requirements for conduct of Chapters of the USGBC as adopted from time to time by the USGBC Board.

2. ARTICLE II PURPOSE AND POLICY

- 2.1. The purpose for which the Chapter is organized is to provide a medium at the local level for the advancement of the objectives of the USGBC.
- 2.2. The name, funds, or influence of the Chapter may be used only in support of these purposes.
- 2.3. The Chapter shall maintain a nondiscriminatory policy as to membership based on a classification or any other practice except as outlined in the USGBC Bylaws.

3. ARTICLE III PROPERTY

- 3.1. No part of the Chapter's property shall inure to the benefit of any Officer, Director, or Member of the Chapter.
- 3.2. On dissolution or liquidation of the Chapter, any assets remaining after payment of all debts shall be distributed to the USGBC.
- 3.3. The Board may adopt a policy that permits the Chapter to make a distribution of the Chapter's assets to approved spin-off groups when such distribution is in the best interest of the Chapter and is in support of its Purpose and Policy.

4. ARTICLE IV MEMBERSHIP, VOTING, AND DOMAIN

- 4.1. Any individual affiliated with an entity in good standing with the USGBC is eligible for membership in this Chapter.
 - 4.1.1. Qualifications for membership shall conform to the requirements of the USGBC Bylaws.
 - 4.1.2. Each Chapter member company or organization shall designate an official representative to the Chapter.
 - 4.1.3. Each Chapter member in good standing with the USGBC and the Chapter shall have one vote. Each eligible member may vote in person or by proxy executed for a specific meeting.
- 4.2. Each USGBC member may be eligible for membership in more than one chapter. Such members shall join the additional chapter(s) upon the payment of dues to that chapter. They shall be eligible to vote or hold elective office in the additional chapter(s).

- 4.3. Voting. Members in good standing with the Chapter, in attendance when the vote is taken. A simple majority shall be considered as passing.
- 4.4. Domain. The domain of the Chapter shall be the central region of the State of Florida.

5. ARTICLE V DUES

- 5.1. Dues. Annual dues shall be determined by the Board and be paid in accordance with Chapter policy. Such dues shall be in addition to those dues paid to the USGBC.
- 5.2. Membership Categories. The Board may establish membership dues categories that may include corporate, non-profit, student or other appropriate categories.
- 5.3. Refunds. No dues will be refunded.

6. ARTICLE VI BOARD

- 6.1. The management and direction of the Chapter shall be delegated exclusively to its Board of Directors, herein known as the "Board."
- 6.2. The Board shall consist of the Officers, elected Directors and the immediate past President.
- 6.3. Composition of the Board. The size of the Board shall reflect one Board member for each 15 chapter members, determined by the Secretary based on the roster at close of month prior to nominations.
 - 6.3.1. The position of past president shall not count in determining the size of the board in the event his/her term as a director has expired.
- 6.4. All members of the Board are eligible to vote on Chapter business.
- 6.5. A simple majority of the Board shall constitute a quorum and a simple majority of the quorum shall constitute a passing vote except where some other percentage is required by law or these Bylaws.
- 6.6. The Board may remove individual Board members who fail to fulfill their obligations to the Chapter, subject to approval by two-thirds (2/3) vote of the Board.
- 6.7. The President shall appoint members to fill vacant offices in the Board, subject to approval by a two-thirds (2/3) majority of the Board.
- 6.8. Terms. Board members shall serve three-year terms. Board members may serve up to two consecutive three-year terms, with a one-year hiatus prior to re-election.
 - 6.8.1. Founding Board Terms. Terms will be established at 1, 2, and 3 years in order to establish a rotation of one-third (1/3) of Board positions each year.
- 6.9. Elections. Annual elections for the Board will be held in conjunction with USGBC elections, using the same online method. The presiding Chapter President shall submit to the USGBC the slate of candidates with all information as required by the USGBC. The USGBC will post online the candidates for open Chapter Board positions in conjunction with its online slate for the USGBC Board.
- 6.10. Meetings. The Board shall meet a minimum six times a year at whatever time and place it selects.
- 6.11. Compensation. The Board shall not receive compensation for its service but may be reimbursed for budgeted Board-approved expenses, in accordance with Board-adopted policy. Committee members shall not receive compensation for its service but may be reimbursed for budgeted Board-approved expenses, in accordance with Board-adopted policy.
- 6.12. Standing Committees. The Board shall appoint committee chairs and members for standing committees as required, each to serve a one-year term.
- 6.13. The Board shall appoint a Bylaws committee for review of the current Bylaws every five years. This does not preclude Bylaw changes at anytime as deemed necessary by the Board.

- 6.14. Other Committees. The Board may appoint other committees, working groups or task forces as necessary to carry out the business of the Chapter.
- 6.15. Order of Business. The order of business for meetings shall be determined by the presiding officer. These Bylaws and Robert's Rules of Order shall govern the conduct of all meetings.

7. ARTICLE VII OFFICERS

- 7.1. Officers. The Officers of the Chapter shall be a President, Vice-President, Secretary, and Treasurer.
- 7.2. Qualifications. Officers must be regular members of the Chapter who have been elected to the Board. No person may hold more than one office at the same time within the Chapter. Officers may serve no more than two consecutive years in any one position.
- 7.3. Election. The Board shall elect Officers for each fiscal year, following election of the Board.
- 7.4. The President shall serve as chairman of the Board, shall preside at all Chapter meetings, shall select the chairman of temporary committees, shall appoint the Chapter delegates to the annual meeting of the USGBC unless they are otherwise selected by the Chapter members, shall be an ex-officio member of all committees and shall sign all agreements and formal instruments.
- 7.5. The Vice-President shall perform such assignments as delegated by the President or Board and serve upon the absence of the President and shall carry the responsibility of President-Elect for the next term.
- 7.6. The Secretary shall see that written or e-mailed notices are sent in advance of all meetings of the Board and of the Chapter and shall keep accurate minutes thereof, shall maintain a file of all correspondence, shall keep a roster of members and committees and shall co-sign all agreements and formal instruments except those pertaining to the office of the Treasurer. The Secretary shall perform other duties as assigned by the Board.
- 7.7. The Treasurer shall collect and receive monies and securities, deposit funds and disburse and dispose of the same, subject to the direction of the Board. The Treasurer shall keep accurate books of accounts, shall submit a report of the office at Board meetings and shall perform other duties as assigned by the Board.
- 7.8. Compensation. Officers shall not receive compensation for their services but may be reimbursed for budgeted Board approved expenses.

8. ARTICLE VIII MEETINGS OF THE MEMBERS

- 8.1. Annual Meeting. The Chapter holds an annual membership meeting at the place and on the date decided by the Board.
- 8.2. Regular meetings shall be held monthly, except when otherwise decreed by the Board. Not less than ten (10) regular meetings shall be held in the fiscal year.
- 8.3. Special meetings. Special meetings may be called by the Board at any time. The Board must give members a fourteen (14) day written or e-mailed notice of special meetings. The notice must include a description of the business to be discussed.
- 8.4. Minutes. Minutes of Board, annual, regular and special meetings shall be distributed to members in writing or by e-mail.

9. ARTICLE IX NOMINATIONS AND ELECTIONS

- 9.1. The Nominating Committee shall prepare a slate of candidates for each office position at least fourteen (14) days prior to the first meeting of the 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 President.
- 9.2. Following election of the Board, the incoming and outgoing Board members shall hold a joint meeting for the purpose of electing officers. The outgoing president shall present the slate of candidates for election at this meeting. At that time additional nominations may be made from the floor prior to the election.
- 9.3. 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 simple 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 for each position will run off against each other.

10. ARTICLE X FISCAL ADMINISTRATION

- 10.1. The fiscal year shall be from July 1 to June 30.

11. ARTICLE XI INDEMNIFICATION

- 11.1. 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.

12. ARTICLE XII AMENDMENTS

- 12.1. Proposed amendments to the Chapter Bylaws shall first be submitted in duplicate, accompanied with two (2) copies of the complete, current Bylaws to the USGBC for approval. After USGBC approval, they shall then be publicized in the regular Chapter newsletter, or by written or e-mailed notice, issued at least fourteen (14) days prior to a regular or specially called meeting.
- 12.2. The Bylaws may then be amended by a two-thirds (2/3) vote of the Chapter members present at a regularly scheduled or specially called meeting.