



U.S. Green Building Council Bylaws

February 2009

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Bylaws of the U.S. Green Building Council

ARTICLE I – NAME AND OFFICE

Section 1 – Name: The name of the corporation is the U.S. Green Building Council, Inc., also known as “USGBC” and hereinafter referred to as the “Council.”

Section 2 – Office: The Council’s principal office will be in the metropolitan Washington D.C. area or in another location approved by the Board of Directors.

ARTICLE II – PROPERTY

No part of the Council’s property shall inure to the benefit of any Officer, Director, or member of the Council. On dissolution or liquidation of the Council, any of its assets remaining after payment of all liabilities shall be distributed by vote of the Board of Directors to any nonprofit corporation or association whose objectives are similar to the Council’s.

ARTICLE III – MEMBERSHIP

Section 1 – Members: Membership organizations (“Members”) of the Council are divided into the following membership groups (“Membership Groups”) for organizational purposes: 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. The Board of Directors may define, add, delete, or combine membership groups from the above list. The Board of Directors may also determine that certain categories of organizations may or may not be eligible for membership. Members must complete an application, agree to abide by a Membership Statement of Principles, (which will be part of the application process and which may be modified by the Board of Directors from time to time) and pay dues and any other fees that the Board may establish.

Section 2 – Acceptance Procedure: Each membership application will be reviewed to verify that the applicant meets the membership criteria described in section 1, including identifying the appropriate category. All USGBC members that are themselves membership organizations, shall, as a pre-condition of USGBC membership and each

renewal, publicly disclose their complete membership lists. To safeguard individual privacy interests, organizations may choose not to disclose the identity of members who are natural persons.

Section 3 – Voting and Peer Review Procedures: The Board of Directors shall adopt policy and guidance on voting and peer review procedures which strive to achieve the goal of consensus.

Section 4 – Representation: Each member will be entitled to one vote on each matter submitted to a vote of the membership.

Section 5 – 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 Council may be terminated when:

- A. A member resigns by giving notice to the Council. In the event of resignation, dues already paid for the current year will not be refunded.
- B. Dues or other financial obligations to the Council have not been paid as of the expiration date.
- C. The member is expelled for actions which the Board determines are prejudicial to the welfare, interest or character of the Council, including willful violation of these Bylaws. The member in good standing is entitled to due process as established by the Board of Directors.

Section 6 – Review: The Board shall evaluate all USGBC membership requirements periodically and remove or enact requirements as appropriate for achieving the mission of the USGBC.

ARTICLE IV – MEMBER MEETINGS AND VOTING

Section 1 – Annual Meeting: An annual meeting of the membership for business or other purposes—as may be stated in the notice of the meeting—will be held once a year at a time, place and date to be determined by the Board of Directors.

Section 2 – Special Meetings: Special meetings may be called by the President, Chair, Chair-elect, Secretary, Treasurer or Board of Directors at their discretion or at the written request of at least 10% of the voting members.

Section 3 – Notice: Written notice of a meeting, annual or special, stating the place, date and hour of the meeting, (and in cases of a special meeting stating the purpose or purposes for which the meeting is called) will be given to each member entitled to vote at

such meeting, not less than 20 days or more than 50 days before the date of the meeting. Notice may be given by mail, courier, facsimile, or email.

Section 4 – Quorum: Only dues paying members are entitled to vote. One-tenth (10%) of voting members present in person, proxy or by teleconference, will constitute a quorum for the transaction of business. The affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is not present or represented at a meeting, the members present at such meeting will have the power to adjourn the meeting until a quorum is present, at which time any business may be transacted that would have been transacted at the meeting as originally called.

Section 5 – Proxies: At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or their 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.

Section 6 – Voting: Voting on all matters may be conducted without meeting by United States mail or electronic mail. Specific procedures for U.S. mail or electronic mail voting may be adopted by the Board of Directors.

ARTICLE V – FEES AND DUES

The Board of Directors may set fees in such amounts as it shall deem necessary, including, and without limitation, annual dues. The Council shall have one class of members, the dues for which may be tiered or differentiated based on the policies adopted by the Board.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – Composition: The Board of Directors shall consist of at least one representative from each of the Membership Groups described in Article III, Section 1, up to three (3) “at-large” directorships (as determined by the Board of Directors), one (1) representative from each of the eight (8) Regional Councils of USGBC chapters, and up to three (3) directors appointed by the Board of Directors to represent special perspectives, one of which will represent home builders. Membership categories representing the largest number of members may have up to two board seats. No more than four Membership Categories will have multiple director seats. These categories will be reviewed periodically by the Executive Committee. The Board of Directors shall also consist of the President/CEO, one USGBC founder, and the immediate past Chairperson. The two USGBC founders and the founding Chairman (the Founders) shall inform the

current Board Chairman at the beginning of each year the name of the founder who will serve as the board founder representative for the given year. The maximum number of Directors is 32 (excluding the President/CEO). If the Council has a President and/or CEO that individual(s) will have a non-voting seat on the Board unless otherwise determined by a majority of the Board of Directors. The seat representing the member category of federal government will be an ex-officio, non-voting Board position. This position shall not have fiduciary responsibility for the finances of the organization nor the actions of the organization. There is no requirement that all seats be filled.

The Board of Directors' composition will transition between 2009 and 2011 to the following: (a) 8–12 Member Community directorships, to be selected from among a list of perspectives agreed to by the Board of Directors; (b) 5–8 Chapter Community directorships; (c) up to 5 appointed directorships; and (d) the President/CEO, whose seat will remain a nonvoting seat unless otherwise determined by a majority of the Board of Directors.

The first Member Community directorships will be elected for the 2009 Board. The first Chapter Community directorships will be elected for the 2010 Board. The specific timing and procedures for such transition, including without limitation the procedures for nomination to types of directorships being phased out, the terms for directors newly elected to directorships being phased out, and the phased retirement and introduction of types of directorships shall be directed by the Executive Committee in accordance with a plan approved by the Board, provided that no currently seated director shall be removed before the end of their current term. By policy, the Board will define "Member Community" and "Chapter Community" and the procedures for determining from which of the categories of Member Communities the directors will be chosen.

Section 2 – Responsibilities: The Board of Directors' primary responsibilities are:

- A. To adopt policies and procedures that will carry out the mission of the USGBC.
- B. To articulate and uphold the vision, values and mission of the Council.
- C. To continuously assess the effectiveness of the Council's work in the achievement of its mission and to engage in generative dialogue for the purpose of addressing threats to and leveraging opportunities for such work.
- D. To work with the Council's committees and staff to develop and approve strategic goals and initiatives for the purpose of advancing the Council's mission.
- E. To oversee, control and direct the affairs of the Council, its committees and publications.
- F. To elect the Council Chair, Chair-elect, Secretary and Treasurer.
- G. To appoint/hire a President/CEO and assess his or her effectiveness annually.

- H. To actively promote the Council's objectives and take the necessary steps to meet the fiduciary responsibilities of the Board.
- I. To adopt a policy on conflicts of interest.
- J. To take such actions as may be necessary to conduct the organization, including establishing policies from time to time and delegating certain authority and responsibility to the Executive Committee.

Section 3 – Nominations: Nominations for Member Community, Regional Council and Chapter Community directorships shall be put forward according to guidelines set by the Board of Directors, which may include specific requirements for the eligibility of candidates for directorships. A Nominating Subcommittee of the Governance Committee shall review all nominees to insure that they meet the eligibility requirements and fulfill diversity and leadership criteria for board membership, remanding any candidates who do not qualify back to their respective constituency for replacement. The Nominating Subcommittee shall then formulate and announce the slate of candidates for Member Community directorships to the membership by either electronic mail or U.S. Mail. Election to the Membership Group and at-large directorships shall be open to all USGBC members for a period of not less than 30 days. The Regional Councils shall each elect a single nominee for their respective board directorships, which nominee shall be subject to review by the Nominating Subcommittee for compliance with eligibility requirements.

Section 4 – Eligibility: Subject to eligibility requirements in Section 3, any employee of a member organization in good standing will be eligible for office, except that no more than one representative of a given member organization may run for a director position (and all candidates from a member organization that puts forth more than one candidate will be disqualified if the member organization fails to select one of the candidates to run) or simultaneously serve as a member of the Board of Directors during a fiscal year. Board appointed directors shall be exempt from all eligibility requirements.

Section 5 – Term: Terms for Members Community and Chapter Community directorships shall be three (3) year terms and may be extended no more than one additional consecutive three (3) year term. Regional Council directorships shall be divided into three classes, consisting of two (2) classes of three (3) individuals and one (1) class of two (2) individuals. Each class shall be elected by their respective Regional Council for three (3) year terms. However, to achieve the initial classification of the Regional Council directorships, the initial terms of the three classes shall be one (1) year, two (2) years, and three (3) years, respectively. Terms for Regional Council directorships may be extended no more than one (1) additional consecutive three (3) year term. The Regional Council directorships open for the 2009 Board will be elected for one (1) year terms. Terms for appointed directorships shall be two (2) year terms and may be extended no more than one (1) additional consecutive two (2) year term. In order to ensure that the appointed seat terms are staggered, for the 2009 Board only, the appointed director seats will be divided into two groups: one will have a one (1) year term and one will have a two (2) year term.

Section 6 – Election: The nominees for the Board of Directors Member Community seats shall be elected by the members pursuant to policy and procedures enacted by the Board of Directors. USGBC shall utilize proportional voting, by which any employee of a USGBC member organization who has a site-user account on the USGBC website linked to the member organization may cast a proportional share of the vote for that member organization, and then this shall continue unless the Board acts to return to single company votes. Regional Council and Chapter Community directorship nominees shall be affirmed by the sitting Board of Directors subject to meeting all eligibility requirements as set forth in Article VI, Section 4. When any seats for the appointed directorships become open the Executive Committee, in consultation with the Board, will propose candidates to fill those seats to be confirmed by a majority of the voting members of the Board of Directors present at a meeting at which a quorum is in attendance.

Section 7 – Voting: Each Board member is entitled to one vote. Voting on all matters, including election of Officers or amendments to the Bylaws, may be conducted only in accordance with these Bylaws. Voting by the Board shall occur in a properly noticed meeting of the Board. Directors may participate in such meetings by conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. Votes during an official meeting may be registered by voice, hand or ballot delivered in person or electronically. Any action required to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall be the same as a unanimous vote at a properly called meeting.

Section 8 – Quorum: One-half (50%) of voting Board members present in person or by teleconference, will constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board members present at a duly organized meeting may continue to do business until either adjournment or the withdrawal of enough Board members to leave less than a quorum.

Section 9 – Meetings: An annual meeting of the Board of Directors shall be held at a location determined by the Board of Directors. Written notice of such meeting will be given to each Board member at least 30 days prior to the proposed meeting date. Regular meetings of the Board of Directors may take place as determined by the Board. Any particulars concerning regular meetings, including but not limited to notice, time and location, shall be determined by the Board, to the extent that these particulars are not determined by these Bylaws. The order of business for meetings of the Board shall be determined by the Executive Committee. The order of business may be altered at any meeting by request of a majority of members present. *Robert's Rules of Order Newly Revised* shall govern, except when otherwise provided in these Bylaws or specifically authorized by the Board.

Section 10 – Special Meetings: Special meetings of the Board of Directors may be called by the President/CEO, Chair or a majority of the Directors, and shall be held at such time and place as the person or persons calling the meeting shall designate. Notice of special meetings shall be given at least forty-eight (48) hours prior to the meeting and may be given either personally, by mail, courier, facsimile, telephone, email, or any other form of wire or wireless communication. The Board of Directors may allow attendance by invited guests at any meeting.

Section 11 – Vacancies: If a vacancy occurs in any elected position, the Board may nominate and vote on an individual to fill that seat until the next annual Board election, subject to the replacement director complying with relevant eligibility requirements. At the next annual Board election, the seat shall be open for election to fill the remainder of the original term, if any, or to start a new term. If a vacancy occurs in an appointed seat, the board may nominate and appoint an individual to fill the remainder of the term. If a vacancy occurs in a Regional Council or Chapter Community seat, the appropriate Regional Council may nominate an individual for the balance of that term, subject to the replacement director complying with relevant eligibility requirements.

Section 12 – Removal From Office: A non-appointed director will be removed from the Board of Directors if the person becomes unaffiliated with any member organization. A seat may also be declared vacant by a two-thirds vote of those present at a properly called meeting of the Board of Directors where quorum is present. Causes for such action shall include, but not be limited to, failure to abide by the Council’s Bylaws or Code of Conduct, or no longer meeting eligibility requirements set forth in these bylaws or in the transition plan approved by the Board. Procedures for such removal shall be created by the Board.

Section 13 – Compensation of Board of Directors Members: Board members (not including the President/CEO) shall not be entitled to any compensation for their service on the Board of Directors. The Board of Directors shall determine the amount of compensation for the President/CEO. Travel expenses for Board members may be reimbursed in accordance with the Council’s adopted Travel and Expense procedures.

ARTICLE VII – OFFICERS

Section 1 – Officers: The Officers (the “Officers”) of the Board of Directors shall be a Chair, a Chair-elect, an Immediate Past Chair, a Secretary and a Treasurer.

Section 2 – Eligibility: Only duly elected members of the Board of Directors shall be eligible to serve as Officers.

Section 3 – Duties: General Duties of the Officers:

- A. Direct the implementation of programs, activities and recommendations of the approved Strategic Plan.

- B. Review and recommend the Annual Business Plan (submitted by the President/CEO) for presentation and approval of the Board of Directors.
- C. Review and recommend the annual budget (submitted by the President/CEO) for presentation and approval of the Board of Directors.

Duties of individual Officers, in addition to serving on the Executive Committee, are as follows:

- A. The Chair shall preside at all meetings of the Board of Directors and membership, and shall fulfill the duties of the Chair as set forth in Board-approved policies.
- B. The Chair-elect shall exercise the responsibilities of the Chair in the event of the Chair's absence or disability and shall fulfill the duties of the Chair-elect as set forth in Board-approved policies. Additional responsibilities may be determined and assigned by the Chair.
- C. The Treasurer shall ensure that the Council's funds are kept safe and that full and accurate accounts of receipts and disbursements are prepared. The Treasurer will also review, annually, the budget submitted by the President/CEO to the Council to be discussed and approved by the Board of Directors. The Chair may appoint an Assistant Treasurer to assist the Treasurer, and who may perform the same duties as the Treasurer. The Treasurer shall serve as a member of the Finance and Audit Committee and shall fulfill the duties of the Treasurer as set forth in Board-approved policies.
- D. The Secretary shall ensure the taking and dissemination of minutes, prepare and sign corporate documents, etc. and perform the duties normally assigned to a Secretary. The Chair may appoint an Assistant Secretary to assist the Secretary, and who may perform the same duties as the Secretary. The Secretary shall serve as a member of the Governance Committee and shall fulfill the duties of the Secretary as set forth in Board-approved policies.

Section 4 – Nomination & Election: The Board of Directors shall vote for and elect the Officers for the coming year according to the following process, within a timeline set and agreed to by the Board. Board members will receive a proposed slate of Officers from the Nominating Subcommittee of the Governance Committee for the election of Officers. After receiving the slate, any Board member may nominate an additional person within a specified period of time, provided that, if elected, the person so nominated agrees to serve as an Officer. The Board will convene a meeting within a specified period of time after receipt of the slate to vote and elect the Officers.

Section 5 — Terms: The Chair-elect shall assume the office of Chair at the conclusion of the term of Chair. The Chair, Past-Chair and Chair-elect shall hold office for one (1) year each. The terms of office of both Secretary and Treasurer shall each be two (2)

years, with the Secretary term ending in even-numbered years and the Treasurer term ending in odd-numbered years. The terms of Officers shall be decoupled from the terms for directors as stated in the bylaws, and if an Officer is elected to serve after their board term has ended, they no longer represent the director seat to which they were elected though they remain a director. The board size shall be enlarged as necessary to accommodate Officers who are no longer representing specified director seats as such directors were originally elected. The size of the Board shall be reduced as Officers leave Board positions created solely for their continued participation.

Section 6 – Vacancies: Should any office become vacant, the Officers shall nominate and the Board of Directors shall vote upon, within 60 days, a member of the Board to complete the remainder of the term involved.

Section 7 – Removal From Office: An office may be declared vacant by a two-thirds vote of the Board of Directors. Procedures for such removal shall be created by the Board.

ARTICLE VIII – PRESIDENT/CEO AND STAFF

Section 1 – Appointment: The Board of Directors shall appoint and employ a salaried staff head who shall have the title of President/CEO or Executive Director and whose terms and conditions of employment shall be specified by the Board of Directors.

Section 2 – Authority and Responsibility: The President/CEO shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. They shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President/CEO 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, and shall appoint signatories appropriate to their responsibility and level of authority and in line with recognized accounting principles. The President/CEO will also prepare an annual business plan including a proposed budget for the Council that will be reviewed by the Officers and then submitted to the Board of Directors. The President/CEO may hire and/or appoint as necessary appropriate Council staff to provide administrative and program management services and negotiate employment and/or management contracts on the Council's behalf. These duties include fixing compensation for such Council staff within the approved budget.

ARTICLE IX – FINANCES

Section 1 – Signature on checks and notes: All checks shall be signed by any such officer or their designee as the Board of Directors may from time to time designate, or as stated in these Bylaws.

Section 2 – Fiscal Year: The fiscal year of the corporation will be the calendar year.

Section 3 – Audit: The accounts of the Council shall be audited not less than annually by a Certified Public Accountant who shall be recommended by the Finance and Audit Committee and appointed by the Executive Committee, with the approval of the Board of Directors and who shall provide a report to the Board of Directors.

Section 4 – Operating Reserve Fund: The Board may adopt policies and procedures for an operating reserve fund.

ARTICLE X – INDEMNIFICATION

Indemnification of Officers, Board of Directors Members, and others: Each member of the Board of Directors, officer, staff member, committee member, task force member or agent of the Council or a subsidiary of the corporation and each person who serves or served at the request of the corporation as an officer or director (or equivalent) of another corporation or other enterprise while working on behalf of the Council (and the heirs, executors, administrators and estates of such persons), will be indemnified by the Council in accordance with, and to the fullest extent authorized by, provisions of the District of Columbia Nonprofit Corporation Act as it may from time to time be amended. Former members of the Board and Officers and former members of committees and task forces will also be indemnified for acts on behalf of the Council while in office. This indemnification will not apply to any action, suit, or proceeding brought by, or on behalf of, the officer or Board member without prior approval of the Board of Directors. Each person who is or was an employee or agent of this corporation and each person who serves or has served as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise working on behalf of the Council will be similarly indemnified at the discretion of the Board of Directors. The indemnification provided by this section will not be deemed exclusive of any other rights to which a person seeking such indemnification may be entitled under any bylaw, agreement, votes of the members or disinterested directors or otherwise, both as to action in their official capacity or as to action in another capacity while holding such office.

The Council shall purchase insurance to provide for the indemnification.

ARTICLE XI – COMMITTEES

Section 1 – Executive Committee: There shall be an Executive Committee of the Council which shall have as members the Chair, the Chair-elect, the Secretary and the Treasurer. Other members of the Executive Committee will include the President/CEO and the immediate Past Chairperson. The Executive Committee shall appoint two (2) representatives to the Board of Directors of the affiliated Green Building Certification Institute, who shall be either former or current members of the USGBC Board of Directors.

Section 2 – Other Committees: The Executive Committee or the Board shall establish other committees, including those to develop programs, as it deems appropriate, and shall establish the powers and duties of each. The Chairs and Vice-Chairs of the committees shall be appointed by and serve at the discretion of the Executive Committee unless otherwise directed by the Board.

Section 3 – Board Committees: The Executive Committee shall establish a Governance Committee and a Finance and Audit Committee, and other committees as needed. The number of members serving on Board committees shall be determined by USGBC committee policy. The majority of members must be current or past board members appointed by the Executive Committee, and their-terms shall be two (2) years, renewable twice. Quorum is a simple majority of the committee membership. The Chairs and Vice-Chairs of the committees shall be appointed by and serve at the discretion of the Executive Committee.

Section 4 – Balance: The USGBC shall seek to create and maintain its committees in a fair and balanced manner, appropriately representing multiple viewpoints, without dominance by a single member category. The Board, or any committee designated by the Board, shall review the composition and leadership of committees. Criteria for balanced committee makeup shall be set forth in Board-approved committee policy.

Section 5 – Meetings and Action of Committees: Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provision of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these Bylaws.

Section 6 – Voting: Voting by committees, whether Board, Standing or Ad-Hoc in classification may be in person, or via telephone, video conference, U.S. mail or electronically as described in the committee policies approved by the Board.

ARTICLE XII – CHAPTERS

Section 1 – Definition: A chapter is an incorporated association of persons who have joined together to further the interests of the U.S. Green Building Council and which has signed a Chapter Charter prepared by the Council.

Section 2 – Formation: The Board may, at its discretion, create any number of chapters it deems appropriate.

Section 3 – Chapter Rules: The bylaws, acts, and decisions of all chapters must be in accordance with the U.S. Green Building Council’s Articles of Incorporation and these Bylaws and their chapter charters.

Section 4 – Policies: The Board of Directors may establish policies and guidelines for chapters and other forms of affiliation.

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended by two-thirds vote of the Board of Directors. These Bylaws may also be amended by the affirmative vote of a majority of the members, in person or by proxy, at any regular or special meeting of the membership or by electronic ballot, provided that notice of the substance of the proposed amendment has been sent to each member at least thirty working days prior to the date of the regular or special meeting involved or prior to the day the electronic ballot is sent.