



NORTH FLORIDA

**Bylaws of the
U.S. Green Building Council
North Florida Chapter
November 2008**

ARTICLE I. GENERAL

Section 1. Name and Principal Office: The name of the organization is the USGBC North Florida Chapter and its principal office is located at **TLC Engineering for Architecture, c/o Mark A. Gelfo**, 1650 Prudential Drive, Suite 200, Jacksonville, FL 32207, 904-306-9111

Section 2. Provisions: The provisions of this document constitute the Bylaws of the U.S. Green Building Council (USGBC) - North Florida Chapter, a Corporation Not-for-Profit incorporated in the State of Florida, referred to as the "Chapter", which Bylaws shall be utilized to govern the management and operation of the Chapter.

Section 3. Governing Documents: The Chapter shall be governed and operated in accordance with the laws of the State of Florida, the Chapter's articles of incorporation, the regulations and requirements for conduct of Chapters of the USGBC as adopted from time to time by the USGBC Board, these bylaws, and the rules and instructions issued through the chapters' officers, provided that such rules and instructions are not in conflict with these bylaws of the laws governing the Chapter. In the event that there is a conflict between any of the governing documents, the documents will govern in order of priority as listed above.

Section 4. Domain: The domain of the Chapter shall generally encompass the territory as established with the USGBC in the Chapter Charter Agreement.

Section 5. Fiscal Administration: The fiscal year of the Chapter shall begin on July 1 to June 30, of each year unless otherwise determined by the Board.

Section 6. NonStock Corporation: The Chapter is a nonstock corporation.

ARTICLE II. PURPOSE AND POLICY

Section 1. Purpose:

The Chapter is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 as amended (the 'Internal Revenue Code') including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. 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.

Section 2. Nondiscriminatory Policy: 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.

ARTICLE III. PROPERTY

Section 1. Property: No part of the Chapter's property shall inure to the benefit of any officer, director, or member of the Chapter. No part of the net earnings of the Chapter shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws or the Articles of Incorporation. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Furthermore, if at any time the Chapter is classified as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Chapter shall (i) distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; (ii) not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (iii) not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (iv) not make any investment in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Section 2. Remaining Assets Upon Dissolution: On dissolution or liquidation of the Chapter, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, any assets remaining shall be distributed by vote of the Chapter's Board to any nonprofit corporation or association (including approved North Florida Chapter spin-off groups) whose objectives are similar to the Chapter's. Notwithstanding, upon dissolution or liquidation, all assets shall be distributed only for any charitable, religious, literary, scientific, or educational purpose within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code,

ARTICLE IV. BRANCHES AND BRANCH COMMITTEES

Section 1. Branches: With Chapter Board approval, Chapter members residing in a contiguous Chapter area may form a branch, subject to Chapter approval of branch operating guidelines. A branch shall elect its own executive committee.

Section 2. Branch Committees: With Chapter Board approval, Chapter members interested in special activities consistent with Chapter purposes, or other appropriate subsets of Chapter members, may form committees, subject to approval of committee operating guidelines.

Section 3. Reports: Each branch and its committees shall submit an annual report of its activities to the Chapter Board.

Section 4. Suspension and Dissolution: By majority with a 2/3 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 specifications of the grounds for the proposed action are furnished to the members of the branch or committee affected and to the Board or its designees. At the same Board meeting, Chapter members shall have an opportunity to comment on the proposed action.

Upon dissolution, all remaining assets of the dissolved branch or committee shall revert to the Chapter.

As an alternative to dissolution, the Chapter Board may require new elections to be held for the branch or committee office.

ARTICLE V. MEMBERSHIP ELIGIBILITY, VOTING OF MEMBERS AND MEMBER MEETINGS

Section 1. Chapter Membership Eligibility: Any individual, regardless of whether or not his or her company is a national USGBC member, is eligible for membership in this Chapter and shall be admitted in the manner upon which the Chapter's Board agrees and which complies with USGBC Chapter Membership Policy. The rights and privileges of all members shall be equal be in accordance with USGBC Chapter Membership Policy.

Section 2. Voting: Each Chapter member in good standing with the Chapter and the USGBC shall have one vote at membership meetings. Each eligible member may vote in person or by proxy executed for a specific meeting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the membership. A member who is present at a meeting of the members when corporate action is taken is deemed to have assented to the action taken unless the member (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken. Proxy voting is permitted when executed by the member or his/her 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. Voting by mail or by electronic means is permitted. A decision shall be made by a majority of those responding.

Section 3. Quorum: The presence or proxy of ten percent of the membership eligible to vote constitutes a quorum.

Section 4. Membership in Other USGBC Chapters: 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).

Section 5. Annual Meeting: The Chapter shall hold an annual membership meeting at the place and on the date decided by the Board. ..

Section 6. Regular Program Meetings: Regular program meetings shall be held at least six (6) times per year that include updates on Chapter business, except when otherwise decreed by the Board.

Section 7. Special Meetings: Special meetings of the members, for any purpose or purposes, may be called by the Board, the President, and/or two-thirds of membership at any time.

Section 8. Minutes. Minutes of Board, annual, and special meetings shall be distributed to members in writing or by e-mail.

Section 9. Notice of Meetings. Notice of annual or special meetings of the membership shall be given to each member not less than fourteen (14) days before the meeting, by delivering the same to the member in person or to the member's residence or business address (or such other place as the member may have directed in writing) by mail, electronic mail, messenger, telecopier, telegraph, or other means of written communication or by telephoning such notice to the member. Any such notice shall set forth the time and place of the meeting, and the business to be discussed. Notice of special meeting shall be given by the individual calling such meeting, or if the meeting is called by 2/3 of the membership, by the Secretary. Notice of special meetings shall include a description of the business to be discussed.

Section 10. Waiver of Notice. A member may waive any notice required by law, the Articles of Incorporation, or these bylaws before or after the date and time stated in the notice, and such waiver shall

be equivalent to the giving of such notice. Except as provided otherwise herein, the waiver shall be in writing, signed by the member entitled to the notice, and filed with the minutes or corporate records. A member's attendance at or participation in a meeting waives any required notice to the member of the meeting unless the member at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transaction business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE VI. DUES

Section 1. Dues: Annual dues shall be determined by the Chapter Board and be paid in accordance with USGBC Chapter policy. Such Chapter dues shall be in addition to those annual dues paid to the national USGBC by member organizations.

Section 2. Membership Categories: The Board shall, at a minimum, provide membership categories as required by the USGBC Chapter Membership Policy. Additional categories may be added, as long as they are consistent with the Chapter Membership Policy.

Section 3. Refunds: No dues will be refunded.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Responsibilities: The management and direction of the Chapter shall be exercised by or under the authority of its Board of Directors, (the "Board"), subject to any limitation set forth in the Articles of Incorporation, these bylaws, and the Chapter Agreement with the USGBC.

Section 2. Composition of the Board: The Board shall consist of member-elected directors who are representatives of the USGBC membership categories and consist of the internally elected Officers, and immediate past President, and appointed directors. The number of directors may be increased or decreased from time to time by the Board. The member-elected directors may appoint, by majority vote, additional persons to sit on the Board. ~~One~~ two number of appointed directors shall be less than the number of member-elected directors. Only ~~one~~ representative from a company can serve on the Board at a time. No special interest group or membership category may have majority control of the Board. The intent is to balance the Board members across the membership categories and have as diverse a Board as possible. The number of Board members required to be USGBC national members (employed by a USGBC National member company) shall be as required by the USGBC Chapter Membership Policy, in accordance with the Chapter Charter and License Agreement. All Board members must be Chapter members in good standing. In the interests of diversity, the Board retains the option to grant membership exceptions by two-thirds of the Board.

Section 3. Size of the Board: The size of the Board shall consist of a minimum of 3 directors and a maximum of 18 directors, as fixed from time to time by resolution of the Board. The number of directors may be increased or decreased from time to time by the Board with 2/3 majority of all sitting board members.

Section 4. Terms: Unless a Board member resigns or is removed pursuant to these bylaws, Board members shall serve two-year terms. Board members may serve up to two consecutive two-year terms in any position, and then must take a one-year hiatus prior to seeking re-election to the Board in any position. At the first meeting of the Board following execution of these bylaws, the number of directors shall be divided into two groups with each group containing one-half of the total, or as nearly equal as possible. The terms of the directors in the first group shall expire at the next consecutive annual meeting of the Board. The terms of the directors in the second group shall expire at the second annual meeting of the Board. Thereafter, at each annual Chapter Board election meeting, one group of directors shall be elected by membership for a term of 2 years. Appointed Board members shall serve a one-year term and may be re-appointed for up to four one-year terms.

Section 5. Voting: All members of the Board are eligible to vote on Chapter business. A director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless the director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken. Board members may vote in person or by proxy executed for a specific meeting. Proxy

voting is permitted when executed by the director or his/her 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. Voting by mail or by electronic means is permitted in appropriate circumstances determined by the Board.

Section 6. Quorum: A simple majority of the Board present at a meeting shall constitute a quorum for the transaction of business at any meeting of the Board. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board, except where some other percentage is required by law or these Bylaws. The number of directors needed for quorum may be increased or decreased from time to time by the Board with 2/3 majority.

Section 7. Elections: At least fourteen (14) days prior to any scheduled election, members in good standing may submit to the Nominating Committee the name of any individual to serve on the Board. At least one candidate shall be nominated for each board position up for election. The Nominating Committee Chair shall submit to the Board the slate of candidates no later than seven (7) days prior to each election. Annual elections for regular director positions on the Board will be held in June. Elections may be conducted at a meeting of the members designated for such purpose, by telephonic meeting of the members, by facsimile, by electronic voting, or any other method consistent with these bylaws, as determine by the Board. All candidates shall consent to serve before elections.

Section 8. Meetings: Regular meetings of the Board shall be held a minimum of four times a year at whatever time and place it selects. Meetings may be held in person or telephonically, by conference telephone or similar communication device that allows all persons participating in the meeting to simultaneously hear each other during the meeting. Any one or more of the directors may participate in a meeting of the Board that is held in person by means of a conference telephone, speaker telephone or similar communication device that allows all persons participating in the meeting to simultaneously hear each other during the meeting. Participation in the meeting in the manner provided in the preceding sentence is the equivalent of being present in person at that meeting.

Section 9. Special Meetings: Special meetings of the Board may be called by the President or by any two directors. The person or persons who call a special meeting of the Board may fix the place for holding such special meeting in Northeast Florida.

Section 10. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a proposed written consent, setting forth the action so taken or to be taken, (i) is sent to all directors, (ii) is signed by those directors (or the duly authorized representative thereof) owning the voting interest required hereunder to approve or adopt that action, and (iii) is delivered to the Secretary to be included in the Charter's records. The written consent of the directors under this Section on any matter has the same force and effect as if that matter were voted on at a duly called and constituted meeting of the Board.

Section 11. Notice: Notice of annual or special meetings of the Board shall be given to each director not less than five (5) days before the meeting, by delivering the same to the director in person or to the director's residence or business address (or such other place as the director may have directed in writing) by mail, electronic mail, messenger, telecopier, telegraph, or other means of written communication or by telephoning such notice to the director. Any such notice shall set forth the time and place of the meeting, and the business to be discussed. Notice of special meetings shall include a description of the business to be discussed.

Section 12. Waiver of Notice: A director may waive any notice required by law, the Articles of Incorporation, or these bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided otherwise herein, the waiver shall be in

writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transaction business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 13. Order of Business: The order of business shall be determined by the presiding officer. These bylaws and rules of governance (e.g., Robert's Rules, Dynamic Governance, etc.) as adopted by the Board in its Standing Rules shall govern the conduct of all meetings unless otherwise noted in these bylaws.

Section 14. Removal: Any director may be removed, with or without cause, at a meeting called for that purpose. The notice of the meeting must state that the purpose, or one of the purposes, is the removal of the director or directors and shall state the specific director(s) to be removed. The removal of a director shall be effective only upon the affirmative vote of a two-thirds (2/3) majority of the remaining sitting Directors.

Section 15. Vacancy: The President shall appoint members to fill vacant offices on the Board, subject to approval by a vote of two-thirds (2/3) of the Board. Appointed Board members will serve out the term of the vacated position.

Section 16. 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.

ARTICLE VIII. COMMITTEES OF THE CHAPTER

Section 1. Committee Oversight: Committees and Teams of the Chapter are also governed by these bylaws unless a specific amendment is made by the Board. The Board shall appoint committee chairs for standing committees as required, each to serve a one-year term. The committee chair shall appoint the members of such committee. The Board may create, combine, or dissolve committees, working groups or task forces as necessary to carry out the business of the Chapter. The tasks and operating procedures of such committees shall be as set forth in these bylaws, by the Board or, to the extent not established by these bylaws or the Board, as determined by such committee, provided that they are not inconsistent with these bylaws, the Articles of Incorporation of the Chapter or the Chapter's Charter Agreement with the USGBC. The Steering Committee, the Bylaws Committee and the Nominating Committee shall be the Chapter's initial committees.

Steering Committee: The Chapter's Steering Committee includes the members of the Board and all Committee Chairs and shall meet a least six (6) times per year. Committee members must be Chapter members in good standing.

Bylaws Committee: The Board shall appoint a Bylaws Committee for review of the current Bylaws every five years. This does not preclude Bylaw changes at any time as deemed necessary by the Board, in accordance with Article XVI of these bylaws. *Nominating Committee:* The Nominating Committee will consist of (2) directors not up for reelection of that term and immediate past President. No one residing on the Nominating Committee will be allowed to run for office during that election.

Nominating Committee: The Nominating Committee will consist of (2) directors not up for reelection of that term and immediate past President. No one residing on the Nominating Committee will be allowed to run for office during that election.

Section 1. Committee Governance:

- Committee Quorum & Action: Unless otherwise provided in the resolution of the Board, the committee members present shall constitute a quorum. The action of a majority of a committee present at a meeting when such a quorum is present shall be the act of the committee. Proxy or consent in writing signed by a committee member is acceptable.
- Teams: A Committee may designate a subset of individuals (a "Team") on the Committee to focus on a particular area of interest to such committee.
- Committee Chair and Team Leaders: All committee chairs and team leaders must be chapter members unless exceptions are granted by the Board.
- Committee Members: All Committee and Team members are not required to be Chapter members or national members but are strongly suggested to become Chapter members and remain in good standing.
- Committee Member Removal: Any member of a committee may be removed by the President/Chair of the Board, the Board, or committee chair whenever such action is judged to be in the best interests of the Chapter.
- Attendance: Failure to attend three Committee meetings may result in removal from the Committee.
- Committee Vacancies: Committee Chair vacancies are appointed by the Board.
- Committee Minutes: Each committee and Team shall ensure that the minutes of each meeting will be prepared and copies thereof be forwarded to the Chair and Secretary of the Chapter prior to its next committee meeting and if appropriate, at least three days prior to a Steering Committee or Board meeting.
- Committee Expenditures: The Board shall determine each Committee budget, if any. Any expenditures of Chapter funds by a committee that exceeds such budget shall require prior approval of the Board through a budget proposal process set by the Board.
- Committee Procedure: Each committee may adopt its own rules of procedure which shall not be inconsistent with the terms of creation of these bylaws, the Articles of Incorporation or the Chapter's Charter Agreement with the USGBC.
- Committee Meetings: Members of committees shall meet at the call of the Chair of such committee at such place as may be designated after reasonable notice shall have been delivered to each committee member.
- Teams should follow above delineated Committee guidelines.

ARTICLE IX. OFFICERS OF THE BOARD

Section 1. Officers: The officers of the Chapter shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. Qualifications: Officers must be members in good standing of the Chapter and meet qualifications set forth in the USGBC chapter membership policy. No person may hold more than one office at the same time within the Chapter.

Section 3. Elections: Elections of officers shall be by the Board each fiscal year, following the election of the Board via a method agreed to in advance by the Board. If possible, elections of officers will be

facilitated by Dynamic Governance (DG) either by a director trained in DG, a director not interested in an officer position, or a non-Board member trained in DG. 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. Each officer shall hold office until his/her successor shall have been elected and qualified or until his/her earlier resignation, removal from office, or death.

Section 4. Removal: Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Chapter would be served thereby, by a two-thirds vote of the sitting Board, at a meeting called for that purpose. The notice of the meeting must state that the purpose, or one of the purposes, is the removal of the officer or officers and shall state the specific officer(s) to be removed.

Section 5. Vacancies: A vacancy, however occurring, in any office may be filled by the Board for the unexpired portion of the term.

Section 6. President: The President shall serve as Chair of the Board, shall preside over all Chapter Board Meetings, shall be an ex-officio member of all committees and shall sign all agreements and formal instruments.

Section 7. Vice-President: The Vice-President shall perform such assignments as delegated by the President or Board and serve as chair upon the absence of the President.

Section 8. Secretary: 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 official 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, be custodian of the corporate records and seal of the Chapter and see that the seal of the Chapter is affixed to all documents, the execution of which on behalf of the Chapter under its seal is duly authorized. The Secretary shall perform other duties as assigned by the Board.

Section 9. Treasurer: 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.

Section 10. Compensation: Officers shall not receive direct or indirect compensation related to their services as officers but may be reimbursed for out-of-pocket expenses incurred on behalf of the Chapter or in connection with the transaction of Chapter's affairs and approved for reimbursement by the Board.

ARTICLE X. RESIGNATIONS

Any director or officer of the Chapter may resign at any time by giving written notice to the Board, to the Chairman of the Board, if one is elected, to the President, or to the Secretary of the Chapter. Any such resignation shall take effect at the time specified therein, or if not specified, upon receipt of such resignation by the Board. No acceptance of a resignation shall be necessary to make it effective.

ARTICLE XI. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

The elected officers are responsible for fiscal management, paying expenses from the budget as approved, preparing regular financial statements for the Chapter and auditing the records and accounts for the Chapter

Section 1. Contracts: The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the Chapter and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits: All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Board may select.

ARTICLE XII. 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 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.

ARTICLE XIII. 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 with the approval of the Board of the U.S. Green Building Council.

ARTICLE XIV. CONFLICTS OF INTERESTS

Section 1. Duty of Directors and Officers: The directors and officers of the Chapter shall exercise the utmost good faith in all transactions touching upon their duties to the Chapter and its property. In their dealings with and on behalf of the Chapter, they are held to a strict rule of honest and sincere dealing between themselves and the Chapter. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Chapter's interest and that of the director or officer.

Section 2. Interest: For purposes of this policy, a person shall be deemed to have an "interest" in a contract, transaction, or other arrangement, or in the same or related business as the Chapter, if the person is a party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Chapter. Relationships and dealings of the Chapter with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Chapter shall not constitute interests under this Article.

Section 3. Full Disclosure: Any director or officer having an interest in a contract, transaction, or arrangement presented to the Board or a committee for consideration, authorization, approval, discussion, or ratification, shall make a prompt, full, and frank disclosure of his or her interest to the Board at the first meeting of the Board in each year, or before the Board or committee takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to such person that might reasonably be construed to be adverse to or potentially adverse to the Chapter's interest.

Section 4. Standards and Procedures:

- The Board shall determine, by majority vote, whether the disclosure shows that a conflict of interest exists, or can reasonably be construed to exist. The Board may request the person to provide factual information regarding the potential or actual conflict of interests and such proposed contract, transaction, or arrangement.
- If deemed appropriate, the Board may appoint a non-interested person or committee or subcommittee, respectively, to investigate alternatives to such proposed contract, transaction, or arrangement.
- If a conflict of interest is deemed to exist, the person having the conflict of interest shall not participate or attend, vote on, or use his or her personal influence in connection with the discussions, deliberations, or vote with respect to such contract, transaction, arrangement, or related matters affecting the Chapter.
- At any meeting of the Board where any such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is present if a majority of directors who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.
- In order to approve such contract, transaction or arrangement, the Board must first find, by majority vote without counting the vote of the interested director or directors, that: (i) the proposed contract, transaction, or arrangement is in the Chapter's best interest and for its own benefit; and (ii) the proposed contract, transaction or arrangement is fair and reasonable to the Chapter.
- The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participation, and that a quorum was present. The Chapter shall keep minutes of the discussions and deliberation as part of the minutes of the Chapter.
- The violation of the Conflicts of Interests Policy is a serious matter and may constitute cause for removal or termination of a director or officer.

ARTICLE XV. AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted in accordance with the following procedures:

- These bylaws may be amended by two-thirds vote of the Board at a regular or special meeting of the Board. If there is a proposed change to the bylaws to be taken up at a regular meeting of the Board, notice of such meeting must be given under the terms of Article VII, Section 11.
- 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, by electronic ballot, or by any other means provided by the Board provided that notice of the substance of the proposed amendment has been sent to each member at least thirty (30) working days prior to the date of the regular or special meeting involved or prior to the day the electronic ballot is sent.

ARTICLE XVI. CONFLICT WITH ARTICLES OR CHAPTER AGREEMENT

To the extent these bylaws conflict with the Chapter's Articles of Incorporation, the Articles of Incorporation shall control. To the extent these bylaws conflict with the Chapter's Charter Agreement with the USGBC, the Chapter Agreement shall control.