

The Bylaws of the Fairchester Green Building Council, Inc.

ARTICLE I - NAME AND PURPOSE

Section 1 - Name. The name of this organization is the Fairchester Green Building Council, Inc. (FGBC)

Section 2 - Purpose. The purpose of the FGBC shall be to:

- Make sustainable real estate increasingly mainstream by providing information and resources to the local green building community to make the process easier.
- Raise awareness of green building principles and practices among the design, construction and real estate communities, government entities and the general public,
- Provide opportunities for members to exchange green building ideas and information,
- Partner with other local building-related and environmental organizations for similar purposes,
- Develop and launch initiatives to promote the adoption of green, high performance and sustainable building approaches in the community (e.g., renewable energy), and
- Support education about the green building rating systems (e.g., LEED) as well as their implementation in our region.

ARTICLE II - PROPERTY

No part of the organization's assets or property shall inure to the benefit of anyone in their role as an Officer, Director or member of this organization.

ARTICLE III - MEMBERSHIP QUALIFICATIONS

Section 1 - Members. Anyone interested in green building is qualified to be a Member.

ARTICLE IV - DUES AND OTHER FEES

Section 1 - Dues. The Board of Directors may set fees in such amounts as it shall deem necessary, including, and without limitation, annual dues. The dues structure established may be tiered.

Section 2 - Fees. The Board of Directors may set fees for programs, events and other activities.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Responsibilities. The governing body of the FGBC shall be a Board of Directors ("Board"), which shall be responsible for establishing policies, setting priorities, electing the Officers and providing general oversight of the operations. The Board may appoint and employ staff, including an Executive Director, whose terms and conditions of employment shall be specified by the Board.

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

- A. To articulate and uphold the vision, values and mission of the FGBC.
- B. To assess the effectiveness of the FGBC's work in achieving its mission and to leverage opportunities for such work.
- C. To work with the FGBC's committees and staff to develop and approve strategic goals and initiatives for the purpose of advancing the FGBC's mission.
- D. To supervise, control and direct the affairs of the FGBC, its committees and activities.

E. To elect the Chairman, Secretary and Treasurer, and to hire employees as necessary.

F. To actively promote the FGBC's objectives and supervise the disbursement of its funds.

G. To adopt a policy on conflicts of interest.

H. To take such actions as may be necessary to conduct the organization, including but not limited to adopting rules and regulations for the conduct of its business as shall be deemed advisable as well as establishing policies from time to time.

Section 2 - Composition of the Board. The Board of Directors (the "Board") shall consist initially of three (3) members. The Incorporator shall appoint the initial members. Thereafter, the Board shall appoint the directors and the number of Directors shall not be less than three (3) nor more than eleven (11).

Any Member in good standing is eligible to serve on the Board. Other than for good cause as determined by the Board, no more than one employee or member of any one company or organization may serve as a Director in any year.

Section 3 - Terms. The Initial directors shall hold office for two year, three years and four years , so that future terms can be on a staggered basis. Thereafter, directors shall hold office for terms of three years; provided, however, that any person elected to fill a seat that was vacated by a Director in the first or second year of that Director's term shall serve the remainder of such term.

Section 4 - Board Nominations. A Nominating Committee, chaired by the Chair or his/her designee, shall formulate a list of qualified individuals to stand for nomination to the Board.

Section 5 - Compensation. Directors shall not receive compensation for their services but may be reimbursed for actual and reasonable expenses related to Board activities at the discretion of the Board.

Section 6 - Committees. The Board may establish committees as necessary to carry out the business of the organization and achieve the key goals as established by the Board.

Section 7 - Vacancies. Should a Board vacancy occur for any reason between elections, the Nominating Committee will nominate a replacement for election by the Board.

Section 8 - Removal From Office. The Board may remove any Director for good cause by a two-thirds vote. Causes for such action shall include, but not be limited to; failure to abide by the Bylaws, behavior contrary to the Conflict of Interest Policy as developed by the Board, repeated and unexcused absences from meetings of the Board or not fulfilling the role of a director to support the mission of the FGBC.

ARTICLE VI - BOARD MEETINGS

Section 1 - Meeting Agendas. Prior to each Board meeting, the Secretary shall distribute a proposed meeting agenda as prepared by the Chair. The agenda shall be as specific as possible and identify any motions that are anticipated to be considered by the Board.

Section 2 - General Provisions. The Board shall hold meetings at least once quarterly. Any particulars concerning meetings, including but not limited to notice, time and location, shall be determined by the Board to the extent that such particulars are not determined by these Bylaws. *Robert's Rules of Order Newly Revised* shall govern, except when otherwise provided in these Bylaws.

Any Director may participate in a meeting of the Board by teleconference or web conference. Special meetings of the Board may be called by the 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, facsimile, telephone, email, or any other form of wire or wireless communication. The Board may allow attendance by invited guests.

Section 3 - Voting. Each Director shall be entitled to one vote. Voting on all matters, including election of Officers or amendments to these Bylaws, may be conducted without meeting and by using the United States mail or electronic mail.

Section 4 - Quorum. A majority of voting Directors present in person, teleconference or web conference shall 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. The Directors present at a duly organized meeting may continue to do business until either adjournment or the presence of an insufficient number of Directors to constitute a quorum.

Section 5 - Minutes. The Secretary shall prepare and distribute comprehensive meeting minutes to the Directors within two weeks of the meeting date.

ARTICLE VII - OFFICERS

Section 1 - Officers. The Officers of the Board shall be a Chairman, Secretary and Treasurer. The initial officers will be appointed by the incorporator and thereafter they will be elected by the Board. The officers shall serve a two year term, but no longer than their term as a Director, and may be re-elected.

Section 2 - Nomination & Election. The Board shall vote for and elect the Officers for the coming year. Not less than 15 days prior to the Board's election, Directors shall receive a proposed slate of Officers from the Nominating Committee for the election of Officers.

Section 3 - Eligibility. Officers shall be Members of the Board and an officer may hold more than one office at the same time, however the President may not also be the Secretary.

Section 4 - Voting. Election of Officers shall be by voice vote if only one slate of Officers is proposed or by written ballot if there are two or more nominees for one or more Officer positions.

Section 5 - Duties. The newly elected slate of Officers will assume their duties upon their election. The duties of the Officers are as follows:

- A. The Chairman shall preside at all meetings of the Board. The Chairman shall serve as the official representative of the FGBC unless the Board delegates this responsibility to the Executive Director.
- B. The Treasurer shall assure that the organization's funds are kept safe and that full and accurate accounts of receipts and disbursements are prepared. The Treasurer can serve as the main signatory on banking accounts; the other Officers shall serve as alternative signatories.
- C. The Secretary shall take and disseminate minutes of Board meetings, maintain copies of Board policies and develop meeting agendas in consultation with the Chairman.

Section 6 - Vacancies. Should any office become vacant, the Nominating Committee shall nominate a replacement for election by the Board.

ARTICLE VIII - COMMITTEES

Section 1 - Committees. The Board shall establish committees as it deems appropriate and shall establish the powers and responsibilities of each. This may include, but is not limited to the following: Membership, Programs and Events, Communications, Education and Finance.

Section 3 - Committee Chairs. Committees shall be chaired by one or more Members who shall be appointed by and serve at the discretion of the Board. The chairperson of any committee shall be responsible for reporting the actions of the committee to the Board and for ensuring the work of the committee is consistent with Board policies and objectives.

Section 4 - Meetings and Actions of Committees. Meetings and actions of committees shall be governed by and in accordance with rules adopted by the Board.

Section 5 - Reporting. At least one week prior to each Board meeting, the chairperson of each committee shall submit to the Secretary a summary of the committee's activities since the last Board meeting.

ARTICLE IX - INDEMNIFICATION

The FGBC shall indemnify any person who may be designated from time to time to perform official duties on behalf of the FGBC. Such persons shall be indemnified by the FGBC against all expenses and liabilities, including legal 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 Director, employee, or person acting on behalf of the FGBC, except in such cases wherein the Director, employee or person is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person seeking such indemnification may be entitled.

ARTICLE X - DISSOLUTION

The FGBC may be revoked upon the request of the Board. Upon the dissolution or liquidation, all of its assets remaining after payment of all liabilities shall be distributed by a vote of the Board to any non-profit corporation or association, whose objectives are similar to this FGBC's mission.

ARTICLE XI - AMENDMENTS

These Bylaws may amended by a two-thirds vote of the Board, in person or by proxy, at any meeting of the members or by electronic ballot. Emergency amendments may be made at any time by a two-thirds vote of the Board.