

Chapter Bylaws

Article I. Name

The name of the organization is the U.S. Green Building Council – Idaho Chapter, a non-profit corporation incorporated in the state of Idaho.

Article II. Property

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

Article III. Membership

Membership Qualifications:

1. Any individual of a member company or organization in good standing with the U.S. Green Building Council is qualified to be a regular (full) member in this Chapter. Regular members are members of the Idaho Chapter and members with the USGBC.
2. Each regular Chapter member shall have one vote at Chapter meetings.
3. The Chapter may have Associate non-voting members who do not work for a USGBC member company but participate at the local level.
4. Emerging Green Builder is a third category of membership, and shall be a non-voting member who is a student or has recently graduated.
5. Each USGBC member company or organization may be eligible for membership in more than one Chapter. Such members shall join the additional Chapter(s) upon the payment of dues to the Chapter(s). They shall be eligible to vote or hold elective office in the additional Chapter (s).

Article IV. Dues

1. Dues. Annual dues will be determined by the Chapter Board in accordance with USGBC Chapter policy. Such dues will be in addition to those dues paid to the USGBC.
2. Refunds. No fees will be refunded.

Article V. Board of Directors

1. Responsibilities. The governing body of the Chapter is the Board of Directors, which has the authority and is responsible for the supervision, control and direction of the Chapter.
2. Composition of the Board. The Board of Directors consists of a minimum of seven and a maximum of 15 persons elected by and from the membership from among the various categories of Council membership. Efforts will be made to foster geographical diversity on the Board.

Any regular Chapter member in good standing whose organization is a member of the USGBC is eligible to serve on the board. No more than one representative of any one USGBC member company may serve as a member of the Board in any year.

Board members shall be representative of the following fourteen USGBC membership categories:

1. Building Product Manufacturers
2. Building Controls Manufacturers/Building Operations, Maintenance
3. Building Owners, Facility Managers and Developers
4. Real Estate Brokers and Property Management Firms
5. Contractors and Builders
6. Professional Societies
7. Local and State Governments
8. Environmental and Non-profit Organizations
9. Professional Firms
10. Financial Institutions (Lenders, Insurers, Others)
11. Utilities, ESCOs and Energy Service Providers
12. Insurance Companies, Brokers and Agents
13. Universities and Research Institutes
14. Federal Agencies

3. Terms. Terms are two years. Directors may serve up to three terms with a one-year hiatus prior to re-election.

4. Nominations. A Nominating Committee shall prepare a slate of candidates for the Chapter Board. The committee shall announce the slate to the membership with 14 days to cast their votes.

5. Elections. Annual Chapter board elections will be held in conjunction with Council elections, using the USGBC's online voting booth.

6. Attendance. The USGBC Idaho Chapter Board typically meets monthly. Failure to attend four of the Board meetings in any one year may result in removal from the Board.

7. Vacancies. If a vacancy occurs on the Board for any reason, the Board shall nominate and elect an individual to serve in the position for the unexpired portion of the term.

8. Meetings. The Board of Directors meets at least annually at whatever time and place it selects. A quorum is two thirds of the Board determined by state requirements. A simple majority is required on all votes except where some other number is required by law or these Bylaws.

9. Compensation. Directors do not receive compensation for their service but may be reimbursed for expenses.

10. Duties: Policy and Procedures: The Board of Directors may establish policies, procedures, or such other rules that are consistent with these Bylaws and with the Bylaws and Policies of the USGBC.

11. Committees. The Board of Directors shall appoint an Events Committee, a Marketing and Development Committee and an Advocacy and Education Committee, with Chairs to serve a one-year term. The Board may appoint other committees, working groups or task forces as necessary to carry out the business of the organization.

Article VI. Officers

1. Officers. The Officers of the Chapter shall be a President, Chair, Secretary and Treasurer.

2. Qualifications. Officers must be regular members of the Chapter who have been elected to the Board of Directors. No person may hold more than one office at the same time. Officers may serve two consecutive years.

3. Nominations. The Nominating Committee shall prepare a slate of candidates for each office prior to the first meeting of the Chapter Board following the Board elections. At least one candidate shall be nominated for each office. All candidates shall consent to serve before elections. The Nominating Committee shall present the slate to the Chapter Chair. The Chapter Chair shall present the slate of candidates for election at the first meeting of the Chapter Board following the Board elections. At that time additional nominations may be made from the floor prior to the election.

4. Elections. 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 member may cast one vote. A 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 will run off against each other and all other candidates will be eliminated.

5. Duties. Officers shall perform those duties usual and customary to their positions and as outlined in the policies of the Chapter. In addition, the Secretary acts in the place of the Chair when the Chair is not available. The Treasurer is the financial officer of the organization.

6. Vacancies. If a vacancy occurs among the Officers for any reason, the Officers shall nominate and the Board elects an individual to serve in the position for the unexpired portion of the term.

7. An Officer or Director may be removed for cause by two-thirds vote of the Board of Directors.

8. Compensation. Officers do not receive compensation for their services but may be reimbursed for expenses.

Article VII. Meetings of Membership

1. Annual Membership Meeting. The Chapter holds an annual membership meeting at the place and on the date decided by the Board of Directors.
2. Special meetings. The Board of Directors may call special meetings at any time.
3. Notice. The Board of Directors must give members a 30-day notice of all annual and special meetings. The notice must include a description of the business to be discussed.
4. Voting. The presence of one third of the membership constitutes a quorum. A simple majority is required on all votes except where some other number is required by law or these Bylaws. 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 in appropriate circumstances determined by the Board of Directors. A decision shall be made by a majority of those responding.

Article IX. 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 X. Dissolution

The Chapter status may be revoked by failure to meet the Chapter standards established by the USGBC, or upon the request of the Chapter Board of Directors with the approval of the Board of Directors of the U. S. Green Building Council. On the dissolution or liquidation of the Chapter, any of its assets remaining after payment of all liabilities shall be distributed by a vote of the Chapter Board of Directors to any non-profit corporation or association whose objectives are similar to the Chapter's.

Article XI. Amendments

Amendments to these Bylaws may be made at any properly called meeting with a two-week prior notice to the membership. Amendments shall be adopted upon a two-thirds vote of the membership present and voting. Emergency amendments may be made at any time by a quorum vote of the Board of Directors, but emergency amendments are temporary and subject to subsequent approval by a majority vote at the next meeting of the membership.