



## KENTUCKY CHAPTER

US GREEN BUILDING COUNCIL

KENTUCKY CHAPTER, INC.

BYLAWS

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**September 20, 2009**

## Article I. Name and Purpose

### 1. Name

The name of the organization is the United States Green Building Council Kentucky Chapter, Inc. also known as "USGBC-KY," hereinafter referred to as the "Chapter" a non-profit corporation incorporated in the Commonwealth of Kentucky. The Chapter is affiliated with the national corporation United States Green Building Council Inc. hereinafter referred to as "USGBC".

### 2. Purpose

The Chapter is a nonprofit organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 as amended and may make expenditures for one or more of these purposes.

## Article II. Property Inurement

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

## Article III. Membership

### 1. Membership Qualifications

Chapter membership is only open to individuals and allows individuals, regardless of whether or their company is a national member of USGBC, to affiliate with the Chapter and become an individual member of the Chapter. All individuals who have paid dues as set by the Board and adhere to the standards for members as may be established by the Board and which are consistent with USGBC Chapter Membership Policy, shall be considered members in good standing of the Chapter.

There are three membership categories: National Individual Members, Individual Members and Student Members.

- A. Dues paying Chapter individual members who work for companies that are members in good standing in the USGBC. Any individual who is a full-time employee of a member company or organization in good standing with the U.S. Green Building Council is qualified to become a regular member in this Chapter and will be offered a 30 percent (30%) discount on the Chapter membership fee set by the Chapter Board.
- B. Dues paying Chapter individual members who do not work for USGBC member companies. All individuals who are not an employee of a USGBC national company pay the regular dues fee set by the Chapter Board.
- C. Dues paying Student members who are full-time students at an accredited college or university. Any Student member will receive a discount of at least 60 percent (60%) of the Chapter membership dues fee set by the Chapter Board.

### 2. Groups

Chapter members are divided into the following "membership groups" for organizational purposes: building product manufacturers, contractors and builders, corporate and retail, educational and research institutions, environmental and non-profit organizations, federal government, finance and insurance community, professional firms(including but not limited to architectural, engineering, consultants, legal, design and technical), professional societies and trade associations, real estate and real estate providers, state and local governments, and utilities, ESCOs and Energy Service Providers. The Board may define, add or delete or combine membership groups from the above list. The Board will strive to have representation from all member categories within the Chapter membership.

### 3. Acceptance Procedure

Members must complete an application, agree to abide by the Membership rules set forth by the Chapter Board and USGBC Membership Policy, and pay dues and any other fees that the Board may establish in order to join the Chapter.

### 4. Voting

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All Chapter members in good standing shall be eligible to vote on chapter matters, including referenda and elections, and otherwise participate in chapter activities according to the Chapter's Bylaws.

### 5. Termination

Resignation or termination of membership does 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 chapter may be terminated for the following reasons:

#### a. Resignation

A member resigns by giving written notice to the Secretary of the Board. In the event of resignation, dues already paid for the current year are not refunded.

#### b. Debt Default

Dues or other financial obligations to the chapter have not been paid 90 days from the date of the invoice or expiration date, whichever is later.

#### c. Expulsion

The member is expelled for actions that the Board determines are prejudicial to the welfare, interest, or character of the Chapter, including willful violation of these Bylaws. The member in good standing is entitled to due process as established by the Board.

## Article IV.

### 1. Dues

Annual dues are determined by the Board in accordance with USGBC Chapter Membership policy. Such dues are in addition to those dues paid to USGBC for national members.

### 2. Refunds

No dues will be refunded except when required by law.

## Article V. Board of Directors

### 1. Responsibilities

The governing body of the Chapter is the Board of Directors ("Board"), which has the authority and is responsible for the supervision, control and direction of the Chapter.

### 2. Size

Board shall consist of no fewer than 15 persons with 21 maximum number of persons.

### 3. Composition

#### a. USGBC National Member Representation

The proportion of Directors who are USGBC National Member employees to those who are not shall be at least (two-thirds) 66%, in accordance with USGBC chapter membership policy. No more than two employees or Directors of any one organization may serve as a Director in any year.

#### b. General Circle Representatives

The General Circle elects one representative to the Board of Directors. The General Circle Representative serves as a voting Director.

#### c. Advisory Board Members

The Board is encouraged to recruit and add members from outside the Chapter to Advisory Board positions. These external members shall support the Chapter's stated Aim, and be chosen on the basis of the individual's special skills, knowledge, resources, or perspectives that are advantageous to the Chapter. An Advisory Board Member may also be an individual who represents a sister organization with which the Chapter has developed an alliance or partnership. In this situation, an exchange of Advisory Board members links the two organizations. Advisory Board members are not voting members of the Board but attend all Board meetings and work in the same capacity as other Board members.

#### d. Executive Director

The Chapter Executive Director shall be a voting Director.

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### e. Remaining Positions

Remaining positions on the Board are filled by persons elected at large from the membership.

## 4. Terms

Director terms are two years. Each Director shall serve for a term of two years or until otherwise removed or replaced in accordance with these Bylaws. Directors may serve for a maximum of three consecutive terms. An officer shall have their term of directorship automatically extended to allow them to serve the entire term of elected office. In the first year of the Chapter's existence, the Board may determine the term to be served by each Director so as to stagger the number of Directors appointed in each subsequent year. The Executive Director's term is limited to the term of their employment by the Chapter.

## 5. Voting

Each Director is entitled to one vote within the Consent decision-making process, and within limitations set forth in these bylaws under the Chapter's conflict of interest policy. To the extent possible within the parameters of State, Commonwealth, or Protectorate Law, the Board shall make decisions on the basis of the Dynamic Governance Consent decision-making format, as defined above.

## 6. Nominations

### a. Paths to Directorship

Individuals become Directors of the Board in three ways:

- i. be selected as Executive Director
- ii. be elected by the General Membership
- iii. be elected by the General Circle as a General Circle Representative

### b. Nominating Committee

#### i. Composition and Term

A Nominating Committee shall be established annually by the Board at least 150 days before the next annual election, comprised of at least three chapter members not running for election to General Membership seats on the Board, at least one of whom is not a current Director.

#### ii. Duties

The Nominating Committee shall review the composition and capacities of the Board and Advisory Board as it pertains to the Board's Strategic Plan. The Nominating Committee along with the Board shall develop a strategy for Board Leadership that represents diversity among its Directors in both professional and socio-economic terms, reflecting the broad constituency of the green building movement. Nominating Committee shall prepare a slate of candidates and announce the slate of candidates to the membership at least thirty days prior to the election.

## 7. Elections

### a. General Membership Seats

The election of Directors to any vacant General Membership seats on the Board shall be held annually as directed by the Board in conformance with these Bylaws and any applicable State, Commonwealth, or Protectorate laws. The Board shall provide all members at least thirty days notice as to the manner and means by which to participate in such election, and to review the slate of candidates developed by the Nominating Committee. This election is determined by majority vote; each member in good standing is entitled to one (1) vote.

### b. Election of General Circle Representative(s), Regional Council Representatives, Advisory Board Members, Branch Representatives and Committee Chairs.

Election of these Representatives, Advisory Board Members and Chairs is accomplished using the Dynamic Governance Election protocol and those elections are held within the Board and Committees and only Board or Committee members are entitled to vote for these positions. The positions are determined by Consent of the voting body.

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- c. Election of the Executive Director to the Board is confirmed by the Board at a meeting following execution of the agreement for the Executive Director's services. Upon such confirmation, the Executive Director is a voting Director.

### **8. Attendance Requirements**

Failure to attend 60% of the Board meetings in a one-year period may result in removal from the Board.

### **9. Vacancies**

If a vacancy occurs on the Board for any reason, the Board shall elect a replacement by Consent after open discussion. The confirmed Director shall serve for the unexpired portion of the term.

### **10. Removal**

Any Director may be removed, with or without cause, at a meeting of the Board. Causes for such action shall include, but are not be limited to, failure to abide by Chapter Bylaws, conflict of interest or antitrust compliance policy violation, repeated and inexcusable absence from Board Meetings, or conviction of a felony. The notice of a meeting in which a Board member may be removed must state that the purpose – or one of the purposes – of the meeting is the removal of the Director or Directors and state the specific Director(s) to be removed. The removal of a Director shall be effective by Consent of the Board. The Director proposed for removal may have an opportunity to comment on the proposed action, but shall not take part in the Consent decision, nor be counted when calculating a quorum.

### **11. Powers and Duties**

The Board shall have all of the powers and duties reasonably necessary for the maintenance, supervision, control, and direction of the Chapter, and may do all such acts and things except those acts that may not be delegated to the Board by the Members, as defined by law, the Articles of Incorporation, or these Bylaws. The Board is specifically empowered to establish policies, procedures, or such other rules as are consistent with these Bylaws and with the Bylaws and policies of the USGBC and the Chapter Charter. The powers and duties of the Board shall be subject to approval by the Members only when such approval is specifically required by law or the governing documents of the Chapter.

### **12. Extraordinary & Exigent Circumstance**

In the event that extraordinary and exigent circumstance requires that the Board act, and if neither the Chair nor the Vice-Chair be able or willing to act, any Officer may call a Board Meeting and act with the Consent of the Board.

### **13. Compensation**

Directors do not receive compensation for their service. However, a Director may be reimbursed for the reasonable costs of expenses incurred by the Director in the performance of his or her duties in accordance with Chapter policy.

### **14. Circle Structure**

#### **Establishment of Circles**

- a. The Board shall create a Circle structure consistent with pursuit of the Chapter's organizational Aim. This structure includes functional Circles. At a minimum, these are: Education Committee, Membership Committee, Finance Committee, Advocacy Committee, Residential Building Committee, and Communications Committee. Vertically separating the Board from the functional Circles is the General Circle. The General Circle consists of the General Circle Chair, the Executive Director or an unpaid Director elected by the Board to serve as General Circle Chair, Chairs of functional committees, and an Elected Representative from each functional committee who is elected by their committee to serve as a member of the General Circle.
- b. The Board may appoint other committees/circles, working groups, or task forces as necessary to carry out the business of the Board.

#### **Circle Officer Positions**

- a. Circles shall have four officer positions, but when necessary circle members may hold more than one office;

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1. **Chair** – an individual appointed from the next higher circle to Chair the circle after consultation with the members of the circle. Chairs participate in the decision making of the next higher circle and they also inform the next higher circle of the work and decision-making of their circle. The Chair is the operational leader of the circle and leads the operational meetings. Chairs form the double-link to the next higher circle.
2. **Facilitator**– an individual elected by Consent by circle members to lead the circle and to facilitate their circle meetings. Works with circle Secretary and Chair to determine agendas and ensure the integrity of the circle’s functioning and oversees the process of policy development. The facilitator maintains DG structure of the meeting.
3. **Logbook Keeper/Secretary**– an individual that is elected by Consent by the members of the committee to be responsible for the administration of the circle decision-making process. Includes: collecting agenda items and documents for the circle meetings, distributing the agenda and documents to circle members, taking notes of the meeting, keeping the circles logbook up to date, and archiving circle documents.
4. **Elected Representative**– an individual elected by Consent by circle members to represent their circle to the next higher circle. Elected Representatives are members of the next higher circle and their duty is to participate in the decision making in the next higher circle. Elected Representatives form the double-link between their circle and the next higher circle.

## Article VI. Officers

### 1. Composition

The Officers of the Chapter shall be a Chair, Vice-Chair, Secretary, and Treasurer, and Immediate Past Chair. In accordance with USGBC Chapter Membership Policy, at least three quarters (75%) of the Chapter’s officers must be employees of USGBC member organizations.

### 2. Qualifications.

Officers shall be members in good standing of the Chapter who have been elected or appointed to the Board.

### 3. Duplication

No person may hold more than one Office at the same time.

### 4. Terms

Officer terms are one year, and Officers may serve up to three consecutive terms.

### 5. Elections

Within the first month following completion of election to at-large seats, the Board shall elect its Officers by Consent, using Election by Consent. This meeting should be preceded by an orientation event that provides all Board members with an opportunity to become familiar with one another’s accomplishments, skills, and interests, so that voting is an informed process.

### 6. Duties

Officers shall perform those duties usual and customary to their positions and as outlined in these Bylaws and in Chapter Policy.

#### a. Chair

The Chair shall preside at all meetings of the Chapter and of the Board, except when an elected Facilitator facilitates the meeting. In such instance, the Chair calls the meeting to order, and hands meeting leadership over to the Facilitator. The Chair is responsible for overseeing that the work of the Board is accomplished, and in general, shall have all of the same powers and duties as would be attendant to the office of President of the Board of a nonprofit corporation organized in Kentucky.

#### b. Vice-Chair

The Vice-Chair shall assume the powers and duties of the Chair whenever the Chair is absent from any meeting of the Chapter or the Board or is unable or unwilling to act in

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the capacity of Chair. The Vice-Chair shall perform such other duties as shall from time to time be delegated to him or her by the Board or by the Chair.

### c. Secretary

The Secretary shall take and distribute in a timely way the minutes of all meetings of the Chapter and of the Board of Directors. The Secretary shall have charge of maintaining historical minutes, keeping all minutes of Membership and Board Meetings on file. These shall be open for examination by all members upon reasonable notice. [It is also recommended that Minutes be posted on a secure section of the Chapter's website.] In addition, the Secretary shall have charge of such books and papers as the Board of Directors may direct. The Secretary assists the Chair in formulating Chapter and Board meeting agendas, and assures that prior meeting minutes, upcoming meeting agenda, and accompanying proposals and reports are distributed in advance of any meeting of the Chapter and Board. In general, the Secretary shall perform all duties incident to the office of the Secretary of a nonprofit corporation organized in Kentucky.

### d. Treasurer

The Treasurer shall keep or monitor the keeping of full and accurate financial records and books of account for the Chapter, the preparation of all required financial data, and responsible deposit of all money and other valuables in such depositories as may from time to time be designated by the Board. The Treasurer is a member of the Finance Committee. Monitoring can be performed at but is not limited to attendance at Finance Committee meetings. The Treasurer shall perform all of the duties as would be incident to the office of Treasurer of a nonprofit corporation organized in Kentucky.

### e. Immediate Past Chair

The Immediate Past Chair shall be available to provide advice to the Chair and other officers and shall aid in the transition from one slate of officers to the next.

## 7. Vacancies

If a vacancy occurs among the Officers for any reason, the Board shall elect an individual to serve in the position for the unexpired portion of the term vacated.

## 8. Removal

Any Officer may be removed, with or without cause, from their Office at a meeting of the Board. Causes for such action shall include, but are not be limited to, failure to abide by Chapter Bylaws, conflict of interest or antitrust compliance policy violation, repeated and inexcusable absence from Board Meetings, or conviction of a felony. The notice of such meeting must state that the purpose – or one of the purposes – of the meeting is the removal of the Officer or Officers and state the specific Officer(s) to be removed. The removal of an Officer shall be effective by Consent of the Board. The Officer proposed for removal may have an opportunity to comment on the proposed action, but shall not take part in the Consent decision nor be counted when calculating a quorum.

## 9. Annual Self-Evaluation

The Board annually measures its own performance, and based upon measurement conclusions, identifies those Bylaws, policies, and Strategic Plans that require change.

## Article VII. Executive Director and Staff

### 1. Appointment

The Board may appoint and employ a staff person who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board. The Executive Director serves at the will of the Board.

### 2. Authority and Responsibility

The Executive Director shall, subject to the control of the Board, supervise and direct the operational affairs of the Chapter. The Executive Director shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of

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Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board.

a. **Contract Execution**

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the Executive Director 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.

b. **General Circle Chair**

The Executive Director serves as Chair of the General Circle, and as such serves as a member of the Board. In this role, the Executive Director oversees execution of the Annual Plan by Chapter committees. In the case of Branches, the Executive Director may Chair all Branch General Circles, or oversee an elected Branch General Circle Chair.

c. **Budget Preparation**

As Chair of the General Circle, the Executive Director assures preparation, of a draft annual budget submitted to the Board for approval.

d. **Supervisory Responsibility**

The Executive Director may hire and/or appoint as necessary appropriate Chapter staff to provide administrative and program management services and negotiate employment and/or management contracts on the Chapter's behalf. These duties include fixing compensation for such Chapter staff within the approved budget.

**3. Contract Length**

The Executive Director shall have a renewable contract for a specified term not to exceed three years.

**4. Performance Review**

Performance reviews shall be conducted annually by the Board, and the results shall be recorded in Board minutes.

## Article VIII. Advisory Boards

### 1. Responsibilities

The Advisory Board are up to ten (10) individuals who work with the Board to strengthen programs, improve management, review/evaluate mission and educational program's applications to the green building marketplace. In addition, Advisory Boards may, only upon a specific grant of authority from the Board, recruit personnel, raise funds and improve relationships with other organizations. Advisory Board members will work on Board work, Task Forces and committee work at the Board's request.

### 2. Size

The Advisory Board shall consist of no minimum number and a maximum number of 10 persons.

### 3. Composition

The Advisory Board shall be comprised of individuals who may or may not be Chapter members who share the same vision and mission of the Chapter and are committed to carry out the Aims of the Chapter's Strategic Plan. Advisory Board members represent a broad range of society and member categories as defined by USGBC and the Board's goals.

### 4. Voting

Advisory Board members are not members of the Board.

### 5. Term

Advisory Board members serve an initial term of one year. They can be appointed to additional terms by sole discretion and approval of the Board.

### 6. Meetings

Advisory Board members are required to attend all Board meetings.

### 7. Removal

Any Advisory Board Member may be removed, with or without cause, at a meeting of the Board. Causes for such action shall include, but are not be limited to, failure to abide by Chapter Bylaws, conflict of interest or antitrust compliance policy violation, repeated and inexcusable absence from Board Meetings, or conviction of a felony.

## Article IX. Meetings

### 1. Membership Meetings

#### a. Annual Membership Meetings

i. The Chapter shall hold an annual membership meeting at the place and on the date decided by the Board of Directors.

ii. The Chair of the Board shall preside at the Annual Membership Meeting.

#### b. Special membership meetings.

The Board of Directors may call special membership meetings at any time, for any purpose or purposes, unless otherwise prescribed by statute.

#### c. Notice

The Board of Directors shall give all members in good standing a 30-day notice of the annual membership meeting and 14-day notice of special membership meetings. The notice must include a description of the business to be discussed.

#### d. Voting

The presence of 10% percent of the membership in good standing constitutes a quorum at meetings of membership. Except where some other number is required by law or these Bylaws, a simple majority of votes is required to decide any question under consideration, including election of Directors to General Membership seats, and shall constitute the act of and be binding upon the Chapter. Voting by mail or by electronic means is permitted in appropriate circumstances

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as determined by the Board of Directors. The decision shall be made by a majority of those responding.

d. Proxies.

Unless otherwise prohibited by law, proxy voting is permitted when executed by the member or his/her duly authorized representative. All proxies (i) shall be in writing, (ii) shall be signed and dated by the Member entitled to vote, (iii) shall indicate the name of the person authorized to vote the proxy for such Member, and (iv) shall be filed with the Secretary at or prior to the time of the meetings to which the proxy pertains. A proxy is valid for only one meeting. The number of proxies that a member may represent shall be limited to one.

e. Action Taken Without Meeting.

Any action to be taken at any annual, regular or special meeting of Members may be taken without a meeting, provided the Chapter delivers a ballot in writing or by electronic transmission to every Member entitled to vote on the matter. The ballot in writing or by electronic transmission shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot in writing or by electronic transmission of an action shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action. All solicitations for votes by ballot in writing or by electronic transmission shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve such matter other than the election of directors; and specify the time by which a ballot must be received by the Chapter in order to be counted. A timely ballot received by the Chapter may not be revoked without the Consent of the Board of Directors. The results of each action by ballot in writing or by electronic transmission shall be certified by the Secretary and shall be included in the minutes of meetings of Members filed in the permanent records of the Chapter.

f. Minutes

Decisions made during annual and special Membership meetings shall be recorded in minutes that are distributed to all Members & Directors, including absentees within 10 days.

## 2. Meetings of the Board of Directors

a. Annual Board Meeting

i. The Board shall hold an annual Board meeting at the place and on the date decided by the Board of Directors.

ii. Agenda

The agenda of the Annual Board Meeting shall include the following

a) Election of Officers

b) Approval of changes to these Bylaws (as necessary)

c) Review of progress in achieving goals and Objectives as defined in the Chapter Statement of Vision, Mission, Aim, and Objectives and other accomplishments of the prior year's annual plan

d) Approval of changes to the Chapter's Vision, Mission, and Aim statements (as necessary)

e) Approval of the Chapter's updated Strategic and Annual Plans

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- f) Approval of changes in the Board Aim and General Circle Aim, as necessary
  - g) Presentation of membership roster for all standing committees for the upcoming year by the General Circle Chair
  - h) Approval of the Operating Budget and Capital Budget (as applicable) for the upcoming year
  - i) Approval of the Executive Director Contract (as applicable)
  - j) Approval of the Chapter's insurance schedule for the upcoming year.
- b. Regular Board Meetings  
The Board meets at least quarterly in person or by telephone conference at such time, date, and place as shall be determined by the Board. The Board shall hold a face-to-face meeting at least annually.
- c. Special Board Meetings  
A Special Board meeting may be called at any time or place as determined by the Chair, Vice-Chair, or - in the event of extraordinary and exigent circumstance - by any Officer.
- d. Notice for Annual, Regular, and Special Board Meetings  
The Board of Directors shall give all Directors a thirty day notice of Annual Meeting, 14 days notice for regular meetings, and three day notice of special meetings. The notice shall include date, time, location, and an agenda of the administrative matters and matters of content to be considered.
- d. Quorum and Voting for Annual, Regular, and Special Board Meetings  
A simple majority present at any Board meeting constitutes a quorum for the transaction of business, except where some other number is required by law or these Bylaws. The Directors present at a meeting may continue to do business until either adjournment or the withdrawal of enough Directors to leave less than a quorum. A decision made by Consent of the attendant Directors at a meeting at which a quorum is present shall be the act of the Board.
- e. Minutes of Annual, Regular, and Special Board Meetings  
Decisions made during annual, regular, and special Board meetings shall be recorded in minutes that are distributed to all Directors, including any absent Directors within seven days.

### 3. General Circle Meetings

The Chapter shall establish a General Circle as the direct reporting committee to the Board. The General Circle is made up of the Chair and an Elected Representative from the Chapter Circles/Committees. The Circle Chairs and the Elected Representative serve on the General Circle as its members. If the Chapter has an Executive Director they hold the Chair position on the General Circle if not, the General Circle members elect their Chair by Consent and an Elected Representative to sit on the Board.

- a. The General Circle shall hold monthly meetings at the place and on the date decided by the members of the General Circle.
- b. The General Circle will oversee the reporting of committee circles and will report to the Board on committee circles' activities and General Circle activities to the Board.
- c. The General Circle will function as any other circle of the Chapter, elected circle officers and reporting to the Board.

### 4. Committees

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The Chapter will establish committees to carry out the work of the Chapter's Strategic Plan. The Chapter will establish a Finance Committee, Advocacy Committee, Membership Committee, Communications Committee, Residential Building Committee and Education Committee. Other committees are developed at the discretion of the Chapter leadership. To the extent permitted by law, this Circle structure shall be considered a method of meeting the intent of annual and special membership meetings. The Circle structure shall operate as follows:

a. Consent Principle

Decision-making shall be in conformance with the principle of no Objection, or the "Consent principle."

b. Objections

Should there be an Objection to a decision, arguments for the Objection must be given; an Objection without reasoned argument will not be considered.

c. Second Meetings

If a committee is unable to reach a decision on a particular matter, a new meeting of the committee or assisting committee appointed by the committee shall be convened after at least forty-eight (48) hours, with the same subject on the agenda.

d. Referring Decisions

If a committee is unable to reach a decision on a particular matter in a second meeting of the committee the chairperson may refer the matter to the next higher or lower committee for decision or recommendation.

e. Annual Decision making Audit

The General Circle shall review the decision making process in each committee circle annually and shall report to the Board whether the decision making of the committees conforms to these Bylaws.

f. Assuming Decision making Authority

The next higher committee is responsible for assuring that decision making in a committee functions according to these Bylaws. If the next higher committee concludes that the decision-making within a committee does not function according to these bylaws, the next higher committee may take over the decision making of that committee on an interim basis.

The committee shall continue to make recommendations to the next higher committee concerning its area of responsibility. The next higher committee shall take such action as it deems necessary to re-establish the committee's performance according to the principles of Dynamic Governance as soon as possible. The next higher committee shall restore decision making authority to the committee as soon as either the next higher committee determines that decision making is functioning according to the principles of these Bylaws.

g. Frequency

Committees shall meet in the format of a Circle Meeting at regular intervals, at least four times per year.

h. Convening and Notice

The secretary of the committee shall convene regular Circle Meetings. All members

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shall receive notice of these meetings, the agenda and any relevant information necessary to make decisions on matters to be discussed at the meeting in advance and within a reasonable time to review materials prior to the meeting.

### i. Special Meetings

The Secretary shall convene a special meeting within fourteen (14) days of a request therefore from any member of the committee.

Should the secretary fail to convene such a meeting within fourteen (14) days after the receipt of such a request, the committee member who made the request may convene the meeting.

### j. Quorum

It is not necessary for all the members of the committee to be present to make a decision. Each committee shall establish its own written policy defining a quorum.

### k. Delegation of Participation

Members who are unable to be present can delegate their right to participate in decision making to another member of the committee. The right to participate, however, does not constitute a proxy vote or veto. The delegated right to participate is the right to present arguments on behalf of another committee member.

### l. Recording Decisions

Any decision made during a Circle Meeting shall be recorded in committee minutes or notes to be circulated to all members of the committee and to the other committees with which the committee is linked, within three (3) days of the meeting in the format determined by the Chapter Steering Committee.

### m. Amending or Repealing a Delegated Decision

Amending or repealing a delegated decision is possible provided the Consent of the committee involved is obtained.

## Article X. Finances

### 1. Contracts

The Board may authorize any Officer or Officers, agent or agents of the Chapter, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter. Such authority may be general or confined to specific instances.

### 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by those Officers or agents of the Chapter and in a manner as shall be determined by resolution of the Board. In the absence of such a Board resolution, such instruments shall be signed by the Treasurer and countersigned by the Chair or Chair-Elect of the Chapter.

### 3. Deposits

All funds of the Chapter shall be deposited to the credit of the Chapter in the banks, trust companies or other depositories as the Board may select.

### 4. Gifts

The Board may accept on behalf of the Chapter any contribution, gift, bequest or device for the general purposes or for any special purpose of the Chapter.

### 5. Audit

The accounts of the Chapter shall be audited as required by law by a Certified Public Accountant who shall be recommended by the Finance Committee, with the approval of the Board. The CPA shall provide a report to the Board.

## Article XI. 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. The Chapter shall hold Directors and Officers Insurance to cover the Chapter from liability incurred by the Board of Directors.

## Article XII. Dissolution

If the Chapter's status should be revoked by the USGBC for failure to meet conditions as set forth in the USGBC Chapter Charter, the Chapter shall be dissolved according to the provisions of Kentucky law. The Chapter may also be dissolved upon the request of its Board and with the approval of the USGBC Board. Upon 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 Board to any non-profit corporation or association that shares the Objectives of the Chapter, as stated in the Chapter's Articles of Incorporation.

## Article XIII. Amendments

These Bylaws may be altered or repealed, and new agreements made, by the Board applying the principle of Consent in accordance with the provisions of this agreement, including a minimum of thirty (30) days notice to all members of the Chapter, including external Directors of the intent to amend these Bylaws. A quorum of at least two thirds of the Board of Directors is required for a meeting in which Bylaw alterations are made.

## Appendices

### Definitions:

#### Aim

An output; a specific, measurable service or product that is produced by a group. The Aim sets a framework by which a group defines its time-specific Objectives. An organization's Aim and Objectives are articulated by the Board. An organization's Aim states the goods and services whose production enacts the organization's Mission. The Board articulates time-specific medium-term or long-term Objectives for accomplishing the organization's Aim in the Strategic Plan. Example: Marketing Committee Aim: produce a newsletter, website, and marketing materials to inform the community about the Chapter.

#### Board of Directors

The Board of Directors of the Chapter. "Directors" in the following Bylaws refers to "Members of the Board of Directors of the Chapter."

#### Circle

An organization structured on the basis of Dynamic Governance is composed of "Circles." These are semi-autonomous groups of individuals who are functionally related. Each Circle has its own Aim. This Aim is approved by the next higher Circle with the purpose of functionally supporting the organization's Aim (as articulated in the Strategic Plan). Each Circle's Aim is set within the functional parameters determined by the next higher Circle. Each Circle has the authority and responsibility for Leading, Doing, and Measuring its activities within the parameters set by the next higher Circle. Also within these parameters, it is the responsibility of each Circle to maintain documentation of necessary group functions, along with critical knowledge and skill. Each person directly involved in the Circle's production activities is a member of the Circle. Circles hold two types of meetings, Circle Meetings and Work Coordination Meetings.

#### Circle Meeting

Circle Meetings are those meetings in which the Circle conducts its Leading (policy-making) and Measuring (evaluating) functions. In Circle Meetings, decisions are made by Consent. Circle Meetings are highly structured, with a four-part agenda: Opening Round, Administrative Matters, Matters of Content, and Closing Round. Election of Circle Leaders occurs within the framework of a Circle Meeting.

#### Circle Leaders

Each Circle within the organization has four leadership roles designed to serve the Circle for a one year term of office:

1. **CHAIR** – The Chair is elected by the next higher Circle. The Chair of the Board is an exception to this. He or she is elected by the Board. The Chair serves as the "boss" of the Circle. He or she assigns work, monitors its completion, rewards positive performance, and addresses poor performance. The Chair of the Circle assembles the agenda of upcoming Circle Meetings. The Chair conducts Work Coordination Meetings.
2. **SECRETARY** – The Secretary of the Circle is elected by the Circle. The Secretary takes minutes of Circle Meetings, assists the Chair as needed to prepare upcoming Circle Meeting agendas, distributes upcoming meeting agenda, accompanying proposals and reports, and prior meeting minutes well in advance of an upcoming Circle Meeting.
3. **ELECTED REPRESENTATIVE** – The Elected Representative is elected by the Circle from among its ranks to serve as a voting member of the next higher Circle. The Elected Representative may not be the Circle Chair.
4. **FACILITATOR** – The Facilitator is elected by the Circle to lead Circle Meetings. The Facilitator's job is to assure adequate preparation prior to the meeting, maintain equivalence, inclusiveness, and an environment of respect among Circle members throughout the meeting, manage time, assure Consent decision making, transparency,

## Appendices

and an energized action orientation throughout the meeting. The Chair may be elected Facilitator.

### Consent

Consent is the method of decision-making employed within a Circle Meeting. In Consent decision-making, arguments presented regarding a decision are of primary importance. The Circle's goal is to discern a decision to which no present participant offers a Reasoned and Paramount Objection. Consent is granted by each individual of a circle when all their argued and paramount objections to a proposed action have been satisfied.

### Doing

When a Circle implements policy, this is termed Doing. Doing is enacting the work; rolling out the Circle's products and services. Doing generates data, which is the basis for Measuring. The monitoring of Doing is handled outside of a Circle meeting in an Operational meeting.

### Double Link

Each Circle within an organization structured on the basis of Dynamic Governance is vertically connected to the next higher and next lower Circle via a Double Link. This means that the Circle's Chair is elected by the next higher Circle, and that a Representative of each lower Circle is elected to sit as a member on the next higher Circle. The roles of Chair and Elected Representative must be filled by two distinct individuals.

### Dynamic Governance (DG)

A system of organizational governance whereby the process of Consent decision-making is combined with an organizational structure made up of Double Linked Circles.

### Election by Consent

Within an organization structured on the basis of Dynamic Governance, Consent decision-making is the method by which decisions regarding Election are made. This type of Consent decision has a specific format, as follows:

1. Review Role & Term of Office  
Election Leader describes position to be elected: responsibilities, qualifications, and term.
2. Submit Ballots  
Voter writes their name and name of nominee, then submits ballot to Election Leader.
3. State Reasons  
Election Leader reads each ballot, pausing to ask the voter the reason for their choice; discussion is deferred.
4. Changes  
Election Leader asks for changed votes along with reason for change.
5. (Optional) Open Discussion  
If necessary, group discusses choices (this step is seldom used).
6. Round  
Election Leader proposes a candidate based upon the preponderant voice of the group. Preponderance is measured in number of votes (like majority rule), and more importantly, by the "weight" of the reasons that voters stated for why they voted the way they did. The Election Leader leads a round for Consent, asking, "Do you have any Objection?" Election Leader asks proposed candidate for "no Objection" last.

### Election Leader

An individual who leads a Dynamic Governance election. This individual may be elected by the Circle Chair or another person elected by the Circle from within the Circle or outside of the Circle. Ideally, this individual is someone who is trusted by members of the Circle for fairness, integrity, and viewed as objective.

### Elected Representative

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An individual that is one of the four officers of a circle elected by Consent by circle members to represent their circle to the next higher circle. Elected Representatives are members of the next higher circle and their duty is to participate in both the decision making of their circle and the next higher circle. Elected Representatives form the double-link between their circle and the next higher circle.

### **Facilitator**

An individual that is one of the four circle officers. The circle meeting leader. Each circle selects one of its members to lead or facilitate their circle meetings. Works with circle secretary and Circle Chair to determine agendas and ensure the integrity of the circle's functioning and oversees the process of policy development. The facilitator maintains DG structure of the meeting.

### **General Circle**

The General Circle is the highest operational Circle within a particular organization. Branches or Chapters may have General Circles. A General Circle is populated by representatives from each functional Circle that reports to it, and is chaired by an individual elected by the next higher Circle (typically the Board). The General Circle may also be called the Steering Committee, or the Leadership Circle.

### **Leading**

In organizations structured on the basis of Dynamic Governance, Leading is synonymous with policy-making, foundational decisions that define what the organization is, and how the organization works. Within the Leading process, Circles may, where appropriate, define the following:

- Vision, Mission, & Aim
- Budget
- Operational Schedules
- Customer Targets
- Service Offerings
- Work Allocation (within the Circle or among various parts of the organization)
- Leadership Roles & Terms of Office
- Procedures
- Templates

These definitions set the Circle up for Doing, which may be coordinated in a Work Coordination Meeting. By completing the work of Leading, a Circle establishes the criteria by which it will measure its success. Among the Circle's three functions (Leading, Doing, and Measuring), Leading and Measuring take place within the structure of a Circle Meeting.

### **Measuring**

When a Circle evaluates the data from the Doing process, this is termed Measuring. A Circle measures its success on the basis of criteria set up during the Leading process. This evaluation informs subsequent Leading (policy-making), including the establishment of criteria against which the Circle's subsequent work will be measured.

### **Mission**

An organization's Mission states the broad contribution it makes to the fulfillment of its Vision. Every participant within an organization must support its Mission in order for the organization to function optimally.

### **Objection**

An Objection is the expression on the part of a Circle Meeting participant that a particular proposal falls beyond their Range of Tolerance and that explains why it does so. Before objecting to a proposal a Circle participant is asked to weigh whether the reason for their discomfort relates to the welfare of the organization, and further, whether the concern really matters in the context of the Circle's accomplishment of its Aim. When a participant objects to a proposal, they state why they object. By articulating the reason for their Objection, the participant offers the group key data around which to launch creative problem solving. After the Objection is stated, the Objection is no longer associated with the participant who voiced it, but rather becomes an indicator of an "off-limits" area within which the decision must fall.

### **Objectives**

A Circle's Objectives constitute a target-market-specific goal by which a Circle will fulfill its Aim over a specified period of time within parameters set by the next higher Circle.

### **Range of Tolerance, Personal vs. Organizational**

A Range of Tolerance is the range of options that a participant in a Circle Meeting "can live with." A participant's Personal Range of Tolerance is the breadth of personal preferences that constitute the range of what they "could live with." A participant's Organizational Range of Tolerance is the range of organization-related decisions that they believe would support the fulfillment of the organization's Aim. While a participant's Personal Range of Tolerance (and other experience) informs their Organizational Range of Tolerance, it does not define it.

### **Strategic Plan**

A Strategic Plan states an organization's Aim and Objectives over the medium-term and long-term, and should specify the broad initiatives and goals by which these will be fulfilled. Among USGBC Chapters, long-term is typically defined as three to five years.

### **Vision**

An organization's Vision describes the world it wishes to help create. An organization's Vision may include economic, social, and ecological elements. Organizations with similar Visions may wish to evaluate synergistic opportunities for cooperation.

### **Work Coordination Meeting**

Work Coordination Meetings are those meetings in which a Circle's Doing is coordinated, and/or conducted. In Work Coordination Meetings, the Chair (boss) of the Circle presides. The Chair has authority to make decisions and distribute day-to-day assignments and monitors completion of work among participants within the parameters assigned the group during the Leading process. Work Coordination Meetings need be no more complex than required to expedite the task or project, and are therefore more loosely structured than Circle Meetings. Within the parameters assigned the group during the Leading process, Work Coordination Meetings are conducted as often as needed to assure that the work is completed.

**Appendices**

These bylaws having been adopted by the Board of Directors in a duly noticed and called meeting shall be the amended and restated bylaws of US Green Building Council-Kentucky Chapter, Inc.

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Jeff Money Penny, Chair

Date: \_\_\_\_\_