

**BYLAWS
OF
U.S. GREEN BUILDING COUNCIL –
FLORIDA GULF COAST CHAPTER, INC.,
A NOT-FOR-PROFIT CORPORATION**

As revised at Board of Directors Meeting – July 19, 2011

**ARTICLE I
Offices**

SECTION 1. Offices. The principal office of U.S. Green Building Council - Florida Gulf Coast Chapter, Inc. a Florida not-for-profit corporation (the “Chapter”) in the State of Florida, is to be located at 12032 Brewster Drive, Tampa, FL 33626-2500, which principal office may be changed from time to time by resolution of the board of directors of the Chapter (the “Board” or “Board of directors”). The Chapter may have such other offices, either within or without the State of Florida, as the board of directors may designate or as the business of the Chapter may require from time to time.

SECTION 2. Affiliation. The Chapter is a chapter of the U.S. Green Building Council, incorporated in the District of Columbia (“USGBC”) to address the impact of the built environment on our natural environment, economy, health and productivity.

SECTION 3. Governance. The Chapter shall be governed and operated in accordance with the laws of the State of Florida, the regulations and requirements for conduct of chapters of the USGBC as adopted from time to time by the USGBC board of directors, these Bylaws, and the rules and instructions issued through the Chapter’s officers, provided that such rules and instructions are not in conflict with these Bylaws or 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. Geographic Domain. The domain of the Chapter shall generally encompass west and central Florida.

**ARTICLE II
Members**

SECTION 1. Purpose. The purposes for which the Chapter is organized are to:

- (a) Provide a medium at the local level for the advancement of the objectives of the USGBC;
- (b) Provide educational programs and events that promote the purposes and objectives of the USGBC;
- (c) Assist other USGBC-approved organizing groups with the formation of USGBC chapters to serve local areas; and
- (d) Oversee and assist in the formation and operation of other locally based USGBC branches by a group or groups of members of the Chapter in smaller geographic areas.

The name, funds, and influence of the Chapter may be used only in support of the foregoing purposes.

SECTION 2. Qualification and Manner of Admission. Any member in good standing with the USGBC shall be eligible for membership in the Chapter and they shall be admitted in the manner upon which the board agrees. The Chapter shall maintain a nondiscriminatory policy as to membership and shall not restrict membership based on a classification or any other practice except as outlined in the USGBC Bylaws. Each member company or organization shall designate an official representative to the Chapter. 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 and shall be eligible to vote or hold elective office in the additional chapter(s). Other categories of membership, including Associate Members and Emerging Green Builders are individual members admitted in the manner upon which the board agrees, in accordance with USGBC policy.

SECTION 3. Annual Meeting. The annual meeting of the members shall be held in the month of October in each year at such hour as may be specified in a notice of meeting or in a duly executed waiver of notice thereof, for the purpose of electing Class A directors, as defined in Article III, Section 2 of these bylaws, and for the transaction of such other business as may come before the meeting.

SECTION 4. Regular Meetings. Regular meetings shall be held monthly, except when otherwise directed by the board.

SECTION 5. Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by the Board of Directors, by not less than one-tenth (1/10) of all the members of the Chapter entitled to vote at the meeting, or by the President of the Chapter.

SECTION 6. Place of Meeting. The Board of Directors may designate any place, either within or outside the State of Florida, unless otherwise prescribed by statute, as the place of meeting for any annual meeting of members or for any special meeting of members called by the Board of Directors. If no designation is made by the Board, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Chapter in the State of Florida. Notwithstanding the first two sentences of this section, a waiver of notice signed by all members entitled to vote at a meeting, whether an annual or special meeting, may designate any place, either within or without the State of Florida, unless otherwise prescribed by statute, as the place of the holding of such meeting.

SECTION 7. Notice of Meeting. Written or oral notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member of record entitled to vote at such meeting not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally, by electronic transmission or by first-class mail, by or at the direction of the President, the Secretary, or the person or persons calling the meeting. Each Chapter member consents to receiving notice via electronic transmission.

SECTION 8. Fixing of Record Date. The Board of Directors may fix a date not more than sixty (60) and not less than ten (10) days prior to the date set for any meeting of the members as the record date as of when the members of record entitled to notice of and to vote at such meeting and any adjournment thereof shall be determined.

SECTION 9. Quorum. Those members present at any meeting of the members shall constitute a quorum of the members for the transaction of business of the Corporation at such meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted at the original date of the meeting. If, however, after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with Section 5 of this article to each member of record on the new record date entitled to vote at such meeting. After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

SECTION 10. Proxies. Every member or affiliate member entitled to vote at a meeting of members or to express consent or dissent without a meeting, or his duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy. The proxy must be executed in writing by the member or his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Chapter before or at the time of such meeting or at the time of expressing such consent or dissent without a meeting.

SECTION 11. Voting. Each member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the members. The vote of a majority of the Members present at a meeting which a quorum is present constitutes a passing vote. Any matter to be voted on by the members may be done through electronic means, including, but not limited to, internet-based voting.

SECTION 12. Removal. Any member may be removed by a vote or agreement in writing by a majority of members. The notice of the meeting of the members to remove a member or members shall state the specific members to be removed. Dues will not be refunded.

ARTICLE III **Board of Directors**

SECTION 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Chapter shall be managed under the direction of, the Board of Directors.

SECTION 2. Number, Tenure, and Qualification. The Board of Directors shall consist of two classes of directors. Class A Directors shall include those directors elected by and from the Chapter's members. Class B Directors shall include the Chair and immediate Past Chair of each Branch of the Chapter as elected from time to time.

The number of directors of the Chapter shall consist of a minimum of seven (7) directors and a maximum of eighteen (18) directors, as fixed from time to time by resolution of the Board of Directors. The minimum and maximum number of directors may be increased or decreased from time to time by amendment of these bylaws, provided the Chapter shall always have at least three (3) directors.

Class A Directors shall be divided into two (2) groups, as nearly equal in number as the then total number of directors permits, with the term of directorship of one group expiring each year. Subject to the foregoing, at each Chapter annual member meeting, the Class A Directors for the group expiring that year shall be elected for a term of two (2) years and shall serve as a director until the second succeeding annual meeting and until his or her successor shall have been elected or qualified or until his or her earlier resignation, removal from directorship, or death. Each Class A Director may serve up to three consecutive two-year terms with a one year hiatus after the third consecutive term prior to re-election.

If the number of Class A Directors is changed, any increase or decrease shall be apportioned among the groups so as to maintain the number of directors of each group as nearly equal as possible, but in no case will a decrease in the number of directors shorten the term of any incumbent director. Any increase in the number of Class A Directors shall be effective immediately. Any decrease in the number of Class A Directors shall be effective at the time of the next election of the group which is being decreased unless, at the time of such decrease, there shall be vacancies on the board of directors which are being eliminated by the decrease, in which case such decrease may become effective at any time prior to the next election of such class to the extent of the number of vacancies.

The Nominating Committee will endeavor to propose a diverse slate of Class A Director candidates each term. A “diverse slate” is defined as a slate that includes as many Member Categories (as defined in Section 3 of this Article III) as possible. During any one term, to the extent possible, no more than two seats should be held by any one Member Category and no more than one seat should be held by a single firm or organization.

Additional details regarding the election, tenure, and qualifications of the Class B directors shall be set forth in the document entitled: “USGBC Florida Gulf Coast Chapter Branch Operating Guidelines.” This document, promulgated by the Board of Directors, details the structure and function of branches of the Chapter.

SECTION 3. Board Diversity. The board will endeavor to include a diverse representation of the Chapter’s membership in the following categories (“Member Categories”):

- a) Building Product Manufacturers (including Building Controls Manufacturers/ Building Operations and Maintenance)
- b) Contractors and Builders
- c) Corporate and Retail
- d) Educational and Research Institutions (both public and private including K-12, colleges and universities)
- e) 501(c)(3) Environmental and other 501(c)(3) Nonprofit Organizations

- f) Federal Government
- g) Finance and Insurance Community (institutions, appraisers, accountants)
- h) Professional Firms (including, but not limited to architectural, engineering, consultants, legal, design and technical)
- i) Professional Societies and Trade Associations and other 501(c) Nonprofit Organizations
- j) Real Estate and Real Estate Service Providers (including building owners, developers, property managers)
- k) State and Local Governments
- l) Utilities, ESCOs and Energy Service Providers
- m) USGBC Chapters
- n) International Green Building Councils

SECTION 4. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held without other notice than this bylaw, except as provided in Article XII of these bylaws, at a date subsequent to the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution, except as provided in Article XII of these bylaws.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by the president or by any two directors. The person or persons who call a special meeting of the Board of Directors may fix the place for holding such special meeting.

SECTION 6. Notice. Notice of any special meeting shall be given at least five (5) days before the meeting by oral or written notice delivered personally, by mail, or by electronic transmission to each director at his business address, unless in case of emergency, the president of the Chapter shall prescribe a shorter notice to be given personally, by electronic transmission, or by telegraphing each director at his residence or business address. If a notice of meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting, before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

SECTION 7. Quorum. A majority of the number of directors fixed pursuant to Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

SECTION 8. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 9. Vacancies. Any vacancy occurring among the Class A Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by appointment of a replacement by the President with approval by the affirmative vote of two-thirds (2/3) of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy among the Class A Directors shall hold office only until the next election of the group for which such director has been chosen and until his or her successor shall be elected and qualified or until his earlier resignation, removal from office, or death.

Any vacancy occurring among the Class B Directors may be filled by appointment of a replacement according to the procedure set forth in Section 102.81 of the document entitled: "USGBC Florida Gulf Coast Chapter Branch Operating Guidelines."

SECTION 10. Presumption of Assent. A director of the Chapter who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

SECTION 11. Constructive Presence at a Meeting. Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

SECTION 12. Action without a Meeting. Any action required by law to be taken at any meeting of the directors of the Chapter or any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the directors or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee, and such consent shall have the same effect as a unanimous vote.

SECTION 13. Committees. The Chapter will have the following standing committees: the Program Committee, Nominating Committee, Membership Committee, and Finance Committee. The Board shall appoint the committee chairs and members for each committee, and such committee chair and member shall serve a one year term. The Board also shall appoint a Bylaws Committee for review of the current Bylaws every five years. This does not preclude Bylaw amendments at anytime as deemed necessary by the Board. The Board of Directors may appoint other committees, working groups or task forces, as necessary to carry out the business of the organization. Unless these bylaws otherwise provided, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well. Action by any committee shall not alone constitute compliance by any member of the Board of Directors not a member of the committee in question with his or her responsibility to act in good faith, in a manner he or she reasonably believes to be in the best interests of the Chapter, and with such care as an ordinarily prudent person in alike position would use under similar circumstances

The Nominating Committee shall consist of three or more Class A Directors (one of whom shall be the Secretary) and shall recruit, nominate, provide an orientation to, and evaluate board members. The Nominating Committee shall be responsible for the preparation and

presentation at each Annual Meeting of a slate of recommended directors to fill any vacancies among the Class A Directors.

SECTION 14. Compensation. Directors shall not receive compensation for their service but may be reimbursed for budgeted Board-approved expenses, in accordance with Board-adopted policy.

SECTION 15. Removal. Any director may be removed, with or without cause, by a vote or agreement in writing by a majority of directors. The notice of the meeting of the directors to recall a director or directors shall state the specific directors to be removed.

ARTICLE IV

Officers

SECTION 1. Number. The officers of the Chapter shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors from among the Class A Directors. One or more other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors.

SECTION 2. Election and Term of Office. The officers of the Chapter shall be elected annually by the directors at the annual Board of Directors meeting. The Nominating Committee shall prepare a slate of candidates from the Class A Directors for each office at least two weeks prior to the annual meeting of the Board of Directors. 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 President. The President shall present the slate of candidates for election at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be scheduled. At that time, additional nominations of Class A Directors may be made from the floor prior to the election. 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. Each officer shall hold office until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Chapter would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. Vacancies. A vacancy, however occurring, in any office may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Chapter and, subject to the control of the Board of Directors, shall in general supervise and control all of the business affairs of the Chapter. He shall, when present, preside at all meetings of the members and of the Board of Directors, unless the Board of Directors has elected a Chairman of the Board and the Chairman of the Board is present at such meeting. The President may sign, with the Secretary or any other proper officer of the Chapter thereunto authorized by

the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Chapter, or shall be required by law to be otherwise signed or executed. The President shall in general perform all duties as from time to time may be assigned to him by the Board of Directors. The President shall also appoint the Chapter's delegates to the annual meeting of the USGBC unless they are otherwise selected by the directors.

SECTION 6. Vice President. In the absence of the President or in the event of his death or his inability or refusal to act, the Vice President shall have the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

SECTION 7. Secretary. The Secretary shall: (a) keep the minutes of all the meetings of the members and the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the 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; (d) keep a register of the post office address and e-mail address of each member which shall be furnished to the secretary by such member; (e) have general charge of the membership book of the Chapter; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Chapter; receive and give receipts for monies due and payable to the Chapter from any source whatsoever, and deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 9. Compensation. Officers shall not receive compensation for their services but may be reimbursed for budgeted board-approved expenses.

ARTICLE V **Resignations**

Any director or officer of the Chapter may resign at any time by giving written notice to the Board of Directors, 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 the time be not specified therein, upon its acceptance by the Board of Directors.

ARTICLE VI
Contracts, Loans, Checks, and Deposits

SECTION 1. Contracts. The Board of Directors 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 of Directors. 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 of Directors.

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 of Directors may select.

ARTICLE VII
Fiscal Administration

SECTION 1. Fiscal Year. The fiscal year of the Chapter shall begin on January 1 and end on December 31 of each year.

SECTION 2. Annual Dues. Annual dues will be determined by the Board of Directors and paid by members in accordance with USGBC Chapter policy. Such dues will be in addition to those dues paid to the USGBC.

SECTION 3. Membership Categories. The Board may establish membership and dues categories in accordance with USGBC policy, that include Members, Emerging Professionals, Students and/or such other categories as may be established.

SECTION 4. Refunds. No dues will be refunded.

ARTICLE VIII
Indemnification

The Chapter shall indemnify any director or officer or any former director or officer, and any person who may be designated from time to time to perform official duties on behalf of the Chapter, to the full extent permitted by law. 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 IX
Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Chapter, the state of incorporation, and the words, "Not for Profit."

ARTICLE X
Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the Chapter under the provisions of these bylaws or under the provisions of its articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
Rules of Order

Roberts' Rules of Order, Newly Revised, shall prescribe the rules of conduct for all meetings of the Chapter so far as not inconsistent with the laws of Florida, with the articles of incorporation, or with these bylaws.

ARTICLE XII
Property

No part of the Chapter's property shall inure to the benefit of any officer, director, or member of the Chapter. On dissolution or liquidation of the Chapter, any assets remaining after payment of all debts shall be distributed to the USGBC. The Board of Directors may, but is not required to, adopt a policy that permits the Chapter to make a pro-rata distribution of the Chapter's assets to approved spin-off groups when such distribution is in the best interest of the Chapter and is in support of its purpose and policy.

ARTICLE XIII
Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted in accordance with the procedure contained herein below. Proposed amendments to the Chapter Bylaws shall first be publicized in the regular Chapter newsletter or by written notice issued to

the directors at least thirty (30) days prior to a regular or specially called director meeting. The amended bylaws may then be adopted by a vote of two-thirds (2/3) of the directors present, at any annual, regular or special meeting at which a quorum is present, provided notice of the proposed change is given in the notice of such meeting. 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 III, Section 6 of these bylaws, as if the meeting were a special meeting.