

**AMENDED AND RESTATED BYLAWS
OF THE
U.S. GREEN BUILDING COUNCIL – MISSOURI GATEWAY CHAPTER**

Article I. Name and Purpose

The name of the organization is the U.S. Green Building Council -Missouri Gateway Chapter, a non-profit corporation incorporated in the State of Missouri.

The Chapter is 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

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. Members. Individuals who have paid dues as set by the Chapter board of directors and adhere to the standards for members as may be established by the Chapter board of directors, and which are consistent with USGBC Chapter membership policy, shall be considered members in good standing of the Chapter.
2. Termination. Resignation or termination of membership will not relieve a member of responsibility for any financial obligations, including dues and other amounts due, accrued to the effective date of membership termination. Membership in the Chapter may be terminated when:
 - A. A member resigns by giving notice to the Chapter. In the event of resignation, dues already paid for the current year will not be refunded.
 - B. Dues or other financial obligations to the Chapter have not been paid 90 days from the date of the invoice or membership term expiration date, whichever is later. In this case, membership termination shall be retroactive to the date of membership term expiration.
 - C. The member is expelled for actions which the board of directors determines are prejudicial to the welfare, interest or character of the USGBC or the Chapter. The member in good standing is entitled to due process as established by the board of directors.

Article IV. Branches

1. Branch Formation. With approval of two-thirds of the Chapter's board of directors, Chapter members residing in the contiguous Chapter area may form a branch, subject to Chapter approval of branch operating guidelines. A branch shall elect its own steering committee.

2. Branch Operation. Any branch created under this Article shall be operated and managed by the branch steering committee in conformity with the policies, procedures, rules and regulations as dictated by the board, including but not limited to the branch operating guidelines.
3. Reports. Each branch shall submit an annual report of its activities to the Chapter board of directors.
4. Suspension and Dissolution. Branches may be suspended or dissolved by two-thirds vote of the directors present at a meeting at which a quorum has been established. The board of directors may suspend or dissolve a branch or branch steering committee, if in the judgment of the directors, such action is in the best interest of the Chapter. Such action shall not affect the standing of the individual members as members of the Chapter. Suspension or dissolution shall only take place after written specification of the grounds for the proposed action are furnished to the members of the branch or branch steering committee affected and to the Chapter board of directors or its designees at least 14 days in advance of the meeting where matter is to be discussed. At the same board of directors meeting, Chapter members shall have an opportunity to comment on the proposed action.
 - A. Upon dissolution, all remaining assets of the dissolved branch or branch steering committee shall revert to the Chapter.
 - B. As an alternative to dissolution, the Chapter board may require new elections to be held for the branch steering committee or offices thereof.

Article V. Dues

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

Article VI. 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. Voting. Each director is entitled to one vote. Voting by the board of directors shall occur in a duly organized and properly noticed meeting. Directors may participate in such meetings by telephone conference or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. Directors can also take action by written consent without a meeting, requiring a signature, which can be delivered electronically.
3. Composition of the Board. The board of directors shall consist of no fewer than seven and no more than fifteen persons appointed by the board. Any Chapter member in good

standing is eligible to serve on the board of directors; provided that the board of directors may adopt such other polices regarding other persons eligible to serve and the selection of such persons from time-to-time.

A. If the Chapter has formed one or more branches, the board of directors shall allocate one or more director seat for each branch. Such directors shall be selected by each branch, and approved by the board according to the approved branch operating guidelines and these Bylaws.

B. Executive Director of the Chapter is a non-voting member of the board of directors.

4. Terms for Directors. Each director shall serve a three-year term or until he or she is otherwise removed or replaced in accordance with these Bylaws.
5. Term Limits for Directors. Directors may serve for a maximum of two (2) consecutive terms, except in instances where a director has served as Chair-Elect and Chair of the board of directors, in which case the term limit may be extended by one year. After a director reaches the term limit, that director may next be reappointed to the board of directors after a one-year hiatus off the board of directors. The board of directors may grant an extension to these term limits on a case-by-case basis not to exceed one additional year.
6. Nominations. The Governance Committee of the board of directors shall notify the Chapter membership of director openings and solicit nominations. The membership will be notified at least thirty (30) days before nominations are due. All nominees shall be in compliance with the Chapter's Election Guidelines, as determined by the board of directors.
7. Approval. The Governance Committee of the board of directors shall collect nominations and present the board with a slate of directors annually for a vote.
 - A. Branch Director Seats. Members of each Branch shall annually elect the Branch Leadership Group in accordance with Branch Operating Guidelines and at such time as designated by the Chapter board of directors. Subsequent to such election, the newly elected Branch Leadership Group shall select from among themselves representatives to fill each of the director seats allocated to the branch on the board of directors. Each Branch shall promptly notify the board of directors as to the identity of those members selected to serve on the board of directors from the Branch. Branch members selected to serve on the board of directors shall assume their responsibilities at such time as directed by the then-sitting board of directors. Branch members of the board of directors shall be regular members of the board of directors, with the same privileges and responsibilities.
8. Vacancies. If a vacancy occurs on the board of directors for any reason, the Chair may nominate a replacement. Such replacement shall be confirmed by the affirmative vote of

- a majority of the remaining directors. The confirmed director shall serve for the unexpired portion of the term or until the next election cycle, whichever comes first. At the next annual board of directors' election, the seat shall be open to fill the remainder of the original term, if any, or to start a new term.
9. Removal. Any director may be removed, with or without cause at any meeting of the board of directors. The notice and posted agenda of such meeting must state that the purpose, or one of the purposes, 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 only upon the affirmative vote of a two-thirds majority of the board of directors in attendance at a meeting where quorum has been established.
 10. Meetings. The board of directors meets at least quarterly in person or by telephone conference at such time, date and place as shall be determined by the Chair.
 11. Special meetings. A special meeting may be called by the Executive Director. A special meeting may also be called by request of any two members of the board. Such request should be in writing to the Executive Director or Chair of the Board. Upon receipt of such a request from two board members, the Executive Director or the Chair shall schedule the special meeting without delay and make the required notifications.
 12. Notice. The board of directors shall give directors 14 days' notice of annual, regular, and special meetings. An agenda including a description of the business to be discussed shall be distributed at least 7 days in advance.
 13. Attendance. Failure to attend two board of directors' meetings without good cause or notice to another director or the Executive Director may result in removal from the board of directors pursuant to the removal terms defined in these bylaws.
 14. Quorum. A simple majority of all presently seated directors will constitute a quorum for the transaction of business and is required on all votes, except where some other number is required by law or the Chapter's Articles of Incorporation or bylaws. 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. The board members present at a duly organized meeting may continue to do business until either adjournment or the withdrawal of enough board members to leave less than a quorum.
 15. Powers and Duties. The board of directors 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 as by law, the Articles of Incorporation or these Bylaws may not be delegated to the board of directors by the members. The board of directors is specifically empowered to establish policies, procedures, or such other rules as are consistent with these Bylaws, the Bylaws and policies of the USGBC, and the Chapter's Articles of Incorporation, each as amended from time to time. The powers and duties of the board of directors shall be subject to

approval by the members only when such approval is specifically required by law or the Chapter's Articles of Incorporation.

16. 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 and the Chapter's annual budget.

17. Committees. The board of directors may appoint committees, working groups or task forces as necessary to carry out the business of the organization. Standing committees of the board of directors shall include Advocacy, Finance, Leadership Development, Marketing, Membership, and Program.

A. A chairperson of a standing committees shall preside at all meetings of the standing committee, shall be appointed by the Board of Directors and shall serve for a term of two years. Chairpersons of such standing committees shall be Chapter members in good standing. Removal, resignation and vacancies of chairpersons of standing committees shall be governed by the provisions of these Bylaws relating to the removal, resignation and vacancies of officers. The Leadership Development Committee shall be comprised of three Chapter members not running for election, at least one of whom is not a current board member.

B. A committee of the board of directors may not:

- i. Authorize distributions to directors, officers, agents or employees except in exchange for value received;
- ii. Approve the dissolution or a merger of the Chapter, or the sale, pledge or transfer of all or substantially all of the Chapter's assets;
- iii. Unless otherwise provided in these Bylaws or the Articles of Incorporation, elect, appoint or remove directors or fill vacancies on the board of directors or on any of its committees; or
- iv. Adopt, amend or repeal the Articles or Bylaws.

Article VII. Officers

1. Officers. The officers of the Chapter shall be a Chair, Chair Elect, Secretary and Treasurer. The Chapter officers collectively comprise the Executive Committee.
2. Qualifications. Officers must be members in good standing of the Chapter who have been elected or appointed to the board of directors.
3. Terms. The offices of Secretary and Treasurer shall have two-year terms. The Secretary and Treasurer may each serve up to two consecutive terms in the same position. The offices of Chair Elect, Chair, and Immediate Past Chair shall each have one-year terms.

However, upon expiration of his/her term, the Chair Elect shall automatically become the Chair, and upon expiration of his/her term, the Chair shall automatically become the Immediate Past Chair. The Chair Elect, the Chair and the Immediate Past Chair may each serve only one consecutive term in the same position. The board of directors may grant an extension to these term limits on a case-by-case basis not to exceed one additional year.

4. Elections. Election of officers shall be conducted by the Chair or another director selected by the board of directors (the "Election Leader") according to the following procedure:
 - A. The Election Leader shall describe the position, including responsibilities, qualifications, and term.
 - B. Directors shall write their name and name of nominee on a ballot and submit the ballot to the Election Leader.
 - C. The Election Leader shall read each ballot, and request that the voter explain the reason for their choice, without discussion.
 - D. The Election Leader shall ask for changed votes along with reason for change.
 - E. If necessary, group discusses the choices.
 - F. The Election Leader shall propose a candidate based upon the preponderant voice of the group. Preponderance shall be measured in number of votes and by the weight of the reasons given by directors for their vote.
 - G. The Election Leader shall request the consent of each voting director by asking, "Do you have any objection?," requesting the consent of the proposed candidate last.
5. Duties. Officers shall perform those duties usual and customary to their positions and as outlined in these Bylaws and the policies of the Chapter.
 - A. Chair. The Chair shall be the chief executive officer of the Chapter. She/he shall preside at all meetings of the Chapter and of the board of directors, and, in general, shall have all of the same powers and duties as would be attendant to the office of president of a nonprofit corporation organized in Missouri. After serving a one-year term as Chair, such person shall serve an additional year as "Immediate Past Chair," an ex-officio voting member of the board of directors, unless declining to serve.
 - B. Chair Elect. The Chair Elect shall assume the powers and duties of the Chair whenever the Chair is absent from any meeting of the Chapter or the board of directors or is unable to act in his/her capacity as Chair. If neither the Chair nor the Chair Elect is able to act, a majority of the remaining directors shall appoint

some other officer to act in the place of the Chair, on an interim basis. The Chair Elect shall also perform such other duties as shall from time to time be delegated to him or her by the board of directors or by the Chair.

- C. Secretary. The Secretary shall ensure that minutes are kept of all meetings of the Chapter and of the board of directors and shall have charge of such books and papers as the board of directors may direct and shall, in general, perform all duties incident to the office of the secretary of a nonprofit corporation organized in Missouri.
 - D. Treasurer. The Treasurer shall keep full and accurate financial records and books of account for the Chapter, be responsible for the preparation of all required financial data, and be responsible for the deposit of all money and other valuables in such repositories as may from time to time be designated by the board of directors. The Treasurer shall perform all of the duties as would be incident to the office of treasurer of a nonprofit corporation organized in Missouri.
- 6. Vacancies. If a vacancy occurs among the officers for any reason, the officers shall nominate and the board of directors shall elect an individual to serve in the position for the unexpired portion of the term.
 - 7. Removal. An officer may be removed at any time from his or her office, with or without cause, by two-thirds vote of the sitting directors.
 - 8. Compensation. No officer shall receive any compensation from the Chapter for acting as such. However, an officer may be reimbursed for the reasonable costs of expenses incurred by the officer in the performance of his or her duties, in accordance with Chapter policy and the Chapter's annual budget.

Article VIII – Executive Director And Staff

- 1. Appointment. The board of directors may appoint an Executive Director and such other staff as they deem appropriate. The terms and conditions of such appointments shall be specified by the Chapter board of directors.
- 2. Authority and Responsibility.
 - A. Executive Director. The Executive Director shall, subject to the control of the board of directors, supervise and control the affairs of the corporation. The Executive Director shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the board of directors. 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 of directors. The Executive Director will also prepare, annually, a proposed budget for the Chapter

that will be reviewed by the officers and then submitted to the board of directors. 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 subject to approval of the board of directors.

- B. Staff. Staff additional to the Executive Director may be appointed and/or hired by the board of directors or the Executive Director with approval from the board of directors. Staff shall have duties as determined and assigned by the Executive Director subject to the approval of the board of directors.
- 3. Performance and Compensation. The board of directors shall on an annual basis review the performance and set compensation for the Executive Director. The board of directors or the Executive Director, as directed by the board of directors, shall on an annual basis review the performance and set compensation for the staff members, if any.

Article IX. Meetings of Membership

- 1. Annual Membership Meeting. The Chapter shall hold an annual membership meeting at the place and on the date determined by the board of directors.
- 2. Notice. The board of directors shall give members thirty days' notice of the annual membership meeting. The notice shall include the place, date and time of the meeting. A notice for an annual membership meeting shall include a description of the matters to be considered by the members.
- 3. Quorum. The presence of ten percent (10%) percent of the membership constitutes a quorum.
- 4. Voting. Each member is entitled to one (1) vote. 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 and shall constitute the act of and be binding upon, the Chapter. Voting by mail or by electronic means is permitted in appropriate circumstances as determined by the board of directors.
- 5. 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.
- 6. 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. If voting takes place electronically, members shall have at least one week during which to cast their votes. 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.

Article X. Finances

1. Contracts. The board of directors may authorize by resolution any officer or other agent of the Chapter, in addition to the persons 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, and 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 the Chair, the Treasurer, or such officers or agents of the Chapter and in a manner as shall be determined by resolution of the board of directors. The signatures of two such officers or agents of the Chapter are required for all checks, drafts or other orders for payment of money exceeding \$1,000 in amount. In the absence of this determination by the board of directors, the 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 of directors may select.
4. Gifts. The board of directors may accept on behalf of the Chapter any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Chapter.
5. Audit. The accounts of the Chapter shall be audited not less than every three years by a Certified Public Accountant (“CPA”) who shall be recommended by the Finance Committee and appointed by the Chapter Executive Committee, with the approval of the board of directors. On the off years, the CPA will provided a financial compilation. The CPA shall provide a report to the board of directors.
6. Operating Reserve Fund. The board of directors may adopt policies and procedures for an operating reserve fund.

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, including members of the board of directors. Such persons shall be indemnified by the Chapter against all expenses and liabilities including court costs and attorneys 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 maintain current directors & officers insurance coverage.

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 the Missouri Nonprofit Corporation Act, except as otherwise provided herein. The Chapter may also be dissolved upon the request of its board of directors and with the approval of the USGBC national board of directors. Upon the dissolution or liquidation of the Chapter, any of its assets remaining after payment of all liabilities shall be distributed to any non-profit corporation or association that shares the objectives of the Chapter, as stated in the Chapter's Articles of Incorporation, as determined by the board of directors.

Article XIII. Amendments

These Bylaws may be amended in any way not inconsistent with law or the Chapter's Articles of Incorporation by two-thirds vote of the entire board of directors, as set forth in these Bylaws. The Chapter shall keep, at its principal offices, a copy of the Bylaws of the Chapter, as amended, which shall be open to inspection by any member of the Chapter or any member of the board of directors at all reasonable times during business hours.