

BYLAWS

of

San Diego Green Building Council

A California Nonprofit Corporation

Originally Adopted on November, 14 2005

And as Amended April 27, 2017

The bylaws of the U.S. Green Building Council (hereinafter the “Chapter” or the “Corporation”), are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

Section 1.01 The name of the Corporation is the San Diego Green Building Council and is properly abbreviated as "SDGBC" and otherwise known as U.S. Green Building Council – San Diego Chapter.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

Section 2.01 The principal place of business for the transaction of the activities and affairs of this Corporation is in San Diego County, California. The Board of Directors may at any time establish a physical office or any branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

ARTICLE III. PURPOSE AND KEY DATES

Section 3.01 As set forth in the Articles of Incorporation, the purpose of the Corporation is to provide education, information exchange, programs and events to promote buildings that are environmentally responsible, profitable and healthy places to live and work.

Section 3.02 The date of record for incorporation of the SDGBC is January 15, 2005.

Section 3.03 SDGBC was formed for a recognized 501(c)(3) tax-exempt purpose. The date of record for grant of 501(c)3 status is May 21, 2007.

ARTICLE IV. POLICY AND PROCEDURES

Section 4.01 Pursuant to this Article, the board is hereby authorized to establish a Policy and Procedures Manual (PPM) to govern the daily affairs and activities of the Corporation. If the PPM conflicts with any portion of these bylaws, the bylaws of the Corporation control.

ARTICLE V. CONSTRUCTION AND DEFINITIONS

Section 5.01 The following terms used in these bylaws shall have the meanings set forth below:

Board” means the Board of Directors of the San Diego Green Building Council.

“Chapter” means this Corporation, the U.S. Green Building Council

- (a) “Corporation” means U.S. Green Building Council.
- (b) “Director” means an individual serving on the Board of Directors.
- (c) “Members” means entities or persons that satisfy the requirements for membership as set forth in Article IX of these bylaws.

Section 5.02 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the term “person” includes both a legal entity and a natural person.

ARTICLE VI. AFFILIATE ORGANIZATION

Section 6.01 This Corporation is an affiliate of the U.S. Green Building Council.

ARTICLE VII. PROPERTY

Section 7.01 The Corporation’s assets are irrevocably dedicated to the purpose as set forth in these bylaws as Article III. No part of the net proceeds, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or Corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

ARTICLE VIII. SEAL

Section 8.01 The Corporation may use a Corporate Seal. The Corporate Seal shall bear the name of the Chapter, the year of its incorporation and the words “Corporate Seal, California”.

ARTICLE IX. MEMBERSHIP

Section 9.01 Members:

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 SDGBC Membership Policy, shall be considered members in good standing of the Chapter. No organization or corporate entity may become a member of the Chapter; however, in the Board’s sole discretion, specific partner organizations that support the chapter may be given a limited number of complimentary individual memberships.

Section 9.01 Membership Rights and Privileges.

- (a) Each Member shall have a total of one vote. Associate Members do not have any voting rights.
- (b) Only Members may serve on the Board of Directors.

Section 9.02 Membership in the Corporation is not transferable. No rights arising from membership shall be transferred. All memberships rights cease on the Member's death or dissolution.

Section 9.03 The Corporation may refer to other persons attending Corporation events or other persons or entities associated with it as "members" even though those persons or entities are not Members as set forth in Article IX of these bylaws, but no such reference shall constitute anyone as a member within the meaning of Corporations Code §5056 unless that person or entity shall have qualified for a Membership under Article IX of these bylaws.

Section 9.04 Each Member must pay, within the time and on the conditions set by the Board, the dues, fees and assessments in amounts to be fixed from time to time by the Board. The dues, fees and assessments schedule will be the same for all Members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class.

Section 9.05–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 expiration date.
- (c) The member is expelled for actions which 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 in accordance with California Corporations Code 5341 as established by the board.

Resignation or termination of membership will 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.

ARTICLE X. MEMBER MEETINGS

Section 10.01 Annual Meeting

An annual meeting of the Members shall be held in the last quarter of each calendar year, unless the Board fixes another date or time and so notifies Members as provided in Article XI of these bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, new Directors will be introduced and other proper business may be transacted, subject to these bylaws.

Section 10.02 Place of Meetings

Meetings of the Members shall be held at any place within the San Diego region designated by the Board. In the absence of any such designation, Members' meetings shall be held at the Corporation's principal office, if any principal office exists.

Section 10.03 Authority to Call Special Meetings

The Board or the chairman of the Board, if any, or the president or 5 percent or more of the Members, may call a special meeting of the Members for any lawful purpose at any time.

Section 10.04 Calling Special Meetings

A special meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairman of the board, if any, or the president or vice president or the secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the Members stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the Board calls the meeting.

Section 10.05 Proper Business of Special Meeting.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

ARTICLE XI. MEMBER NOTICE

Section 11.01 General Notice Requirements

Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given under Section 11.03 of these bylaws, to each Member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Members. For a special meeting, the notice shall state the general nature of the business to be transaction and shall state that no other business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 11.02 Notice of Certain Agenda Items

Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a Director without cause.
- (b) Filling vacancies on the Board.
- (c) Amending the Articles of Incorporation; or
- (d) Electing to wind up and dissolve the Corporation.

Section 11.03 Manner of Giving Notice

Notice of any meeting of Members, including without limitation the Annual Meeting, shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, including e-mail, charges prepaid, and shall be addressed to each Member entitled to vote, at the address of that Member as it appears on the books of the Corporation or at the address given by the Member to the Corporation for the purpose of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that Member by first-class mail or facsimile or other written communications to the Corporation's principal office or (ii) notice is

published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 11.04 Affidavit of Mailing Notice

An affidavit of the mailing of any notice of any Member's meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

ARTICLE XII. QUORUM

Five (5) percent of the voting power shall constitute a quorum for the transaction of business at any meeting of Members.

- (a) However, if the attendance at any general or annual meeting is less than one third of the voting power, the Members may vote only on matters as to which notice of their general nature was given under Article XI of these bylaws.
- (b) Except as otherwise required by law, the articles or these bylaws, the Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute quorum.

ARTICLE XIII. IN-PERSON MEMBER VOTING

Section 13.01 Eligibility to Vote

Subject to the California Nonprofit Corporation Law, Members in good standing on the record date as determined under Article XV of these bylaws shall be entitled to vote at any meetings of Members.

Section 13.02 Manner of Voting

Voting may be by voice or by written ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any Member at the meeting.

Section 13.03 Number of Votes

Each Member may cast one vote on each matter submitted to a vote of the Members.

Section 13.04 Approval by Majority Vote

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Members unless the vote of a great number, or voting by classes, is required by the California Nonprofit Corporation Law or by the Articles of Incorporation.

Section 13.05 Waiver of Notice or Consent

The transactions of any meeting of Members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice if (a) a quorum is present and (b) either before or after the meeting, each Member entitled to vote signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business

to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 11.02 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Member objects at the beginning of the meeting to transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

ARTICLE XIV. ACTIONS WITHOUT MEETINGS

Section 14.01 Action by Written Consent

Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Members.

Section 14.02 Action by Written Ballot

Any action that Members may take at any meeting of Members may also be taken without a meeting by complying with Section 14.03 of these bylaws.

Section 14.03 Solicitation of Written Ballots

This Corporation shall distribute one ballot to each Member entitled to vote on the matter. The distribution of ballots may also occur electronically if appropriate verification procedures are in place to ensure only one vote per Member is received and that the vote is from a Member. The ballots shall be mailed or delivered in the manner required by Section 11.03 of these bylaws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) the procedure for counting the votes and, where appropriate, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action or roster of candidates running for the Board; (b) give the Members an opportunity to select individual candidates or specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to the Corporation.

Section 14.04 Number of Votes and Approval Required

Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

Section 14.05 Revoking Ballots

A written ballot may not be revoked.

Section 14.06 Filing Ballots

All written ballots shall be filed with the secretary of the Corporation and maintained in the corporate records for at least one (1) year. Ballots received electronically will be printed and maintained in the corporate records for the same time period.

ARTICLE XV. RECORD DATE

Section 15.01 Record Date for Notice, Voting, Written Ballots and Other Board Actions

For purposes of establishing the Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. The record date for:

- (a) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;
- (b) Voting at a meeting shall be no more than 60 days before the date of the meeting;
- (c) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
- (d) Taking any other action shall be no more than 60 days before that action.

Section 15.02 Record Date for Actions Not Set by Board

If not otherwise fixed by the Board, the record date for determining Members entitled to receive notice of a meeting of Members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining Members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If not otherwise fixed by the Board, the record date for determining Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

A person holding a membership at the close of business on the record date shall be Member of Record.

**ARTICLE XVI. ADJOURNMENT AND NOTICE OF
ADJOURNED MEETINGS**

Any Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting. No meeting may be adjourned for more than 45 days. When a Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

ARTICLE XVII. BOARD OF DIRECTORS

Section 17.01 General Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the Members, the Corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

Section 17.02 Specific Powers

Without prejudice to the General Powers set forth in Section 17.01 of these bylaws, but subject to the same limitations, the Board shall have the power to:

- (a) Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- (b) Change the principal office from one location to another and designate a place for holding any meeting of Members.
- (c) Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- (d) Adopt and use a corporate seal pursuant to Article VIII of these bylaws. Prescribe the forms of membership certificates; and alter the form of the seal and certificates.

Section 17.03 Eligibility: Any Chapter member in good standing is eligible to serve on the board, provided however that no more than one employee of any one organization may serve as a director in any year.

Section 17.04 Composition of the Board and Term Limits:

The Board of Directors consists of nine (9) to twenty-one (21) persons elected by and from the membership. The exact number of Directors within this range shall be as set by resolution of the Board from time to time and will always be an odd number.

Directors serve two-year terms and may be re-elected for up to three consecutive two-year terms. After serving three consecutive two-year terms, a Director is required to discontinue service as a Director for at least one year before running for Director again.

The Immediate Past Officers may, in the case that they were elected Officer in the middle of their Directorship's third consecutive term, may serve as an ex-officio member of the Board an additional (seventh) year to finish out the second year of the presidential two year term **and being the year of discontinued service as Director at the end of the officer's term.**

Section 17.05 Restriction on Interested Persons as Directors

No more than 49 percent of the persons serving on the Board may be “interested persons.” An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise excluding any reasonable compensation paid to a Director as a Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 17.06 Restriction on Multiple Directors Associated with One National Member.

Except as provided below, not more than one (1) individual who is a partner, principal, or employee of the same National Member of the U.S. Green Building Council shall simultaneously serve as Directors of the Corporation. The Board may, by resolution, authorize specific exceptions permitting two (2) individuals who are partners, principals, or employees of the same National Member of the U.S. Green Building Council to serve simultaneously as Directors of the Corporation.

Section 17.07 Nomination and Elections of Directors

The Nominating Committee shall nominate qualified candidates for election to the Board at least thirty (30) days before the date of any election of Directors. The Nominating Committee shall make its report at least (30) days before the date of the election, or at such other time as the Board may set, and the secretary shall forward to each Member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

Section 17.08 Provisions Governing Nominating Committee

- (a) In connection with the nomination of prospective Directors by the Nominating Committee, best efforts shall be made to select candidates who, together with serving Directors, broadly represent the various categories of membership in the Corporation:
 - (i) Building Product Manufacturers (including Building Controls Manufacturers/Building Operations and Maintenance)
 - (ii) Contractors and Builders
 - (iii) Corporate and Retail
 - (iv) Educational and Research Institutions (both public and private including K-12, colleges and universities)
 - (v) Environmental and Non-profit Organizations
 - (vi) Federal Government
 - (vii) Finance and Insurance Community (institutions, appraisers, accountants)
 - (viii) Professional Firms (including, but not limited to architectural, engineering consultants, legal, design and technical)

- (ix) Professional Societies and Trade Associations
 - (x) Real Estate and Real Estate Service Providers (including building owners, developers, property managers)
 - (xi) State and Local Governments
 - (xii) Utilities, ESCOs and Energy Service Providers.
- (b) The Nominating Committee shall also make a call for nominations from the membership.
 - (c) The Nominating Committee shall prepare ballots for Members of the eligible candidates and shall be responsible for conducting the election and will finalize vote tallies and communicate results to the President.

Section 17.09 Nomination by Members

Members representing two (2) percent of the voting power may nominate candidates for Directors by petition. The petition must be signed by those Members within 11 months preceding the next time Directors are to be elected, and delivered to an officer of the Corporation. On timely receipt of the petition signed by the required number of Members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of the candidates chosen by the nominating committee.

Section 17.10 Floor Nominations

When a meeting is held for the election of Directors, any Member present at the meeting may place names in nomination.

Section 17.11 Nominee's Right to Solicit Votes

The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes and a reasonable opportunity for all Members to choose among the nominees.

Section 17.12 Restriction on Use of Corporate Funds to Support Nominees

No corporate funds may be expended to support a nominee.

Section 17.12 Appointments

A maximum of 30% of the Directors may be elected by the Board, consistent with the purpose of the Nominating Committee. Elections by the Board shall be held annually as directed by the board and in conformance with these Bylaws. In electing Directors, the Board shall strive to increase Board representation of membership categories.]

Section 17.13 Vacancies on Board of Directors

A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, removal, or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the vote of

a majority of all Members to remove the Director(s); (d) the increase of the authorized number of Directors; or (e) the failure of the Members, at any meeting of the Members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

Section 17.14 Resignation of Directors

Except as provided below, any Director may resign by giving written notice to the chairman of the Board, if any, to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 17.15 Removal of Directors

Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Article XI. In the event that a Board member changes jobs or otherwise becomes unaffiliated with a National Member, the Board member may retain his or her seat until the next election of Directors, or may retain his or her seat until the expiration of their term in the event he or she becomes affiliated with another National Member in advance of the next election of Directors. In the event that a Board member changes jobs or otherwise becomes unaffiliated with a National Member and does not become employed by or affiliated with another National Member by the next election of Directors, the Board member shall vacate his or her seat on the Board and the vacancy will be fulfilled pursuant to Section 17.16.

Section 17.16 Filling Vacancies on Board of Directors

Except for a vacancy created by the removal of a Director by the Members, vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; or (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice of waivers of notice complying with Corporations Code §5211(a)(3).

Section 17.17 Vacancies Filled by Members

The Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors, if the Board of Directors had not filled the vacancy within 120 days.

Section 17.18 No Vacancy on Reduction of Number of Directors

Any reduction of the authorized number of Directors shall not directly result in any Director being removed before his or her term of office expires.

Section 17.19 Duties and Consent

The Board of Directors shall establish and maintain a Policy and Procedure Manual forth in the policies, procedures, or such other rules that are consistent with these bylaws and with the bylaws and policies of the U.S. Green Building Council. The Board of Directors shall strive to govern the Corporation with the consent of the Directors and adopt policy and guidance for officers with the same goal of consent. When consent cannot be achieved, a simple majority vote shall be used.

Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Chapter (the “Duty of Loyalty”) and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

In exercising his or her Duty of Loyalty, a Director shall act in a manner that he or she believes to be in the best interests of the Chapter, including the Members of minority factions, to administer his or her corporate powers for the common benefit, and to advance and achieve the purposes of the Chapter rather than the individual interests of any Director.

In exercising his or her duty of reasonable inquiry, a Director may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 17.20 Compensation

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

ARTICLE XVIII. DIRECTOR MEETINGS

Section 18.01 Place of Meetings

Meetings of the Board shall be held at any place within or outside of California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated at the principal office of the Corporation.

Section 18.02 Meetings by Telephone or Other Telecommunications Equipment

Any Board meeting may be held by conference telephone, video screen communications, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members.
- (b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.
- (c) The Board has adopted and implemented a means of verifying both of the following:
 - (i) A person participating in the meeting is a Director or other person entitled to participate in the Board Meeting.

- (ii) All action of or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

Section 18.03 Regular Meetings

Regular meetings of the Board may be held without notice if the time and place are fixed by the Board.

Section 18.04 Authority to Call Special Meetings

The chairman of the Board, if any, the president or any vice president, the secretary or any two directors, may call special meetings of the Board for any purpose at any time.

Section 18.05 Notice of Special Meetings

Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone or electronic mail shall be delivered, telephone or sent respectively at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

Section 18.06 Quorum

A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which quorum is present shall be an act of the Board, subject to more stringent provisions of the California Nonprofit Public Benefits Corporation Law, including without limitation, those provisions relating to (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) Approval of certain transactions between Corporations having common directorships; (c) Creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 18.07 Waiver of Notice

Notice of a meeting need not be given to any Director, who, either before or after the meeting signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 18.08 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 18.09 Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 18.10 Action Without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director” as defined in Corporations

Code §5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE XIX. COMMITTEES OF THE BOARD OF DIRECTORS

Section 19.01 Committees of the Board of Directors

(a) Creation of Committees

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, and maintain the standing committees contained in Subsection (b) below, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. The Executive Committee shall consist of officers of the Corporation, as outlined in Article XVIII. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint or more Directors as alternate members of any such committee, who may replace any absent member at any meeting.

(b) The Chapter will have the following Standing Committees:

- (i) Executive
- (ii) Finance
- (iii) Nominating

(c) Powers of Committees

Any such committee, other than an Advisory Committee which is subject to Section 17.30(e) below, shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- (i) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Members or approval of a majority of all Members.
- (ii) Fill vacancies on the Board or any committee of the Board; (iii) Amend or repeal bylaws or adopt new bylaws;
- (iii) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.
- (iv) Create any other committees of the Board or appoint the members of committees of the Board.
- (v) Expend corporate funds to support a nominee for Director if more people have been nominated for Director than be elected;
- (vi) Approve a contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Corporations Code §5233(d)(3).

(d) Committee Meetings

Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board has not adopted rules, the committee may do so.

(e) Advisory Committees

From time to time at the Board's discretion, the Board may create Advisory Committees which may consist of any number of Members or Directors. Advisory Committees shall not be deemed to be committees of the Board of Directors. Actions of Advisory Committees do not constitute an action by the Board of Directors.

ARTICLE XX. OFFICERS OF THE CORPORATION

Section 20.01 Offices Held

The officers of the Corporation shall be president, vice-president, secretary and treasurer. The Corporation, at the Board's discretion, may also have a chairman of the Board. No person may hold more than one office at the same time.

Section 20.02 Election of Officers

The officers of this Corporation shall be chosen by the Board and shall serve at the pleasure of the Board subject to the rights of any officer under any employment agreement contract.

Section 20.03 Qualifications

Officers must be a Director of the Corporation.

Section 20.04 Duties

Officers shall perform those duties usual and customary to their positions and as outlined herein and in the Chapter Policy and Procedure Manual.

(a) Chairman of the Board.

If a chairman of the Board of Directors is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no president, the chairman of the Board shall also be the chief executive officer and shall have the powers and duties of the president of the Corporation as set forth in these bylaws.

(b) President

Subject to such supervisory powers as the Board may give to the chairman of the Board, if any, and subject to the control of the Board, the president shall be the general manager of the Corporation and shall supervise, direct and control the Corporation's activities, affairs and officers. The president shall preside at all Members' meetings and, in the absence of the chairman of the Board, or if none, at all Board meetings. The president shall have such other powers and duties as the Board or the bylaws may require.

(c) Vice President

If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, a vice president shall have all powers and be subject to all restrictions on the president. The vice president shall have such other bylaws and perform such other duties as the Board or the bylaws may require.

(d) Secretary

The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board and of Members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general or special, and if special, how authorized; the notice given, the names of persons present at Board and committee meetings; and the number of Members present or represented at Members' meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and bylaws as amended to date.

The secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution by the Board, a record of the Corporation's Members, showing each Member name, address and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these bylaws require to be given, or assign such tasks to others as approved by the officers. The secretary shall keep the corporate seal, if any, in safe custody and shall have other powers and perform such other duties as the board or the bylaws may require.

(e) Treasurer

The treasurer shall keep and maintain, or cause to be kept or maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The treasurer shall send or cause to be given to the Members and Directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

The treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse the Corporation's funds as the Board may order; (iii) render to the president, chairman of the Board, if any, and the Board, when requested, an account of all transactions as treasurer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the Board of the bylaws may require.

If required by the Board, the treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement or removal from office.

Section 20.05 Resignation

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 20.06 Removal of Officers

Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. Any other officer on whom the Board confers the power of removal may remove an officer who was not chosen by the Board.

Section 20.07 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

ARTICLE XXI. CONTRACTS WITH DIRECTORS AND OFFICERS

No Director of this Corporation nor any other Corporation, firm association or other entity in which one or more of this Corporation's Directors have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation unless (a) the material facts as to the transaction and such Director's interest are fully disclosed or known to the Members and such contract or transaction is approved by the Members in good faith, with any membership owned by any interested Director not being entitled to vote thereon; or (b) the material facts regarding such Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all Board members before

consideration by the Board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested Director.

ARTICLE XXII. LOANS TO DIRECTORS AND OFFICERS

This Corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California Attorney General; provided, however that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE XXIII. INDEMNIFICATION

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers and other persons described in Corporations Code §5238(a), including persons formerly occupying such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding” as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses” as used in this bylaw shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code §5238(b) or §5238(c), the Board shall promptly decide under Corporations Code §5238(e) whether the applicable standard of conduct set forth in Corporations Code §5238(b) or §5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to proceeding with respect to which indemnification is sought prevent the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine under Corporations Code §5238(e) whether the applicable standard of conduct has been met and, if so, the Members present at the meeting shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article of these bylaws in defending any proceeding covered by these bylaws shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE XXIV. INSURANCE

This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents to uncover any liability asserted against or incurred by any officer, Director, employee or agent in such capacity or arising from the officer’s, Director’s, employee’s or agent’s status as such.

ARTICLE XXV. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its Members, Board, and committees of the Board;
- (c) A record of each Member's name, address, and class of membership.

ARTICLE XXVI. INSPECTION RIGHTS

Section 26.01 Membership Records

- (a) Unless the Corporation provides a reasonable alternative as provided below, any Member may do either or both of the following for a purpose reasonably related to the Members' interest as a Member:
 - (i) Inspect and copy the records containing Members' names, addresses and voting rights during usual business hours on five days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or
 - (ii) Obtain from the secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of Members who are entitled to vote for Directors as of the most recent record date for which the list has been compiled, or as of the date, after the date of demand, specified by the Member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the Member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.
 - (iii) The Corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.
 - (iv) If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Member, or if it provides a reasonable alternative under this Section, it may deny the Member access to the membership list.
 - (v) Any inspection and copying under this Section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 26.02 Accounting Records and Minutes

On written demand on the Corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board

of Directors, and committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 26.03 Articles and Bylaws

This Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and bylaws, as amended to the current date, which shall be open to inspection by the Members at reasonable times during office hours. If the Corporation has no business office in California, the secretary shall, on the written request of any Member, furnish to that Member of a copy of the Articles of Incorporation and bylaws, as amended to that current date.

Section 26.04 Directors Right to Inspect

Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the Director's agent or attorney. The right of inspection include the right to copy and make extracts of documents.

ARTICLE XXVII. REQUIRED REPORTS

Section 27.01 Annual Report

The Board shall cause an annual report to be sent to the Members and Directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust of funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes.
- (d) The Corporation's expenses or disbursements for both general and restricted purposes.
- (e) Any other information required by these bylaws.

An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

- (f) This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any Member who requests it in writing.

Section 27.02 Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all Members, or as a separate document if no annual report is issued, the Corporation shall within 120 days after the end of the Corporation's fiscal year, annually prepare and mail or deliver to each Member and furnish to each Director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (i) in which the Corporation, or its parent or subsidiary, was a party, (ii) in which an “interested person” had a direct or indirect material financial interest and (c) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is either:
 - (i) Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - (ii) Any holder of more than 10 percent of the voting power of the Corporation, its parents, or its subsidiary. The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under Article XXI of these bylaws, unless that indemnification has already been approved by the Members under Corporations Code §5238(e)(2).

ARTICLE XXVIII. AMENDMENTS

Section 28.01 Amendment by Board Subject to Limitation by Members

Subject to the Member’s rights under Article IX of these bylaws and the limitations set forth below, the Board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the Members’ rights as to voting or transfer. The Board may not extend a Director’s term beyond that for which the Director was elected.

Section 28.02 Changes to Number of Directors

Once Members have been admitted to the Corporation, the Board may not, without the Member’s approval, specify or change any bylaw that would:

- (a) Fix or change the authorized number of Directors;
- (b) Fix or change the minimum or maximum number of Directors, or
- (c) Change from a fixed number of Directors to a variable number of Directors or vice versa; Section

Section 28.03 Greater Vote Requirement

If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

Section 28.04 Members’ Approval Required

Without the approval of the Members, the Board may not adopt, amend or repeal any bylaw that would:

- (a) Increase or extend the terms of the Directors;

- (b) Increase the quorum for Member's meetings;
- (c) Repeal, restrict, create, expand or otherwise change proxy rights; or
- (d) Authorize cumulative voting.

ARTICLE XXIX.

ARTICLE XXX. SIGNATORY RIGHTS

Executing Corporate Contracts. Except as otherwise provided in the articles or in these bylaws, the board of directors by resolution may authorize any officer, officers, executive director, agent, or agents to enter into any contract or to execute any instrument in the name of and on behalf of the corporation. This authority may be general or it may be confined to one or more specific matters. No officer, agent, employee, or other person purporting to act on behalf of the corporation shall have any power or authority to bind the corporation in any way, to pledge the corporation's credit, or to render the corporation liable for any purpose or in any amount, unless that person was acting with authority duly granted by the board of directors as provided in these bylaws, or unless an unauthorized act was later ratified by the corporation.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of the U.S. Green Building Council, a California nonprofit public benefit corporation; that these Bylaws are the Bylaws of this Corporation as adopted by the Board of Directors on 04/12/2017; and that these Bylaws have not been amended or modified since that date.

Executed on 04/12/2017 at San Diego, California

_____(Signed)

Tanya Goyette (Printed)

Secretary

— END —