

Board Approved Version on 5/12/11

BYLAWS
OF
U.S. GREEN BUILDING COUNCIL – ARIZONA CHAPTER

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ARTICLE I Name, Purpose, and Composition

A. Name

The name of the Chapter is the “U.S. Green Building Council – Arizona Chapter an Arizona nonprofit corporation, hereinafter referred to as the Chapter. The Chapter is affiliated with the national U.S. Green Building Council, Inc., hereinafter referred to as USGBC.

B. Purpose

The Chapter is organized 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.

C. Chapter Composition

The organization will be composed of the Board, constituent regional Branches, and dues-paying members.

D. Defined Terms

Capitalized terms used in these Bylaws and not otherwise defined shall have the meaning set forth in the Chapter Operating Guidelines.

ARTICLE II Property Inurement

No part of the Chapter’s property shall inure to the benefit of any officer, director, or member of the Chapter.

ARTICLE III Membership

A. Eligibility

Chapter membership shall be open to individuals only. Organizations may sponsor and donate to the Chapter, but may not become Chapter members. Individuals who have paid dues and adhere to the standards for members as established by the Board and the USGBC Chapter Membership Policy, shall be considered members in good standing of the Chapter.

B. Branch Affiliation

Chapter members may select and are encouraged to affiliate with a regional Branch as their primary source of information about and point of interaction with the Chapter.

C. Voting Rights

All Chapter members in good standing shall be eligible to vote on Chapter matters, including elections, and otherwise participate in Chapter activities. Each voting member in good standing is entitled to one vote on each balloted measure.

D. Diversity

The Board shall strive to include diverse sectors of society among its Chapter membership. Diversity may be defined in terms of work activity, e.g., architecture and design, engineering, building product manufacturing, contracting, building construction, real estate finance and sales, legal work, governmental oversight, utility production and service provision, etc. Diversity may also be defined geographically within the territory of the Chapter, socio-economically, racially, ethnically, and otherwise.

E. Termination

Resignation or termination of membership does not relieve a member of responsibility for any financial obligations, including dues and other amounts due, accrued up to the effective date of membership termination. Membership in the Chapter may be terminated for the following reasons:

1. Resignation

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

2. Debt Default

Dues or other financial obligations to the Chapter have not been paid 60 days from the date of the invoice or expiration date, whichever is later.

3. Expulsion

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

ARTICLE IV Dues

A. Annual Dues

1. Determination

Annual Chapter dues are determined by the Board, in accordance with the most recent USGBC Chapter Membership Policy. Such dues are in addition to any dues paid to USGBC for national membership. Branches shall implement the established Chapter dues structure.

2. Discounts

(a) USGBC member employees are eligible to receive a discount, as may be determined by the Board in accordance with the most recent USGBC Chapter Membership Policy.

(b) Full-time students at an accredited college or university and recent graduates under the age of 25 are eligible to receive a discount, as may be determined by the Board in accordance with the most recent USGBC Chapter Membership Policy.

B. Refunds

No dues will be refunded except when required by law.

ARTICLE V Board of Directors

A. 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, including oversight of the Branches. The Board of Directors is responsible for monitoring the fiscal health of the Chapter. The Board of Directors shall adopt policies and procedures for financial management that are consistent with applicable laws.

B. Eligibility

Directors must be chapter members in good standing. The Board shall comply with USGBC Chapter Membership Policy with regard to the proportion of directors who are USGBC national member organization employees. No more than two employees or agents of any one organization may serve as a director in any year.

C. Composition

Except as modified by Appendix A – Chapter Transition Plan, the Board consists of no fewer than three directors, including the Chair, Vice Chair, and Secretary. The number of directors shall be equal to (i) the number of at-large directors plus (ii) the number of Branches plus (iii) the Immediate Past Chair plus (iv) the Executive Director plus (v) any special appointment directors. There is no maximum number of directors, except as limited by the number of Branches of the Chapter. In order to promote diversity, it is desirable that directors are representative of, but not strictly limited to, current USGBC national membership categories.

1. At-large Members

The number of at-large directors shall be equal to four plus the number of Branches, except that the resultant number, if not a multiple of three, shall be rounded up to the next highest multiple of three. For example, if there are four Branches, the number of at-large directors shall be nine, determined as follows: (i) four at-large directors; plus (ii) four additional at-large directors (one for each Branch) is equal to eight at-large directors. Because eight is not a multiple of three, the number of at-large directors is rounded up to nine.

2. Branch Elected Representative Members

The number of Branch Elected Representative directors shall be equal to the number of Branches, with one Elected Representative representing each Branch.

3. Immediate Past Chair Member

The Immediate Past Chair of the Board shall remain a member of the Board.

4. Executive Director Member

If the Chapter has an Executive Director, the Executive Director shall be a member of the Board.

5. Special Appointment Members

Special appointments to the Board may be made when the Board believes that special circumstances warrant it. On those occasions the specific duties shall be clearly defined by the Board. The number of special appointment directors shall be limited to a maximum of three.

D. Voting

Each Director is entitled to one vote, with the exception that the Board's Immediate Past Chair director and the Chapter's Executive Director serve in an advisory capacity as ex officio non-voting directors.

E. Terms

Except as modified by Appendix A – Chapter Transition Plan, director terms vary, as follows:

1. At-large Members
 - (a) Serve three-year terms, staggered, as detailed in the Chapter's Operating Guidelines.
 - (b) At-large directors may not serve consecutive terms as at-large directors.
2. Branch Elected Representative Members
 - (a) Serve two-year terms, staggered, as detailed in the Chapter's Operating Guidelines.
 - (b) Branch Elected Representative directors do not have term limits for the Board of Directors.
3. Immediate Past Chair Member
 - (a) The Immediate Past Chair director serves a one-year term.
4. Executive Director Member
 - (a) The Executive Director serves as a director for a term consistent with his or her term of employment by or contract with the Chapter.
5. Special Appointment Members
 - (a) Serve terms that are clearly defined by the Board at the time of appointment, not to exceed three years.
 - (b) Special Appointment directors may not serve consecutive terms as special appointment directors.
6. Re-election Eligibility
 - (a) Former at-large directors and ex officio directors may be elected as an at-large director following a minimum one-year hiatus.
 - (b) Former Branch Elected Representative directors may be elected as an at-large director with no hiatus.
 - (c) Former special appointment directors may be elected as at-large or Branch Elected Representative directors with no hiatus.
 - (d) Former at-large and ex officio directors, if subsequently elected to a Branch Council, may be elected as Branch Elected Representative directors with no hiatus.
 - (e) Former Branch councilors may serve as at-large directors with no hiatus.

F. Nominations

1. Paths to Directorship

Individuals may become directors of the Board in five ways:

- (a) be elected as an at-large member by the Chapter membership;
- (b) be elected as a Branch Elected Representative member by a Branch Council;

- (c) be selected as Executive Director;
 - (d) via ex officio service as Immediate Past Chair; or
 - (e) be appointed as a Special Appointment member.
2. At-large Member Nominees

For at-large directors elected by Chapter membership, the Chapter Governance Committee shall prepare a slate of candidates. The slate of candidates for at-large seats is to be announced to the Chapter membership at least twenty business days prior to the election.
 3. Branch Elected Representative Member Nominees

Nomination of Branch Elected Representative director nominees is accomplished by the Branch Councils.
 4. Special Appointment Member Nominees

Any Chapter member in good standing may propose to the Chapter Governance Committee that a specific individual be considered for a special appointment to the Board.

G. Elections, Succession, and Confirmations

Chapter Board elections shall be held annually as directed by the Board and in conformance these Bylaws, and as documented in the Chapter Operating Guidelines.

1. At-large Members

The election of at-large directors shall be held annually as directed by the Board and in conformance with these Bylaws and applicable laws. The Board shall provide Chapter members at least twenty business days notice as to the manner and means by which to participate in such election. This election is determined by majority vote of Chapter members participating in the election, subject to the USGBC member organization requirements. Each Chapter member in good standing is entitled to one vote. Voting by electronic means is permitted.
2. Branch Elected Representative Members

Election of Branch Elected Representative directors is accomplished by the Branch Councils using election by consent, to be affirmed by the Board.
3. Immediate Past Chair Member

Upon completion of their term, the outgoing Chair becomes Immediate Past Chair. Following succession, during the first Board meeting of the calendar year, the Board shall propose the Immediate Past Chair as a director, and confirm via a consent round.
4. Executive Director Member

During the Board meeting concurrent with or first following the hiring or contracting of the Executive Director, the Board shall propose the Executive Director as a director, and confirm via a consent round.
5. Special Appointment Members

Election of Special Appointment directors is accomplished by the Board using election by consent.

Results shall be announced to members via regular Chapter communication.

H. Vacancies

If a vacancy occurs on the Board, for any reason, the Chapter Governance Committee shall present a nominee or slate of nominees to the Board, which shall elect a replacement by consent. The confirmed director shall serve for the unexpired portion of the term.

I. Removal

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

J. Powers and Duties

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

K. Extraordinary & Exigent Circumstance

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

L. Compensation

Directors shall not receive compensation for their service as directors. However, a director may be reimbursed for the reasonable costs of expenses incurred by the director in the performance of duties and in accordance with Chapter policy.

ARTICLE VI Chapter Officers

A. Composition

The Officers of the Chapter shall be a Chair, Vice Chair, Secretary, and Treasurer. At least three-quarters of the Chapter's Officers shall be employees of USGBC member organizations, or as otherwise set forth in the current USGBC Chapter Membership Policy.

B. Qualifications

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

1. Chair

The Vice Chair shall automatically succeed the outgoing Chair. Should that succession not occur, for whatever reason, eligible candidates for Chair are all at-large Board members with at least one prior year of Chapter Board experience who possess the skills required to fulfill the duties of Chair and who are not serving in a Branch Elected Representative capacity to the Board.

2. Vice Chair

Eligible candidates for Vice Chair are all at-large Board members in their second year of service.

3. Secretary and Treasurer

All current Board members except the Chair, Vice Chair, Executive Director, and Immediate Past Chair are eligible candidates for Secretary and Treasurer. Additionally, persons from without the Board and possessing the skills required to fulfill the duties of Treasurer may be nominated as Treasurer. A Treasurer elected from without the Board is not a director unless also made a Board Appointed Director.

C. Duplication

No person may hold more than one Chapter or Branch Officer position at the same time.

D. Terms

Officer terms are for one calendar year. The Chair and Vice Chair are inherently limited to one term due to automatic succession. The Secretary and Treasurer may serve up to two consecutive terms.

E. Succession

Subject to this Section, the Chair automatically becomes Immediate Past Chair and the Vice Chair automatically becomes Chair upon completion of their respective terms. At the time of succession, during the first Board meeting of the calendar year, the former Vice Chair and Chair shall be proposed for the offices of Chair and Immediate Past Chair, respectively.

F. Elections

The Officer positions of Chair (if necessary), Vice Chair, Secretary, and Treasurer will be elected by Board members using election by consent.

G. Duties

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

1. Chair

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

2. Vice Chair

The Vice Chair shall assume the powers and duties of the Chair whenever the Chair is absent from any meeting of the Chapter or the Board or is unable or unwilling to act in the capacity of Chair. The Vice Chair shall perform such other duties as shall from time to time be delegated to the Vice Chair by the Board or by the Chair.

3. Secretary

The Secretary shall ensure that the minutes of all meetings of the Chapter and of the Board are taken and distributed in a timely way. The Secretary shall have charge of maintaining historical minutes, keeping all minutes of membership and Board meetings on file. These shall be open for examination by all members upon reasonable notice. In addition, the Secretary shall have charge of such books and papers as the Board may direct. The Secretary assists the Chair in formulating Chapter and Board meeting agendas, and assures that prior meeting minutes, upcoming meeting agenda, and accompanying proposals and reports are distributed in advance of any meeting of the Chapter and Board. In general, the Secretary shall perform all duties incident to the office of the Secretary of a nonprofit corporation incorporated in the State of Arizona.

4. Treasurer

The Treasurer shall:

- (a) Keep or monitor full and accurate financial records and books of account for the Chapter, the preparation of all required financial data, and responsible deposit of all money and other valuables in such depositories as may from time to time be designated by the Board;
- (b) Oversee the development of policies and procedures for fiscal priorities as well as handling, tracking and approved uses of Chapter funds;
- (c) Oversee compliance with such policies and procedures;
- (d) Receive Branch budgets and assist Branch Treasurers with Branch financial matters;
- (e) Develop and monitor the Chapter budget in cooperation with the Executive Director;
- (f) Prepare and present financial reports to the Board; and
- (g) Ensure that directed donations to the Chapter are used exclusively for the directed purpose and no other purpose.

The Treasurer is the Chair of the Finance Committee. The Treasurer shall perform all of the duties as would be incident to the office of Treasurer of a nonprofit corporation incorporated in the State of Arizona.

H. Vacancies

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

I. Removal

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

J. Compensation

Officers shall not receive compensation for their service as Officers.

ARTICLE VII Executive Director and Staff

A. Appointment

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

B. Authority and Responsibility

The Executive Director shall, subject to the control of the Board, ensure that the policies and aims of the Board are implemented and manage the daily affairs of the Chapter. The Executive Director shall perform all duties incident to his or her office and such other duties as may be required by law, by the USGBC Chapter Charter, current USGBC Chapter Membership Policy, the Chapter's Articles of Incorporation, or these Bylaws, or which may be prescribed from time to time by the Board.

C. Execution of Contracts

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the Executive Director may, in the name of the Corporation, execute such contracts, checks, or other instruments, which may from time to time be authorized by the Board.

D. Operational Support

The Executive Director provides operational support to the Branch Governing Councils, Branch General Circles and Vertical Circles to ensure that the Board's policies and aims, are implemented.

E. Budget Preparation

The Executive Director shall assist the Chapter Treasurer in the preparation of the Chapter budget and reports.

F. Performance Review

Executive Director performance reviews shall be conducted annually by the Executive Committee of the Board. The Board Chair will report to the Board a summary of each performance review.

ARTICLE VIII Branches

The Chapter shall be comprised of regional Branches. The names of the Branches shall be proposed by the Branch Councils and approved by the Board. The geographical boundaries of each Branch shall be in accordance with boundaries defined by the Board. Refer to Chapter Operating Guidelines for Chapter and Branch functional relationships and Board oversight role.

A. Branch Formation

With Board approval, Chapter members residing in a contiguous Chapter area may form a subdivision of the Chapter in a geographic area within the Chapter's territory, known as a "Branch." The Board may adopt Branch Formation Guidelines, which may stipulate the minimum number of Branch-affiliated members required for a proposed Branch to be granted either provisional or full Branch status. Prior to Branch formation, the proposed Branch shall conform to guidelines established by the Board.

B. Branch Operations

A Branch in good standing shall be operated and managed in conformity with all applicable laws and with policies, procedures, rules, and regulations as set forth by the Board.

C. Suspension and Dissolution

By consent of the Board, directors present at a regular or special meeting of the Board may suspend or dissolve a Branch, if, in the judgment of the Board, such action is in the best interest of the Chapter. Such action shall not affect the standing of the Branch members as members of the Chapter. Suspension or dissolution shall only take place after written specification of the grounds for the proposed action is furnished to the members of the Branch affected. Members of the Branch in question, including directors, shall have an opportunity to comment on the proposed action, but shall not take part in the consent decision. Upon dissolution, all remaining assets of the dissolved Branch shall revert to the Chapter. Directors who are also members of the Branch in question shall not be counted when calculating a quorum.

ARTICLE IX Circle Composition

A. Committees

Committees represent the most basic circles of the Chapter and Branches and are where the tactical work of the Chapter and Branches occurs.

1. Chapter-level Committees

(a) Executive Committee

The Executive Committee shall have such power and duties as may be designated by the Board from time to time.

The Executive Committee shall be comprised of the Officers of the Chapter: the Chair, Vice Chair, Secretary, and Treasurer, plus the Executive Director and Immediate Past Chair.

(b) Governance Committee

The Governance Committee shall assist the Board with governance issues, including interpretation of these Bylaws, elections and vacancies. The Governance Committee shall have such powers and duties as may be designated by the Board from time to time.

(c) Finance Committee

The Chapter will have a Finance Committee. The Treasurer will serve as the Finance Committee Chair. The Finance Committee shall be responsible for oversight of the Chapter Treasurer and have such powers and duties as may be designated by the Board from time to time.

(d) Other Committees

The Board may appoint other Advocates, committees, working groups, or task forces as necessary to carry out the business of the organization with powers and duties as may be designated by the Board from time to time. Chapter-level committees report to the Board.

B. Circle Relationships

Refer to Chapter Operating Guidelines for functional relationships among Chapter and Branch Committees and Board oversight role.

ARTICLE X Finances

A. Contracts

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

B. Checks, Drafts, etc.

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

C. Deposits

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

D. Gifts

The Board may accept on behalf of the Chapter any contribution, gift, bequest or device for the general purposes or for any special purpose of the Chapter, within the limitations set by the Chapter's conflict of interest policy.

E. Regular Review

The accounts of the Chapter shall be reviewed not less than annually by a qualified individual or review body as recommended by the Finance Committee and approved by the Board. Results shall be reported to the Board.

The accounts of the Chapter shall be reviewed no less than every three years by an independent CPA who shall be recommended by the Finance Committee and approved by the Board. The review shall be of a specific scope determined and recommended by the Finance Committee and approved by the Board. The CPA shall report to the Board.

ARTICLE XI Indemnification

To the fullest 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, including, without limitation, the directors and officers. 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 or as otherwise limited by applicable state law. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled. This clause in itself does not mean that indemnified individuals are actually protected unless the Chapter provides insurance or other means by which to provide such indemnification. The Chapter shall purchase Directors and Officers liability insurance and such other insurance as may be determined by the Board to provide for such indemnification.

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 State of Arizona Nonprofit Code. The Chapter may also be dissolved upon the request of its Board of Directors and with the approval of the USGBC. Upon the dissolution or liquidation of the Chapter, any of its assets remaining after payment of all liabilities shall be distributed by a vote of the Board of Directors to one or more organizations that are organized and operated exclusively for charitable educational or scientific purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Code and as stated in the Chapter's Articles of Incorporation.

ARTICLE XIII Amendments

A. Authority and Limitations

These Bylaws may be altered or repealed, and new agreements made, by consent of the Board of Directors, within the framework of (i) the Chapter Articles of Incorporation, and, (ii) in order to maintain affiliation with USGBC, in accordance with the USGBC Chapter Charter and current USGBC Chapter Membership Policy.

B. Process

These Bylaws may be amended by two-thirds vote of the entire Board of Directors. These Bylaws may also be amended by the affirmative vote of a majority of the members, in person or by proxy, at any regular or special meeting of the membership, or by electronic ballot, provided that notice of the substance of the proposed amendment has been sent to each member at least 20 business days prior to the date of the regular or special meeting involved or prior to the day the electronic ballot is sent.

ARTICLE XIV Future Review and Ratification

These Bylaws must be re-submitted and ratified by the Board of Directors in calendar year 2014.

ARTICLE XV Adoption of Bylaws

The undersigned Secretary of the Chapter certifies that the foregoing Bylaws and any attached exhibits, schedules, or appendices are the Bylaws duly adopted by the Chapter on the ____ day of _____, 2011.

_____, Secretary

Appendix A - Chapter Transition Plan

Figure 1. Board of Directors

Incumbent	Seat	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Ex Officio Members																
Not Currently Applicable	Exec. Director	As applicable, per contract ...														
Rich Michal	Imm. Past Chair	R. Michal	S. Gerstle	J. Stanton												
Stefanie Gerstle	BOD Chair	Chair	J. Stanton													
Scott Price	C GC Chair															
Nate Riggle	S GC Chair															
Lisa Lowery	GY SC Rep #1															
Laurel Collins	GY SC Rep #2															
Members Elected by Chapter Membership / 3-Yr Terms																
Pending 7/2011 BOD election	At-Large 1A ¹	Treasurer														
Dan Vermeer	At-Large 1B ¹															
Rebecca Tarantino	At-Large 1C															
	At-Large 2A ¹															
Jeff Stanton	At-Large 2B ¹	V. Chair														
Julie Leid	At-Large 2C															
	At-Large 3A ¹															
Rich Franz-Ünder	At-Large 3B ¹	Secretary														
	At-Large 3C ³															
	At-Large 4A ^{1,2}															
	At-Large 4B ^{1,2}															
	At-Large 4C ^{1,2}															
	At-Large 5A ^{1,2}															
	At-Large 5B ^{1,2}															
	At-Large 5C ^{1,2}															
Members Elected by Branch GC / 2-Yr Terms																
Stephanie Weigold	Branch 1D															
Jason Laros	Branch 2E ¹															
Amanda Acheson	Branch 3D ¹															
	Branch 4E ²															
	Branch 5D ²															
	Branch 6E ²															
	Branch 7D ²															
	Branch 8E ²															
	Branch 9D ²															
	Branch 10E ²															
Board Continuity (excluding Executive Director)		50%	38%	57%	56%	53%	60%	62%	62%	52%	58%	62%	62%	62%	62%	62%
2019-2025 Average = 60%																

1. During the first Board meeting following their election to the Board, directors elected in the same election to these seats shall determine which staggered term to fill using the following method: The Board Chair shall withdraw from a deck of cards equal quantities of ace, two, and three cards in sufficient number as to represent the total number of contested terms. The Chair shall then shuffle and hold this "hand" of cards such that the faces are not visible. Each newly elected Director shall draw one card. Those who draw aces shall serve a one year term, twos shall serve a two year term, and threes shall serve a three year term. Subsequent electees to these seats shall serve three-year terms that continue the established stagger.
2. Future Branches, At-large directorships, and Branch Elected Representative directorships shown as exemplary reference only. Actual phasing timeline may vary.
3. This seat shall remain vacant during 2012 in order to compensate for the 2012 Chair's required additional year.

Appendix A - Chapter Transition Plan

Figure 2. Central Branch Governing Council

Incumbent	Seat	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Ex Officio Member																
Denise van den Bossche	Imm. Past Chair		S. Price													
Members Elected by Branch Membership / 3-Yr Terms																
Paul Prosser	At-Large 1															
Jeff Stanton	At-Large 2															
Lisa Barnard	At-Large 3															
Thad Seligman	At-Large 4															
Dan Vermeer	At-Large 5															
Sommer Decker	At-Large 6															
Stephanie Weigold	At-Large 7															
Denise van den Bossche	At-Large 8															
<i>Vacant, pending appt.</i>	At-Large 9															
Joe Zazzera	At-Large 10 ¹	Secretary														
Scott Price	At-Large 11 ¹	Chair														
Peter Newton	At-Large 12 ¹															
Member Elected by Chapter BOD / 1-Yr Term²																
BOD 1	N/A															
Member Elected by Branch General Circle / 1-Yr Term (Max 2 consecutive)²																
Gen Cir 1	N/A															
GC Continuity		69%	60%	67%	67%	58%	75%	58%	67%	58%	58%	58%	75%	58%	67%	58%
2014 - 2025 Average = 63%																

- 1. At-large councilorship eliminated at end of incumbent's term.
- 2. Consecutive and non-consecutive terms shown are example random selections only. Actual terms may vary.

Appendix A - Chapter Transition Plan

Figure 3. Northern Branch Governing Council

Incumbent	Seat	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Ex Officio Member																
Tim Kinney	Imm. Past Chair		B. Ketter	J. Leid												
Members Elected by Branch Membership / 3-Yr Terms																
Bridget Bero	At-Large 1															
Amanda Acheson	At-Large 2	Secretary														
Robert Breunig	At-Large 3															
Zsuzsi Kovacs	At-Large 4															
Susan Weitzman	At-Large 5	Treasurer														
Julie Leid	At-Large 6	V. Chair	Chair													
Mike Sheau	At-Large 7															
Brian Ketter	At-Large 8	Chair														
Paul Turner	At-Large 9															
Michael Thomas	At-Large 10 ¹															
Hadassah Ziggler	At-Large 11 ¹															
Member Elected by Chapter BOD / 1-Yr Term²																
	BOD 1	N/A														
Member Elected by Branch General Circle / 1-Yr Term (Max 2 consecutive)²																
	Gen Cir 1	N/A														
GC Continuity		67%	62%	67%	67%	58%	67%	67%	67%	67%	58%	58%	67%	58%	58%	75%

2014 - 2025 Average = 64%

1. At-large councilorship eliminated at end of incumbent's term.
2. Consecutive and non-consecutive terms shown are example random selections only. Actual terms may vary.

Appendix A - Chapter Transition Plan

Figure 4. Southern Branch Governing Council

Incumbent	Seat	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Ex Officio Member																
Arthur Stables	Imm. Past Chair		N. Riggle	D. Crockett												
Members Elected by Branch Membership / 3-Yr Terms																
Judy Guentzler-Collins	At-Large 1															
Jason Laros	At-Large 2															
Hillary Grigel	At-Large 3	Secretary														
Diana Rhoades	At-Large 4															
Rich Franz-Under	At-Large 5															
Doug Crockett	At-Large 6	V. Chair	Chair													
Eric Shoberg	At-Large 7															
Kurt Wadlington	At-Large 8															
Tina Moreno	At-Large 9															
Vacant, pending appt.	At-Large 10 ^{1,2}															
Martin Yoklic	At-Large 11 ¹															
Rebecca Tarantino	At-Large 12 ¹	Treasurer														
Nate Riggle	At-Large 13 ^{1,3}	Chair														
Member Elected by Chapter BOD / 1-Yr Term⁴																
	BOD 1	N/A														
Member Elected by Branch General Circle / 1-Yr Term (Max 2 consecutive)³																
	Gen Cir 1	N/A														
GC Continuity		64%	64%	69%	67%	67%	58%	75%	58%	58%	67%	58%	67%	67%	58%	67%
<i>2014 - 2025 Average = 64%</i>																

1. At-large councilorship eliminated at end of incumbent's term.
2. Term may be reduced at the Governing Council's discretion at the time an appointment is made. Elimination of this councilorship is effective at the end of the term established.
3. Automatic term extension to accommodate Executive Committee Chair succession, per Arizona Chapter Bylaws dated November 5, 2009.
4. Consecutive and non-consecutive terms shown are example random selections only. Actual terms may vary.