

**BYLAWS
OF THE UNITED STATES GREEN BUILDING COUNCIL-
CINCINNATI REGIONAL CHAPTER**

**ARTICLE 1
GENERAL**

SECTION 1.1 NAME

The name of the organization is the United States Green Building Council - Cincinnati Regional Chapter, a nonprofit corporation in the state of Ohio, hereinafter referred to as the Chapter. The U.S. Green Building Council, located in Washington, D.C. is hereinafter referred to as USGBC National.

SECTION 1.2 LOCATION

The Chapter shall be located in the State of Ohio with offices as appropriate to support the Chapter's mission, objectives and purposes.

**ARTICLE 2
NONPROFIT PURPOSES AND GOVERNANCE**

SECTION 2.1 IRS SECTION 501(C)(3) PURPOSES

This Chapter is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

SECTION 2.2 VISION, MISSION, AND PURPOSES

The vision of the United States Green Building Council - Cincinnati Regional Chapter is that all buildings and communities will regenerate and sustain the health, prosperity and vitality of all life within a generation. The mission of the Chapter is to transform the way regional buildings and communities are designed, built, and operated, enabling an environmentally and socially responsible, healthy, and prosperous built and natural environment that improves the quality of life. The primary purpose of this Chapter is to promote responsibility for the environmental legacy and built environment in the Cincinnati region.

SECTION 2.3 CHAPTER GOVERNANCE AND MANAGEMENT

The Chapter shall be governed by its Bylaws and the Board of Directors. It shall comply with all applicable local, state, and federal laws. It shall manage its financial affairs in accordance with generally accepted accounting principles.

ARTICLE 3

MEMBERSHIP

SECTION 3.1 ELIGIBILITY

- 1) Chapter membership shall only be open to individuals.
- 2) Individuals who are employees of USGBC National member organizations are eligible to be Chapter Members.
- 3) Individuals who are not employees of USGBC National member organizations are eligible to be Associate Chapter Members.
- 4) Individuals who are full time students at accredited institutions or have graduated from such fewer than five years prior are eligible to be Emerging Green Builder, hereinafter referred to as EGB Chapter Members.
- 5) Chapter Members, Associate Chapter Members, and EGB Chapter Members, hereinafter referred to as Members, shall be entitled to all and equal privileges of membership, except as otherwise specified in these Bylaws.
- 6) Members of other USGBC chapters are entitled to be members of this Chapter.
- 7) A Member shall be in good standing only if the membership dues of the Member are paid in full.
- 8) Organizations may sponsor and donate to and otherwise support the Chapter but may not become Chapter members.
- 9) An organization's membership in USGBC National does not entitle its employees to Chapter benefits, except as noted in these Bylaws.

SECTION 3.2 REPRESENTATION

- 1) All members in good standing shall be eligible to vote on chapter matters, including referenda and elections, and otherwise participate in chapter activities in accordance with these Bylaws.
- 2) Each member shall be entitled to one vote on each matter submitted to a vote of the membership, by the decision of the Board of Directors.
- 3) Proxy voting is not permitted. Voting by mail or electronic means may be permitted as determined by the Board.

SECTION 3.3 DUES

- 1) Chapter membership dues shall be established by the Chapter.
- 2) The Finance Committee shall recommend dues levels. The Board of Directors shall set dues levels.

SECTION 3.4 MEETINGS

- 1) General membership meetings may be called at the discretion of the Board for matters pertaining to the membership.

- 2) Special meetings of the Chapter may be called at the discretion of the President, Vice President, Secretary, or Treasurer, or with the written request of at least ten percent of current Chapter members.
 - a. Notice of a special meeting stating the purposes for which the meeting is called will be given not less than two weeks before the date of the meeting.
 - b. The Board shall determine quorum of the Board for special meetings.

ARTICLE 4 DIRECTORS

SECTION 4.1 NUMBER

The Chapter shall have twelve Directors, hereinafter referred to as Board Members or Members of the Board. Collectively they shall be known as the Board of Directors. The Board of Directors is elected by and from the membership.

SECTION 4.2 COMPOSITION

- 1) Four of the twelve Board Members shall be the chapter officers: President, Vice President, Secretary, and Treasurer.
- 2) One of the twelve Board Members shall be the Immediate Past President of the Chapter. This person shall serve as a Board member for the year immediately following his or her presidency and shall have full voting privileges.
- 3) Appointed Board Members: There shall be at any time a maximum of two appointed or invited Board Members. These Board Members are invited by the Board of Directors to provide advice, liaison, and understanding in the operation of the Board. They shall serve staggered terms of up to two years. They may be appointed at any time during the board's term of office. Their term shall expire at the end of the following Chapter year. In the event that more than two candidates are considered for one available seat, the Nominating Committee shall prepare a slate for election by the Board. In their capacity as appointed Board Members, they shall be entitled to all the privileges accorded to elected members of the Board, including voting in the matters and actions pertaining to the Board of Directors.
- 4) Board Members may have the duties of Officer and/or Member Circle Chairperson.
- 5) Each Board Member shall be eligible to cast only one vote on Board matters.

SECTION 4.3 QUALIFICATIONS AND ELIGIBILITY

- 1) All Members of the Chapter are eligible to serve as Board Members.
- 2) A Board Member must be a Member in good standing.
- 3) No more than one representative of any organization may serve on the Board of Directors at any one time.
- 4) A Board Member of another USGBC chapter may not serve on the Board of Directors of this

Chapter.

SECTION 4.4 NOMINATIONS AND ELECTIONS

1) Nominations. The Board shall appoint a Nominating Committee which shall include the Immediate Past President, President, Vice President and those Board Members not eligible for nor seeking re-election. A Board Member seeking re-election may not serve on the Nominating Committee. The Board shall present the Nominating Committee with the names of candidates for the Board. The Nominating Committee shall review the candidates and submit a slate to the Board which shall approve each candidate. The number of candidates on the ballot shall be no less than one-and-one-half times the number of open seats on the Board. All candidates must consent to serve at the time of nomination.

2) Elections. Candidates for the Board, and information thereof, shall be presented to the membership no less than two weeks prior to the election. Balloting shall be by online voting or other similar secret voting procedure. Voters may cast one vote for each open Board seat. The number of candidates with the most votes equal to the number of open seats shall be elected. In the case of a tie the victor shall be determined by the current Board, in executive session.

SECTION 4.5 DUTIES

The Board of Directors may establish policies, procedures, or such other rules that are consistent with these Bylaws and with the Bylaws and Policies of USGBC. The Board of Directors shall govern the Chapter. The Board of Directors speaks on behalf of the Chapter. Officers, Board Members, Member Circles, and Committees do not speak for the Board, except where a clear delegation has been made.

SECTION 4.6 TERM OF OFFICE

1) Terms. Board Members shall serve a term of two years. Board Members may serve no more than two consecutive terms, to be followed by a minimum of one year off of the Board before a person may return to the Board.

2) Leave of Absence. By resolution of the Board, a Board Member may take a leave of absence from the Board for up to six months. Such leaves of absence shall not extend a term of office. The Board may approve more than one leave of absence for a Board Member. An extended leave of absence may trigger a vacancy on the Board of Directors at the discretion of the Board.

SECTION 4.7 VACANCIES

1) Vacancies on the Board of Directors shall exist when either of the following conditions is met:

- a. On the death, resignation, or removal of any Board Member

- b. When the number of authorized Board Members is increased or a position remains unfilled after elections

- c. At the discretion of the Board during a leave of absence

2) Resignation. A Board Member may resign from the Board by giving written notice to the President, Secretary, or the Board of Directors. The resignation is effective immediately unless the notice specifies a later time named in the notice.

3) Warnings and Removal. A Board Member may be removed for cause in accordance with Ohio law or as determined by the Board, by vote of three fourths of the active Board, and after two documented warnings from the Board without corrective action. A Board Member who has been removed shall be ineligible to serve on the Board or as chairperson of a Committee or Member Circle for a period of one year. Causes for removal include:

- a. Failure to abide by the Bylaws and policies of the Chapter
- b. Repeated and inexcusable absences from meetings of the Board of Directors
- c. Serious deviation from the mission of the Chapter
- d. The commission of a felony under local, state, or federal law

4) Filling Vacancies. The Board shall appoint a Nominating Committee which shall include the Immediate Past President, President, Vice President and those Board Members not eligible for nor seeking re-election. The Board shall present the Nominating Committee with the names of candidates to fill the vacancy on the Board. The Nominating Committee shall review the candidates and submit the names of the candidates to the Board. A majority of Board Members shall select an individual to fill the vacant Board position. If the number of Board Members in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Board Members in office. In the case where no majority is obtained, a runoff between the two candidates with the largest number of votes shall be held.

A person appointed to fill a vacancy on the Board shall be equal to, have all the power, authority, and duties of other Board Members, and shall hold office until the next election of the Board of Directors.

SECTION 4.8 COMPENSATION

Board Members shall serve without compensation. Board Members may be reimbursed for expenses. The Board shall determine the disbursement of these funds.

SECTION 4.9 MEETINGS

1) The Board of Directors shall hold regular meetings no less than four times per year. Attendance at such meetings shall be in person or by telecommunication.

2) Notice of meetings shall be provided by e-mail, postal mail, telephone, or other equivalent method. Notice shall be provided to Members of the Board no less than two weeks prior to the meeting. Notice of meetings shall be provided to the Membership no less than ten days prior to the meeting.

3) Minutes of the meeting shall be published, upon approval by the Board, within seven calendar days.

SECTION 4.10 QUORUM FOR MEETINGS

A quorum for voting at regular meetings is two-thirds of the Members of the Board. A quorum of Members of the Board present is required on all votes except where some other number is required by law or these Bylaws.

SECTION 4.11 CONSENSUS ACTION AS BOARD ACTION

Every act or decision done or made by the Board Members present at a meeting duly called and held at which a quorum is present and consensus is reached through Dynamic Governance is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, the Board so decides, or provisions of law require different voting rules for approval of a matter by the Board.

SECTION 4.12 CONDUCT OF MEETINGS

1) Meetings of the Board of Directors shall be called and presided over by the President, or, in the President's absence, by the Vice President. In the absence of each of these persons, the Board Members present shall select a chairperson of the meeting. The Secretary of the chapter shall act as secretary of all meetings of the Board. In his or her absence the presiding officer shall appoint another person to act as secretary of the meeting.

2) Closed session. The Board shall operate to the extent possible in an open and transparent process. At any time the Board may go into closed or executive session at the request of any Officer or Member of the Board.

SECTION 4.13 NONLIABILITY OF BOARD MEMBERS

The Board Members shall not make commitments of behalf of the chapter without prior review by the Board. The Board Members shall not be held personally liable for the debts, liabilities, or other obligations of the Chapter.

SECTION 4.14 DOCUMENTATION

Board Members shall provide documentation required by USGBC National under provisions of the Chapter Charter.

ARTICLE 5 OFFICERS

SECTION 5.1 DESIGNATION OF OFFICERS

The officers of the Chapter shall be the President, Vice President, Secretary, and Treasurer. These officers shall comprise the Executive Committee as addressed under Article 7, Section 1.

SECTION 5.2 QUALIFICATIONS

Officers must be Members of the Chapter who have been elected to the Board of Directors. No person may hold more than one office any one time.

SECTION 5.3. SELECTION

Officers shall be selected from among the Board of Directors following the procedures established by the Board and these Bylaws.

SECTION 5.4 DUTIES

- 1) President. The President shall be the principle executive officer of the Chapter and shall preside over the meetings of the Board, Executive Committee, and membership. The President shall execute all corporate documents and contracts into which the Chapter may enter unless execution thereof is delegated by the Board of Directors or these Bylaws to some other officer(s) or agents of the Chapter. The President shall supervise the Chapter staff and contractors. The President shall serve as an ex-officio member of all Committees and Member Circles.
- 2) Vice President. In the absence of the President, the Vice President shall assume the duties of the President. Additional duties may be assigned by the President or the Board of Directors.
- 3) Secretary. The Secretary shall take and disseminate meeting minutes, or assign an agent to perform these tasks, compile and maintain Chapter records and documents.
- 4) Treasurer. The Treasurer is the financial officer of the Chapter. The Treasurer shall care for the Chapter's funds, prepare accounts of the receipts and disbursements, and prepare and submit to the Board, annually, a budget. The Treasurer shall serve as ~~the main~~ signatory on all Chapter banking accounts.
- 5) Delegation of assignment or performance of a task by an officer for tasks assigned to that officer shall not constitute the delegation of responsibility for that task.

SECTION 5.5 TERMS OF OFFICE

- 1) Terms. Officers shall be selected by the Board for a term of one year. An Officer may serve in either the first or second year of the two-year directorship, or both.
- 2) Succession.
 - a. Where the Secretary or Treasurer serves in the first year of his or her directorship, this person shall serve as Board Member in the second year. A Board Member may succeed himself as Secretary or Treasurer in the term immediately following service in said office.
 - b. The President shall become the Immediate Past President upon completion of the term of office for a period of one year in the year immediately following the term as President. The President shall hold the position of Immediate Past President irrespective of term limit restrictions addressed in Article 4, Section 6 of these Bylaws.
 - c. The Vice President shall become the President upon completion of the term of office for a period of one year in the year immediately following the term as Vice President.
 - d. Where an Immediate Past President serves in the first year of a two year term, the seat becomes vacant for the second year and shall be filled in accordance with provisions addressed in Article 4, Section 7 of these Bylaws for filling a vacancy on the Board.
- 2) Leave of Absence. Officers are eligible for a leave of absence under Article 4, Section 6 of these Bylaws.

SECTION 5.6 VACANCIES, REMOVAL AND RESIGNATION

1) Vacancies. If a vacancy occurs among the Officers for any reason, the Board shall select a replacement. In addition, vacancies of Officers shall otherwise follow the procedures addressed under Article 4, Section 7 of these Bylaws.

2) Removal. An Officer may be removed with or without cause by a simple majority vote of the Board of Directors at a duly held meeting. In addition, removal of Officers shall otherwise follow the procedures addressed under Article 4, Section 7 of these Bylaws.

3) Resignation. Any Officer may resign by giving written notice to the President, the Secretary, or the Board of Directors. The resignation is effective immediately unless the notice specifies a later time named in the notice.

ARTICLE 6 CHAPTER STAFF AND CONTRACTORS

SECTION 6.1 SELECTION AND APPOINTMENT

The President shall appoint an Administrative Services Committee to determine and recommend candidates for the Executive Director, Administrative Director, other staff, and contractors, per the qualifications outlined by the Board. The Board of Directors shall approve and appoint the staff and contractors who serve at the will of the Board.

SECTION 6.2 DUTIES

The Board shall establish the roles and responsibilities for the staff and contractors, which shall carry out the policies and programs of the Chapter and perform other such duties as may be directed by the Board.

ARTICLE 7 COMMITTEES AND MEMBER CIRCLES

SECTION 7.1 EXECUTIVE COMMITTEE

The Executive Committee of the Chapter shall consist of the officers of the Chapter. The Executive Committee is not a standing committee of the Board. It meets as required under special circumstances or as determined by the President. The Board of Directors may, by a simple majority vote of its members, delegate to the Executive Committee the powers and authority of the Board in the management of the business and affairs of the Chapter, to the extent permitted, and except as may otherwise be provided, by provisions of law. By a simple majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the Chapter records, and report the same to the Board as the Board may require.

SECTION 7.2 STANDING COMMITTEES

The Chapter shall have the following Standing Committees: (1) Finance Committee, (2) Membership Committee. All Standing Committee shall select a Chair. The Treasurer shall act as Chair of the Finance Committee. The Board may designate one or more additional Standing or temporary committees by a resolution passed by a majority of the Board. The Finance Committee shall control and protect the funds belonging to the Chapter. The duties of the Finance Committee include those addressed in Section 5.4.4 of these Bylaws. The Membership Committee is responsible for the development, recruitment, and retention of Chapter Members. It shall provide regular reports on the status of membership.

SECTION 7.3 COMMITTEES OF THE BOARD

The Board shall have the following Committees of the Board: (1) Development Committee, (2) Nominating Committee. Committees of the Board shall consist solely of Members of the Board. All Committees of the Board shall select a Chair. The Development Committee shall create and develop funding sources including the recruitment and retention of sponsors, gifts, grants, donations, and other sources of income. The structure and duties of the Nominating Committee include those addressed in Section 4.4 of these Bylaws.

SECTION 7.4 GENERAL CIRCLE

1) Composition. The General Circle shall be comprised of the Chairperson from each of the Member Circles, a second representative appointed by the corresponding Member Circle, the President of the Chapter, and a second Board representative appointed by the Board.

2) General. The General Circle shall provide oversight of the Member Circles. The General Circle shall assist the Member Circles with communication between the Member Circles and provide a forum for resolution and action. The General Circle shall not make decisions or take action for the Board unless delegated to do so as documented by the Board. The Board shall establish procedures for General Circle interaction with the Board.

3) Meetings and Action by the Member Circles. General Circle meetings shall be held at a minimum of eight times per year. A General Circle Facilitator shall be elected by the General Circle. The Facilitator shall be a Member in good standing of the Chapter. The Facilitator shall run the General Circle meetings, present an agenda at a minimum of one week prior to the meeting, assign a General Circle Member to take and distribute meeting minutes, and facilitate the discussion.

4) Consensus Action as General Circle Action. Every act or decision done or made by the General Circle present at a meeting duly called and held at which a quorum is present and consensus is reached through Dynamic Governance is the act of the General Circle, unless these Bylaws, the Board, or General Circle so decides, or provisions of law require different voting rules for approval of a matter by the General Circle.

5) Quorum for Meetings. A quorum for voting at regular meetings is one-half of the Members of the General Circle. A quorum of Members of the General Circle present is required on all votes except where some other number is required by law or these Bylaws.

SECTION 7.5 MEMBER CIRCLES

1) General. The Chapter shall have such Member Circles and task forces as deemed necessary by the Board. Member Circles shall recommend options and propose activities for the Chapter and determine their mission, vision, aims, and needs. These shall be presented to the Board for review and approval by the Board through the General Circle. Member Circles shall act in an advisory capacity to the Board and shall not make decisions or take action for the Board unless delegated to do so as documented by the Board. The Board shall establish procedures for Member Circle interaction with the Board. Member Circles may consist of persons who are not members of the Board.

2) Member Circle Responsibilities. Member Circle shall establish and record roles and responsibilities which are incorporated into these Bylaws by reference, to be approved by a majority of the Board.

3) Meetings and Action by the Member Circles. Member Circle Chairpersons shall establish regular meeting times and provide notice to the membership of committee meetings. Each Member Circle Chairperson shall keep regular minutes of its proceedings and report to the General Circle at least one week prior to monthly meetings of the General Circle, or as directed by its Facilitator.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 8.1 EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer, agent or employee of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. The contract must be within the policy, budget, and mission of the organization. Instruments and contracts in the areas of conflicts of interest and/or loan or line of credit documents absolutely may not be executed without the express consent of the Board.

SECTION 8.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Chapter shall be signed by any of the following: Treasurer, President, or Executive Director. The Board may add additional signatories as deemed necessary for the efficient transaction of business. The Board may set additional policy directives as to the issuance and signing of checks.

SECTION 8.3 DEPOSITS

All funds of the Chapter shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as selected by the Treasurer and President of the Chapter.

SECTION 8.4 GIFTS

The Board of Directors may accept on behalf of the Chapter any donation, contribution, gift, bequest, or devise for the nonprofit purposes of this Chapter.

ARTICLE 9 CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 9.1 MAINTENANCE OF CORPORATE RECORDS

The Chapter shall keep on file the following:

- 1) Conflict of Interest Policy, as affirmed by the Board.
- 2) Antitrust Compliance Policy, as affirmed by the Board.
- 3) Minutes of all meetings of the Board of Directors indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof
- 4) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- 5) A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- 6) Articles of Incorporation of the Chapter.
- 7) Bylaws of the Chapter as amended to date.

SECTION 9.2 MEMBERS OF THE BOARD'S INSPECTION RIGHTS

Every Board Member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Chapter and shall have such other rights to inspect the books, records and properties of this Chapter as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 9.3 PUBLIC'S INSPECTION RIGHTS

Every Member of the Chapter shall have the following inspection rights, for a purpose reasonably related to such person's legitimate interest in accordance with State law, to inspect at any reasonable business hour, the Articles of Incorporation, Bylaws, books, records, required federal and state tax forms, and minutes of proceedings of the Members or of the Board or Committees

of the Board, upon written demand on the Secretary of the Chapter by the Member, for a purpose reasonably related to such person's legitimate interests as a Member. The Chapter membership shall have such other rights to inspect the books, records, and properties of this Chapter as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 9.4 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 9.5 PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this Chapter, to be so prepared and delivered within the time limits set by law.

ARTICLE 10 IRS 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 10.1 LIMITATIONS ON ACTIVITIES

The Chapter shall at all times comply with laws and regulations applicable to Section 501(c)(3) organizations. No substantial part of the activities of this Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this Chapter shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this Chapter shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 10.2 PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Chapter shall inure to the benefit of, or be distributable to, its Members, Directors or Trustees, Officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Chapter.

SECTION 10.3 LIQUIDATION OR DISSOLUTION AND DISTRIBUTION OF ASSETS

The Chapter status may be revoked by failure to meet the Chapter standards established by USGBC National, or upon the request of the Chapter Board of Directors with the approval of the Board of Directors of the USGBC. Upon the dissolution of this Chapter, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed by a vote of the Chapter Board of Directors for one or more exempt purposes in the State of Ohio within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of Ohio.

**ARTICLE 11
NON-DISCRIMINATION**

The Chapter is committed to a policy of fair representation and treatment. Representatives of the Chapter shall not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, geography, or age.

**ARTICLE 12
CONFLICTS OF INTEREST**

Business of the Chapter shall be conducted in a manner that does not constitute a conflict of interest in accordance with Chapter policies and that is consistent with USGBC National policies. USGBC Chapter Conflict of Interest Policy is incorporated into these Bylaws by reference. Board Members shall recuse themselves where conflict arises to allow the conduct of Chapter business.

**ARTICLE 13
NON-COMMERCIALISM**

Board Members and members shall represent the Chapter in a way that is informative, educational, promotes sustainability, and is non-commercial, in accordance with Chapter and USGBC National policies.

**ARTICLE 14
AMENDMENT OF BYLAWS**

1) These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a two-thirds vote of a quorum of the Board of Directors. The Bylaws shall subsequently be ratified by the Chapter membership by a simple majority vote of the Members present and voting at a General Meeting in accordance with Article 3, Section 4 of these Bylaws.

2) Emergency amendments may be made to these Bylaws, with the exception of to this provision, at any time, by a quorum vote of two-thirds of the Board of Directors. Emergency amendments are temporary and subject to ratification by the membership within a period of 60 days.

**ARTICLE 15
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Chapter, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding document of this Chapter filed with an office of this state and used to establish the legal existence of this Chapter.

ARTICLE 16
INDEMNIFICATION BY CHAPTER OF MEMBERS OF THE BOARD AND OFFICERS

The Chapter shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Board Member or Officer of the Chapter against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any and all civil demands, claims, suits, and legal proceedings, whether threatened or instituted, and defend such person against any criminal legal proceedings, whether threatened or instituted, that arise from the acts or omissions of such person while acting within the scope of the person's service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Chapter; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled and no amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

ARTICLE 17
INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Chapter (including a Board Member, Officer, employee or other agent of the Chapter) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Chapter would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 18
ANTI-TRUST POLICY

The chapter and its members will be guided in their conduct and discussions by the anti-trust laws of the United States and the State of Ohio, and intend to fully comply with these laws in all of the Chapter's activities as set forth in the Anti-Trust Policy Statement of the Chapter.

-END-

Adopted April 06, 2010