

**BY-LAWS OF  
CONNECTICUT GREEN BUILDING COUNCIL, INC.**

(a Nonstock Corporation)



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**ARTICLE 1**  
**NAME AND PRINCIPAL OFFICE**  
**OF THE CORPORATION**

1.1 **Name:** The name of the corporation is the CONNECTICUT GREEN BUILDING COUNCIL, INC. (hereinafter the “Corporation”), a nonprofit corporation incorporated in the State of Connecticut. The corporation’s abbreviation is CTGBC.

1.2 **Principal Office:** The principal office of the Corporation shall be located at 999 West Street, Rocky Hill, Connecticut 06067, County of Hartford and State of Connecticut, or at such other location(s) as established by the Board of Directors from time to time.

**ARTICLE 2**  
**MEMBERS**

2.1 **Members:** Membership in the CTGBC is open to anyone who supports its purposes. There shall be one class of membership: Individual. All prospective members shall submit the required application form and membership fee to the Corporation. Membership fees shall be established by the Board. Membership shall be renewed annually, or as established by the Board. Members shall have the right to participate in the election of Directors and involve themselves in the activities of the Corporation.

2.2 **Place of Meetings:** Annual and special meetings of the Members shall be held at the principal office of the Corporation or at such other place within or without the State of Connecticut, as may be determined by the Board of Directors and designated in the notice of the

meeting. If a Special Meeting is called by the President at the request of the Members or by the Members themselves, the Members calling the meeting shall determine the place of the meeting.

2.3 **Annual Meeting:** The annual meeting for the announcement of members elected to the Board of Directors, and for the transaction of such other business of the Members as may come before the meeting, shall be held in the month of October, or as determined by the Board of Directors in each year, on a date and at a time and place determined by the Board of Directors. Any matter relating to the affairs of the Corporation may be brought up for action at the annual meeting of Members. Unless stated in the notice of the meeting, no By-law may be brought up for adoption, amendment or repeal and no matter may be brought up which expressly requires the vote of Members.

2.4 **Special Meetings:** Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors. The President, upon written request of not less than a majority of all the Members, shall call a special meeting of the Members for the purposes specified in such request. If the President does not within fifteen (15) days after the receipt of such Members' request call such meeting, the Members may call same. The general purpose or purposes for which a special meeting is called shall be stated in the notice thereof and no other business shall be transacted at the meeting.

2.5 **Notice of Meeting:** Written or printed notice stating the place, day, and hour of a Members' meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting. The notice shall be sent by e-mail, facsimile or by United States mail to each Member of record entitled to vote at such meeting. If sent by email or facsimile, such

notice shall be deemed delivered on the next business day. If mailed, such notice shall be deemed delivered when postmarked.

2.6 **Record Date:** For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or in order to make a determination of Members for any other proper purpose, the Directors of the Corporation shall fix in advance a date as the record date for any such determination of Members, such date in any case to be not earlier than the date such action is taken by the Board of Directors. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed shall be the record date for such determination of Members. The record date is effective as of the close of business on such date.

2.7 **Voting Lists and Inspection:** The Secretary of the Corporation shall make, or cause to be made, at least ten (10) days before each meeting of Members, a complete list or other equivalent record of the Members, arranged in alphabetical order, with their addresses. Such list or other equivalent record shall, for a period of ten (10) days prior to such meeting, be kept on file at the principal office of the Corporation and shall be subject to inspection by any Member during usual business hours for any proper purpose in the interest of the Member or of the Corporation. Such list or equivalent record shall also be produced and kept open to such inspection during the whole time of the meeting and shall be prima facie evidence as to the Members entitled to inspect such list or other equivalent record.

2.8 **Quorum:** At any meeting of Members, at least one-third (1/3) of the Members of the Corporation entitled to vote at such meeting and represented in person or by proxy shall constitute a quorum unless the representation of a larger number shall be required by law, and, in that case, the representation of the number so required shall constitute a quorum. If a larger

number shall be required by law and less than said number of the Members are represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice until a quorum is present or represented, at which time any business may be transacted which might have been transacted at the meeting as originally noticed provided the adjournment does not exceed thirty (30) days. At the reconvened meeting, the Corporation may transact any business that might have been transacted at the original meeting.

2.9 **Voting:** At each meeting of the Members, every Member shall have one (1) vote as of the record date for said meeting. Upon the demand of any Member, the vote upon any question before the meeting shall be by ballot. All questions shall be decided by majority vote except as otherwise provided by these By-laws, the Certificate of Incorporation, or laws of the State of Connecticut.

2.10 **Proxies:** All proxies shall be in writing and shall be filed with the Secretary of the Corporation before being voted. A proxy may be in electronic form (including, but not limited to, email and facsimile) as long as it accurately reflects the intent of the Member and remains accessible in a form that is capable of being accurately reproduced for later reference. A duly executed proxy shall take effect on the date of its execution and shall be limited to a particular meeting not yet held.

2.11 **Irregular Meetings:** Actions taken at any meeting of Members, however called and with whatever notice, if any, are as valid as though taken at a meeting duly called and held with notice if:

- a. all Members entitled to vote were present in person or by proxy and no objection to holding the meeting was made by any Member; or

b. a quorum was present, either in person or by proxy, and no objection to holding the meeting was made by any Member entitled to vote and not present, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the action taken as shown by the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or be made a part of the minutes. The absence from the minutes of any indication that a Member objected to holding the meeting shall prima facie establish that no such objection was made.

2.12 **Order of Business:** The order of business at the annual meeting of the Members and, insofar as practical, at all other meetings, shall be established by the Board of Directors. If a Special Meeting is called by the President at the request of the Members or by the Members themselves, the Members calling the meeting shall establish the order of business.

### ARTICLE 3

#### BOARD OF DIRECTORS

3.1 **Number:** The Board of Directors (the “Board”) shall consist initially of three (3) members. The Incorporator shall appoint the initial three (3) members, who shall serve as President, Vice President, and Secretary for a one (1) year term. Thereafter, the number of Directors shall not be less than three (3) nor more than fifteen (15). The Board shall elect a Chair and Vice Chair from among its members. The Chair shall preside at meetings of the Board. In the absence of the Chair, the Vice Chair shall preside.

3.2 **Powers:** The Board shall have the exclusive control and power to manage the activities, property and affairs of the Corporation and shall determine the manner in which the

funds of the Corporation, both principal and income, shall be applied within the limitations of the Certificate of Incorporation, the Internal Revenue Code of 1986, as amended (the “Code”) and the laws of the State of Connecticut.

3.3 **Term:** The initial Board shall be elected by the Incorporator for a one (1) year term. The term of office for a Director elected thereafter shall be in accordance with the Elections Guidelines. The term of office for newly elected Directors shall begin on the first day in January, or as determined by the Board.

3.4 **Elections:** Board members shall be elected from the membership. The election of Board members shall occur in accordance with provisions set forth in the Elections Guidelines promulgated by the Board, a copy of which is attached hereto as Exhibit A and incorporated herein by this reference.

3.5 **Meetings:** The annual meeting of the Board shall be held at such place and time as determined by the Board. Regular and special meetings of the Board, or any committee thereof, shall be held at such time and place as may be set forth in the notice thereof, provided that at least seven (7) days advance notice (in writing or otherwise) of every meeting shall be given to each Director or member of a committee. Any Director may waive notice of a meeting by an instrument in writing filed with the records of the meeting. Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof may be taken without a meeting, if all members of the Board or the committee, as the case may be, consent thereto in writing, and such written consent is filed with the minutes of the proceedings of the Board or committee. Upon the consent of a majority of the Directors, meetings may be held by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to identify and listen to one another.

At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise expressly required by statute or herein. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without advance notice other than announcement, until a quorum shall be present or available.

3.6 **Committees:** The Board shall have the following standing committees: (1) Membership; (2) Education and (3) Strategic Planning and Finance. The Board may from time to time designate one or more additional standing or temporary committees by a resolution(s) passed by a majority of the Board. All committee(s) shall have a Chair approved by a majority vote of the Board. Committee Chairs shall serve at the pleasure of the Board and shall have such powers and duties as the Board shall deem desirable. The members of such committee(s) shall be determined by the Committee Chair(s). A majority of the members of any committee shall constitute a quorum and the affirmative vote of a majority of such quorum shall be sufficient to conduct any business or pass any measure. The terms of all committee Chairs shall end on the last day of December in each year, or as determined by the Board.

3.7 **Removal:** Any Director may be removed with or without cause at a meeting of the Board duly called for such purpose by a two-thirds (2/3rds) vote of the disinterested members of the Board. The failure of a Director to attend two successive meetings of the Board may be cause for removal.

3.8 **Vacancy:** If the office of any Director shall become vacant by reason of death, resignation, disability, retirement, disqualification, removal from office, or other cause, the

remaining Directors, even if less than a quorum, shall, in accordance with the Elections Guidelines, elect a successor(s) for the unexpired term of each such Director.

3.9 **Compensation:** No Director shall receive any compensation for his or her services in such capacity, but any person may be reimbursed by the Corporation for his or her reasonable out-of-pocket expenses and disbursements on behalf of the Corporation.

## **ARTICLE 4**

### **OFFICERS**

4.1 **Executive Officers:** The Corporation shall have as executive officers a President, Vice-President, Treasurer and Secretary, each of whom shall be elected by the Board. The Board may, in its discretion, create from time to time such other offices as it deems necessary and advisable for the carrying on of the business of the Corporation. The President, Vice-President, Treasurer, and Secretary must be members of the corporation, but are not required to be members of the Board.

4.2 **Powers:** The officers shall have the respective powers and duties which customarily appertain to or are incidental to their respective offices, including but not limited to those set forth hereinafter, and, in addition, such powers and duties as the Board may from time to time designate and confer. The officers shall be authorized, in accordance with the Signature Authority promulgated by the Board, to sign on behalf of the Corporation. A copy of the Signature Authority is attached hereto as Exhibit B and incorporated herein by this reference.

4.3 **President:** The President shall have the responsibility for the day-to-day operations of the Corporation subject to the control of the Board. The President may issue on behalf of the Corporation public statements on policies or matters of concern to the membership.

4.4 **Vice President:** In the absence of the President or in the event of the inability or refusal to act of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

4.5 **Secretary:** The secretary is responsible for keeping all official records, minutes, and documents for the organization as well as official correspondence, notices, mailings, and distribution of the materials as required. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and record all the proceedings of the meetings of the Corporation and of the Board of Directors and shall perform like duties for the standing or temporary committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors. The Secretary shall have charge and custody of and be responsible for voting all duly executed proxies. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or President. When, from time to time, the Secretary is unable to perform the duties of Secretary, the Chair shall appoint an alternate.

4.6 **Treasurer:** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, keep full and accurate accounts of receipts and disbursements and other customary financial records of the Corporation, deposit all monies and valuable effects in the name and to the credit of the Corporation in depositories designated by the Board of Directors and, in general, perform such other duties as may from time to time be assigned to the Treasurer by the Board of Directors or by the President or as are incident to the office of Treasurer.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

4.7 **Compensation:** The compensation of the officers, agents and employees shall be such as may from time to time be fixed by the Board or by the President, if the Board shall have conferred such authority upon the office of the President; but no officer, associate, director, agent or employee of the Corporation shall at any time receive or be entitled to receive any compensation or any pecuniary profit from the operations of the Corporation, except as to reasonable compensation for services actually rendered to or on behalf of the Corporation.

4.8 **Removal:** Any officer may be removed, with or without cause, from such office by a two-thirds (2/3rds) vote of the majority of the disinterested members of the Board at a meeting of the Board called for such purpose.

4.9 **Resignation:** Any officer or director may resign at any time by giving written notice to the Board or to the President or Secretary of the Corporation. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be a condition precedent necessary to its effectiveness.

4.10 **Vacancy:** In the event of resignation, retirement, disqualification, death, disability or removal from office, absence or inability to serve for any reason whatsoever, of any officer of the Corporation, the Board may by resolution temporarily delegate the powers and duties of such Officer to any other Officer or Director, or to any other person whom the Board

may select, or alternatively, the vacancy so created shall be filled by the Board until the next election of the Officers.

## **ARTICLE 5**

### **GENERAL PROVISIONS**

5.1     **Administration:** All documents shall be signed in accordance with the Signature Authority promulgated by the Board.

5.2     **Seal:** The CTGBC shall have exclusive use and control of the corporate seal. The seal shall be circular in form, shall have inscribed thereon the name of the Corporation and the words “Seal” and “Connecticut.” The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any manner reproduced.

5.3     **Fiscal Year:** The fiscal year of the Corporation shall end on the last day of December in each year unless otherwise determined by the Board.

5.4     **Indemnification:** Every person who is or shall be or shall have been a Director or Officer of the Corporation shall be indemnified by the Corporation as provided in Sections 33-1117 and 33-1122, respectively, of the Connecticut General Statutes (the Revised Nonstock Corporation Act of the State of Connecticut) and any successor statute, in each case as limited by Section 33-1121 thereof.

## ARTICLE 6

### AMENDMENTS

6.1 **Amendment:** These By-laws of the Corporation may be amended or repealed at any meeting of the Board by a two-thirds (2/3rds) majority vote of the Board Members; provided, however, that written notice of the proposed change shall be specified in the notice of the meeting to each Board Member; and provided further, that no such action shall be taken, or, if taken, shall be a valid act of the Corporation, if that action would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Date Adopted: May 16, 2002

Robert Maddox, President  
Richard Barredo, Vice President & Treasurer  
John Armatruda, Secretary

Amended September 3, 2002

- changed the last day of the fiscal year from September to December

**EXHIBIT A**

**Connecticut Green Building Council**

**ELECTIONS GUIDELINES**

1. **Election Day** - Members of the Board shall be elected annually, normally before the annual meeting held in October. The term of service begins January 1 following the election.
2. **Eligibility** - All members of the CTGBC who are in good standing are eligible for election to the Board. Service by those elected is voluntary.
3. **Divisions** – Members of the CTGBC shall be organized into three Divisions – I, II, and III - for the purposes of elections. The number of Divisions and the composition of each Division may be modified by the Board. Upon joining the CTGBC, each member shall become a qualified voter in one of the respective Divisions.

Division I	Division II	Division III
Professional Societies	Contractors, Builders	Federal, State and Local Governments
Professional Firms	Product Manufacturers, Building Controls, Service Contractors	Nonprofit Organizations
Financial Institutions	Utilities, Energy Service Providers	Universities, Research Institutes
Real Estate	Retail	General Public

4. **Nominations and Voting** - The electoral process shall proceed in two stages. In the first stage, members interested in serving on the Board may nominate themselves as candidates; in the second stage, members may vote for candidates from their respective Divisions and for candidates from the membership at large.

In the first stage (nominations), the Secretary shall solicit nominations by sending written notice to all Members, asking them to nominate themselves if they wish to be candidates in the election. The notice may be sent by e-mail, facsimile or by United States mail. If sent by email or facsimile, such notice shall be deemed delivered on the next business day. If mailed, such notice shall be deemed delivered when postmarked. Members wishing to be candidates must notify the Secretary within ten (10) days of the notice's delivery.

In the second stage (voting), the Secretary shall prepare ballots with the list of candidates from each Division. Ballots shall be distributed to each Member eligible to vote. Using the "approval voting" method, Members may vote for as many of the candidates within their respective Division as they wish. Members may also vote for as many of the candidates in other Divisions as they wish. Completed ballots must be returned to the Secretary by the deadline.

5. **Voting Methods** - Members may vote in person or by US mail, email, or facsimile. To vote in person, Members shall return their ballots to the Secretary, or designee, no later than the deadline. Members may return their ballots to the Secretary by mail, provided the postmark is no later than the deadline. Members may vote by email, provided the Members have registered an email address with the Secretary at least two weeks prior to the deadline for the express purpose of voting and the emailed ballot is received no later than the deadline. Members may vote by facsimile, provided the transmission date is no later than the deadline.
6. **Successful Candidates** - Votes for the Divisional candidates shall be tallied first. For each Division, candidates shall be rank ordered according to the number of votes each received. In the event of ties, the rank order shall be determined by lot.

Votes for the candidates at large shall be tallied second. All successful Divisional candidates shall be stricken from the list. All remaining candidates – irrespective of Division - shall be rank ordered according to the number of votes each received. In the event of ties, the rank order shall be determined by lot.

No more than two members of a single organization shall be elected and serve on the Board at any given time.

The results of all elections shall be kept by the Secretary as an official record of the organization.

7. **Reporting** - The Secretary shall report the names of successful candidates to the Members not later than 14 days after the election deadline.
8. **October 2002 Election** - Members shall elect fifteen members to the Board. Three Directors shall be elected from each of the three Divisions, and six Directors shall be elected from the membership at large.

For each Division, the candidate ranking 1<sup>st</sup> shall receive a three-year term; the candidate ranking 2<sup>nd</sup> shall receive a two-year term; the candidate ranking 3<sup>rd</sup> shall receive a one-year term.

Candidates at large ranking 1<sup>st</sup> and 2<sup>nd</sup> shall receive three-year terms; candidates ranking 3<sup>rd</sup> and 4<sup>th</sup> shall receive two-year terms; candidates ranking 5<sup>th</sup> and 6<sup>th</sup> shall receive one-year terms.

9. **Subsequent Elections** - Beginning with the election scheduled for 2003, and in all annual elections thereafter, the Members shall elect five members to the Board. Three shall be elected from the three Divisions (one each) and two shall be elected from the membership at large. Nominations and voting will proceed as stated above. All successful candidates shall receive three-year terms.
10. **Vacancy** – In the event of a vacancy in the office of Director, the Board shall determine the successor at the Board's next regularly scheduled meeting. The Secretary shall provide the Board with a copy of the results (rank-ordered lists) from the most recent election. If the vacating Director represented a Division, then the next person on the rank-ordered list for that Division shall be elected as successor for the unexpired term. If the Director had represented the membership at large, then the next person on the rank-ordered list for the membership at large shall be elected as successor for the unexpired term.

**EXHIBIT B**

**Connecticut Green Building Council**

**DELEGATION OF SIGNATURE AUTHORITY**

The Board of Directors (hereinafter the “Board”) of the Connecticut Green Building Council (CTGBC) hereby delegates to the specified CTGBC officers the authority to execute for and on behalf of the CTGBC the following documents:

1. The following are hereby delegated authority to execute any and all types of documents which affect the operations of the CTGBC (except for documents relating to real property and documents which affect borrowing).

President, Vice President or Secretary/Treasurer	up to \$5,000
Two Signatures:	over \$5,000
(President and Vice President, Vice President and Treasurer, or President and Treasurer)	

2. The Secretary/Treasurer is hereby delegated authority to certify to the correctness of CTGBC invoices to the federal, state or local Governments, shipping documents, public vouchers and other documents in connection with claims submitted to the federal, state or local Government for reimbursement to the CTGBC and to the opening and closing of bank and safekeeping accounts, or which relate to the making of deposits in or withdrawals from such accounts. In the absence of the Secretary/Treasurer, the President or Vice President shall have this authority.

3. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary shall have authority to affix the same to any instrument requiring the seal and when so affixed, it shall be attested by the signature of the Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest to the affixing by the signature of such officer.

4. Authority is delegated to execute instruments in the amounts stated with employees, former employees and prospective employees as follows:

President	up to \$5,000
Two Signatures:	over \$5,000
(President and Vice President, Vice President and Treasurer, or President and Treasurer)	

5. The Chairman of the Board of Directors, subject to Board approval, is hereby delegated the authority to sign all documents relating to real property and documents which affect borrowing, and to grant security interests on such real and personal property of CTGBC.
6. Standard documents, defined as purchase orders containing Standard Terms and Conditions, invoices, public vouchers, routine documents relating to terminated or cancelled contracts and other documents designated in writing by the President or Vice President do not require legal advisor review. Only non-standard documents to be executed pursuant to this Delegation of Signature Authority however, will require a review by CTGBC's legal advisor prior to signing.
7. The President and Vice President and their designee(s) (with written authorization), are hereby delegated authority to execute and submit any and all documents required by any local, state or federal agencies. The written authorization of the designee(s) signature authority is to be filed with the Secretary.
8. The Board hereby reserves the right to make modifications on the signature authority delegated herein to the extent deemed appropriate from time to time.

The authorities hereby delegated shall be effective immediately and shall remain in full force and effect until revoked, in whole or in part, by the CTGBC Board of Directors.

Any prior Delegations of Signature Authority relating to the operations of the CTGBC are hereby superseded and revoked.

Dated this 16<sup>th</sup> day of May, 2002

Robert Maddox  
Chair, CTGBC Board of Directors