

WESTERN NORTH CAROLINA GREEN BUILDING COUNCIL BYLAWS

ARTICLE I - NAME, PURPOSE

Section 1

The name of the organization shall be the Western North Carolina Green Building Council (WNGBC).

Section 2

The Western North Carolina Green Building Council is organized exclusively for charitable, scientific and educational purposes, more specifically to promote environmentally sustainable and health conscious building practices through community education.

ARTICLE II - MEMBERSHIP

Section 1

Members shall be individuals or organizations who contribute dues at levels adopted by the Board of Directors.

Section 2 RIGHTS OF MEMBERS

Members shall have voting rights at the annual membership meeting, be eligible to serve on the Board of Directors and to hold office. Each member shall be entitled to one vote on each matter submitted. Members not in attendance at the annual membership meeting may vote by written proxy according to policies established by the Board of Directors.

ARTICLE III - MEMBERSHIP MEETINGS

Section 1 ANNUAL MEETING

The members of the organization shall meet at least once per year at a date, time, and place designated by the Board. At the Annual Meeting the following items of business shall occur:

1. Election of the Board of Directors
2. Report of the activities of the past year
3. Report of the financial status of the organization
4. Proposed activities for the next year
5. Other Business as designated by the Board

Section 2 SPECIAL MEETINGS

Special meetings may be called by the Chair, the Executive Committee of the Board of Directors or the Board of Directors.

Section 3 NOTICE

Written notice of all meetings of the voting members shall be delivered not less than 20 days prior to the date of the meeting. The notice shall specify the place, date, time, and purpose of the meeting.

Section 4 QUORUM

A quorum for any meeting of the voting members shall be those members present in person at the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 BOARD ROLE, SIZE AND COMPENSATION

The Board is responsible for overall policy and direction of the organization and may delegate responsibility for day-to-day operations to staff and/or committees. The Board shall be comprised of an odd number of members of not more than twenty one (21) or fewer than seven (7) members. The board receives no compensation other than reasonable expenses. The Board of Directors shall determine the number of Board members.

Section 2 MEETINGS

The Board shall meet at least four times per year and shall determine the time and place of such meetings.

Section 3 BOARD ELECTIONS

Election of new directors or election of current directors to a second term shall occur at the annual membership meeting.

Section 4 TERMS

All Board members shall serve two-year terms, but are eligible for re-election to additional two-year terms. The length of the terms of approximately one-half of the members of the initial Board of Directors shall be one year and those on such Board serving one or two-year terms shall be determined by lot.

Section 5 QUORUM

A quorum for transacting business and adopting resolutions shall consist of a majority of the Board members.

Section 6 NOTICE

Written notice of all meetings of the Board members shall be delivered not less than 14 days prior to the date of the meeting. The notice shall specify the place, date, time, and purpose of the meeting.

ARTICLE V - OFFICERS

Section 1 ELECTION OF OFFICERS

The Board of Directors, at its first official meeting following an election of Board members, shall elect officers of the organization.

Section 2 OFFICERS AND DUTIES

There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer.

Section 3

The Chair shall convene and preside at regularly scheduled Board meetings. In the absence of the Chair, the presiding officer shall be the Vice-Chair, Secretary and Treasurer in such order of preference.

Section 4

The Vice-Chair shall preside at Board meetings in the absence of the Chair and shall chair committees on special subjects as designated by the board.

Section 5

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all membership and board meetings, sending out meeting notices, distributing copies of Board minutes and Board agenda to each Board member, assuring that corporate records are maintained and comply with state requirements for nonprofit organizations.

Section 6

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, make financial information available to Board members and the public and shall comply with all requirements of the Internal Revenue Service to maintain the organization's tax exempt status.

Section 7 VACANCIES

When a vacancy on the Board exists, the Secretary may receive nominations for new members from present Board members not less than three weeks in advance of a Board meeting. The names of such nominees shall be delivered to Board members with the regular Board meeting notice, to be voted upon at the next Board meeting. A member elected to such a vacancy shall serve until the end of the term of the Board member he/she was elected to replace.

Section 8 RESIGNATIONS, TERMINATIONS, AND ABSENCES

Resignation from the Board must be in writing and shall be effected when received by the Secretary. A Board member shall be removed from the Board for three unexcused absences from Board meetings in any 12-month period. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 9 SPECIAL MEETINGS

Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. The Secretary shall deliver written notices of special meetings to each Board member two weeks in advance.

Section 10 NOMINATIONS

A Nominating Committee appointed by the Executive Committee at least six weeks prior to the election at the annual meeting shall make nominations for Board members. Any active member may make further nominations from the floor at the time of the election. All elections shall be by secret ballot.

Section 11 RULES OF ORDER

Roberts Rules of Order shall be the final authority on parliamentary procedure.

ARTICLE VI - COMMITTEES

Section 1

The Board may create such committees as it desires. The Executive Committee shall appoint all committee chairs.

Section 2

Officers plus two at large Board members elected by the Board shall serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except as otherwise determined by resolution of the Board of Directors.

ARTICLE VII - FINANCIAL ADMINISTRATION

Section 1 FISCAL YEAR

The fiscal year of the organization shall be the calendar year.

Section 2 FINANCE COMMITTEE

The Board shall appoint a Finance Committee comprised of the Treasurer and three other Board members. The Finance Committee shall be responsible for developing and reviewing fiscal procedures, developing a fundraising plan, and annual budget. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any change in the budget.

Section 3 ANNUAL REPORT

A written annual report shall be submitted to the membership at the annual meeting. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

Section 4 ASSOCIATION SEAL

The Association seal shall be circular in form and shall have inscribed upon it the name of the organization, the state and the year the organization was incorporated.

ARTICLE VIII - AMENDMENTS

Section 1

These Bylaws may be amended by a two-thirds majority of the voting membership present at the Annual Meeting. Proposed amendments must be submitted to the Secretary of the Board. The membership shall receive written intent to alter, amend, repeal or adopt the Bylaws within 30 days of the Annual meeting.

These Bylaws were approved at a meeting of the membership of the Western North Carolina Green Building Council on November 14, 2000.

DEFINITIONS

"Written notice": notice sent by mail, e-mail, or facsimile.