

BYLAWS OF:
The U. S. Green Building Council Los Angeles Chapter
as Adopted on February 17, 2011, modified on June 13, 2016

ARTICLE I

NAME AND PURPOSE

Section 1.01: Name and Purpose. The name of this organization is the U.S. Green Building Council - Los Angeles Chapter (“USGBC-LA”), a non-profit public benefit corporation incorporated in the State of California. The purpose of this organization is to promote green building practices and to improve the economic, social and environmental performance of buildings in Southern California by providing educational programs that raise awareness of green building principles and practices among the building industry and the general public.

ARTICLE II

NONPROFIT CORPORATION

Section 2.01: Nonprofit Status. The corporation must not have or issue shares of stock. It is not formed for any purpose involving pecuniary gain to its members. The property of the corporation is irrevocably dedicated to public and charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

Section 2.02: Annual Audit. The corporation shall retain the services of a qualified third party to perform a financial audit every other year, and the results shall be presented to the Board of Directors. If required, the audit shall be prepared in compliance with Section 12586(e) of the California Government Code.

ARTICLE III

OFFICES

Section 3.01: Principal Office. The principal address of the corporation is:

USGBC-Los Angeles Chapter

800 Wilshire, 16th Floor

Los Angeles, California 90017

Section 3.02: Change of Address. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in California. Any such change shall include notification to the Secretary of State and shall not be considered an amendment of the Bylaws.

Section 3.03: Resident Agent. The Corporation shall at all times have a Resident Agent who shall comply with the provisions of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV

MEMBERSHIP AND DUES

Section 4.01: Membership Qualifications. Any individual in good standing with the U.S. Green Building Council – Los Angeles Chapter (“USGBC-LA”) who resides or works within the Los Angeles, San Bernardino and Riverside County areas (or such other Chapter boundaries as may be determined by the Board of Directors from time to time) is qualified to be a member of the corporation. Only full-members will be regarded as members of the corporation as defined in California Corporations Code Section 5056.

Section 4.02: Voting and Rights of Full Membership. Each member shall have one vote at corporation meetings and corporation elections as set forth in these Bylaws. Members shall have the exclusive voting rights on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms, and on any election to dissolve the corporation. In addition, each member shall have all rights afforded members under California Nonprofit Public Benefit Corporation Law.

Section 4.03: Membership in Other Chapters. A member may be eligible for membership in other Chapter(s), provided they meet the membership requirements of the other Chapter(s). Such members shall join the additional Chapter(s) upon the payment of dues to the Chapter(s). They shall be eligible to vote or hold elective office in the additional Chapter (s).

Section 4.04: Dues. Annual dues will be determined by the Board of Directors in accordance with USGBC-LA Chapter policy. Such dues will be in addition to those dues paid to the USGBC.

Section 4.05: Refunds. No dues will be refunded.

Section 4.06: Suspension of Membership. A member may be suspended, under Section 4.08 of this Article, based on the good faith determination of a majority of the other members, or, if authorized by the members, by the Board of Directors, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

Section 4.07: Termination of Membership. A member may be terminated upon the occurrence of any of the following events:

- a. Resignation of the member,
- b. Expulsion of the member in accordance with Section 4.08 of this Article based on the good faith determination by the other members of, if authorized by the members, by the Board of Directors, that the member has failed to observe the rules of conduct of the corporation, or engaged in conduct prejudicial to the best interests of the corporation.

Section 4.08: Procedure for Suspension or Expulsion. If grounds appear to exist for suspension or expulsion of a member under Sections 4.06 or 4.07 of this Article, the following procedure shall be followed:

- a. The member must be given at least fifteen (15) days prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the corporation's records.
- b. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the other members or by the Board of Directors, as the case may be.
- c. The members or the Board of Directors shall decide whether the member should be suspended, expelled or sanctioned in any way. The decision of the members or the Board of Directors shall be final.

- d. Any action challenging a suspension or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of suspension or termination.

ARTICLE V

MEETINGS OF MEMBERS

Section 5.02: Special Meetings. The Board of Directors, the president or five percent (5%) or more of the members may call a special meeting of the members for any lawful purpose at any time.

Section 5.03: Procedure for Special Meeting. A special meeting called by any person entitled to call a meeting (other than the Board of Directors) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president or secretary of the corporation. The director or officer receiving the request shall cause notice to be given promptly to all members, stating that a meeting will be held at a specified time and date fixed by the Board of Directors; provided, however, that the meeting date shall be at least ten (10) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting. Nothing in this Section 5.03 shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors.

Section 5.04: Notice. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.

Section 5.05: Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal:

- i. removing a director without cause;
- ii. amending the Articles of Incorporation;
- iii. adopting, amending, restating or repealing the Bylaws;
- iv. disposing of corporate assets;
- v. adopting or amending a merger agreement; or
- vi. electing to wind up and dissolve the corporation.

Section 5.06: Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail, facsimile or other written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 5.07: Waiver of Notice or Consent

- a. **Written Waiver or Consent.** The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is

taken or proposed to be taken for approval of any of those matters specified in Section 5.05, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

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

Section 5.08: Quorum. Thirty-three and one-third percent (33 1/3%) of the members shall constitute a quorum for the transaction of business at a meeting of the members.

Section 5.09: Voting by Proxy. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the corporation.

Section 5.10: Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at a meeting, entitled to vote and voting on the matter, shall constitute a majority vote of the members unless the vote of a greater number is required for an act of the members by California Nonprofit Public Benefit Corporation Law.

Section 5.11: Actions Without Meetings. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 5.12: Election of Directors and Term of Office. The directors of the corporation shall be elected at an annual meeting of the members or by a ballot procedure in compliance with California Corporations Code Section 5513. A member may cast his or her vote in person or by properly appointed proxy. In the alternative, the election of directors may be made through a unanimous action without a meeting in compliance with Section 5.11. A director shall serve a term of three years and shall serve no more than two consecutive terms.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.01: Responsibilities and Powers. The governing body of the corporation is the Board of Directors, which has the authority and is responsible for the supervision, control and direction of the corporation. Subject to the provisions of the corporation's Articles of Incorporation, these Bylaws, and of California Nonprofit Public Benefit Corporation Law, the Board of Directors shall exercise corporate powers as necessary to manage the business affairs of the corporation.

Section 6.02: Elected Board Members. There shall be up to eighteen members of the Board of Directors elected by and from the membership from among the various categories of Council members. Any member in good standing is eligible to be elected to the Board of Directors. At any time, the Board of Directors must include at least eight individuals who are employed by firms that are a member company of the US Green Building Council. No more than two representatives of any one USGBC member company may serve as a director at any one time. Directors shall be representative of the following USGBC membership categories:

- a. Contractors and Builders
- b. Corporate and Retail
- c. Educational Institutions (K-12 School Systems, Universities and Research Institutes)
- d. Federal Government and Government Owned Contractor Operated Laboratories
- e. Insurance Companies / Financial Institutions
- f. Nonprofit & Environmental Organizations, excluding 501c(6)

- g. Product manufacturers, Building Controls, Service Contractors, and Distributors
- h. Professional Firms (Accountants, Architects, Attorneys, Commissioning Providers, Consultants, Engineers, Interior Designers, Landscape Architects, Planners, Press, Residential Designers)
- i. Professional Societies & Trade Associations
- j. Real Estate/Real Estate Service Providers (Building Owners, Facility managers, Developers, Brokers, Property Managers, Appraisers)
- k. State and Local Governments
- l. Utility/Energy Service Companies

No more than six representatives from anyone USGBC membership category may serve as a director at any one time.

Section 6.03: Additional Board Members. In addition to the elected directors, the following individuals shall be directors with all the rights and responsibilities of the elected directors.

- I. The Executive Director of the corporation.
- II. A representative from Emerging Professionals LA (“EP-LA”). This representative shall be selected by EP-LA in accordance with the bylaws and rules of the EP-LA. Up to three EPs can serve, with one rotated on per year.

Section 6.04: Terms. Terms for elected directors are three years.

Section 6.05: Nominations. Anyone may nominate a candidate for the Board of Directors. Candidates can either nominate themselves or be nominated by a third party.

Section 6.06: Removal of Director for Cause. The Board of Directors may declare vacant the seat of a director for cause. Unexcused absence from two Board meetings within a one year period is sufficient cause for removal. A two-thirds vote is required.

Section 6.07: Removal of Director Without Cause. If the corporation has fewer than 50 members, a director may be removed without cause upon approval of a majority of the members as provided in California Corporations Code Section 5033. If the corporation has 50 or more members, a director may be removed without cause upon approval of the members as provided in California Corporations Code Section 5034.

Section 6.08: Resignation of Director. Any director may resign effective upon giving written notice to the president, secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. However, no director may resign when the corporation would be left without a duly elected director or directors in charge of its affairs.

Section 6.09: Vacancies. If a vacancy occurs on the Board of Directors for any reason, the Board of Directors shall nominate and elect an individual to serve in the position for the unexpired portion of the term. No reduction in the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter in-law, mother-in-law or father-in-law of any such person.

Section 6.10: Regular Meetings. The Board of Directors meets regularly at whatever time and place it selects. The Board of Directors shall meet at least six times annually to conduct regular business.

Section 6.11: Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the chair of the board, the secretary or by any two directors.

Section 6.12: Quorum and Voting. A majority of the directors constitutes a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. A simple majority of the directors present at a meeting is required on all votes except where some other number is required by these Bylaws. Directors that abstain from a vote still count for the quorum, but do not count for determining whether a simple majority or other number was reached to pass the vote.

Section 6.13: Dynamic Governance. The Board of Directors, at its discretion, may choose to use the Dynamic Governance model, whereby unanimous consent is used to conduct business rather than passing votes by simple majority or other number. A quorum is still required.

Section 6.14: Compensation. Elected Directors do not receive compensation for their service.

Section 6.15: Policy and Procedures. 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 the USGBC.

Section 6.16: Committees. In addition to the Executive Committee provided for in Section 7.05, the Board of Directors shall designate various standing Committees, each consisting of two or more directors, and appoint Committee Liaisons to serve a one-year term. The Board of Directors may appoint other committees, working groups or task forces as necessary to carry out the business of the organization. Each committee shall hold elections among each committee's members each year to elect a Committee Chair that is preferably not a member of the Board of Directors.

Section 6.17: Branches. In addition to the Executive Committee provided for in Section 7.05 and the standing Committees provided for in Section 6.16, the Board of Directors may authorize the creation of local Branches. Branches help to solve the Chapter's geographical challenges by providing opportunities to get involved locally, and help the Chapter more effectively address sub regional nuances in local politics, in local knowledge bases, in local development patterns and in the priorities of local communities. There is only one Chapter, and only one administration of the entire Chapter. Branches shall accept and sign and operate under the Memorandum of Understanding, and hold elections annually to elect a Branch chair, vice-chair, treasurer, and secretary of the Branch.

Section 6.18: Self-Dealing. In the exercise of voting rights by directors, no director shall vote on any issue, motion or resolution which directly or indirectly inures to his or her benefit financially, except that such director may be counted in order to qualify for a quorum and, except as the Board of Directors may otherwise direct, participate in a discussion on such issue, motion or resolution if he or she first discloses the nature of his or her interest subject Section 5230 through and including Section 5239 of the California Corporations Code.

Section 6.19: Conflicts of Interest. The members of the Board of Directors shall be subject to, and in compliance with, conflict of interest and other policies according to the current law then in effect.

Section 6.20: Actions Without Meetings. Any action required or permitted to be taken by the directors may be taken without a meeting, if all directors consent in writing to the action. The action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors and shall be filed with the minutes of the proceedings of the Board of Directors.

Section 6.21: Rights of Inspection. Every director 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 corporation. Such inspection by a director may be made in person or by agent or attorney and includes the right to copy and obtain extracts, provided, however, that any such inspection by a director's agent or attorney shall take place only under conditions which allow the corporation's attorney to be present.

ARTICLE VII

OFFICERS

Section 7.01: Officers. The officers of the corporation shall be Chair, Vice Chair, Secretary and Treasurer.

Section 7.02: Qualifications and Terms. Officers must be elected members of the Board of Directors and terms shall be set by the Board of Directors.

Section 7.03: Elections. The officers of the corporation shall be chosen annually by, and serve at the pleasure of, the Board of Directors.

Section 7.04: Duties. Officers shall perform those duties usual and customary to their positions and as outlined in the policies of the corporation. In addition, the vice chair acts in the place of the chair when the chair is not available. The secretary is responsible for conducting elections. The treasurer is the financial officer of the corporation.

Section 7.05: Executive Committee. The Executive Committee is comprised of the officers and the Executive Director. The Executive Committee responsibilities shall include setting the agendas for Board of Director meetings. The Executive Committee, other than the Executive Director, shall also be responsible for reviewing the Executive Director's performance.

Section 7.06: Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 7.07: Vacancies. If a vacancy occurs among the Officers for any reason, the Board of Directors shall elect an individual to serve in the position for the unexpired portion of the term.

Section 7.08: Compensation. Officers do not receive compensation for their service but may be reimbursed for expenses.

ARTICLE VIII

EXECUTIVE DIRECTOR

Section 8.01: Executive Director. The Executive Director is an "at will" employee of the corporation. The Executive Director is a member of the Board of Directors and of the Executive Committee as described above. The Board of Directors shall have the authority to hire, modify the terms of employment, or terminate the employment of the Executive Director.

Section 8.02: Executive Committee Oversight. The Executive Committee, not including the Executive Director, shall be primarily responsible for evaluating the performance of the Executive Director and making recommendations to the Board of Directors regarding all matters related to the terms of employment of the Executive Director.

Section 8.03: Staff Personnel. The Executive Director shall retain sole responsibility for hiring, managing, and terminating staff for the corporation. The Executive Director may seek advice and direction from other directors regarding staff decisions as necessary.

ARTICLE IX

FINANCIAL MATTERS

Section 9.01: Investments. The corporation's assets shall be invested in such investments as the Board of Directors or any investment manager appointed by the Board of Directors may from time to time select, giving due regard to the principles of the Uniform Principal Investor Act.

Section 9.02: Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, share certificate, conveyance, or other instrument in writing and any assignment or endorsements thereof executed or entered into between the corporation and any other person, when signed by the Executive Director, Chair, or the Treasurer of the

corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers did not have authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board of Directors and, unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 9.03: Bonding. If required by the Board of Directors, any director, officer or other person charged with the handling of the corporation's funds shall give the corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of his or her duties. The premium or premiums for such bonds shall be paid by the corporation.

ARTICLE X

CORPORATE RECORDS AND REPORTS

Section 10.01: Inspection of Articles and Bylaws. The corporation shall keep in its principal executive office in California the original or a copy of the Articles of Incorporation and these Bylaws as amended to date which shall be open to inspection by the directors at all reasonable times during office hours.

Section 10.02: Maintenance and Inspection of Other Corporate Records. The accounting books, records and minutes of proceedings of the Board of Directors and any committee(s) or Branches of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the corporation. The minutes and accounting books and records shall be open to inspection by every director pursuant to his or her right to inspect set forth in Section 6.21.

Section 10.03: Annual Report. The corporation shall provide to directors within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- b. The principal charges in assets and liabilities, including trust funds, during the fiscal year.
- c. The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

Section 10.04: Statement of Transaction or Indemnification. The corporation shall mail to all directors a statement of any transaction between the corporation and one of its directors or officers or of any indemnification paid to any director or officer if, and to the extent, required by Section 6322 of the California Corporations Code. The statement shall be mailed within 120 days of the close of the corporation's fiscal year and may be mailed as part of the corporation's annual report. The statement required hereby shall describe briefly:

- a. Any covered transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000), or which was one of a number of covered transactions in which the same "interested person" had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000).
- b. The names of the "interested persons" involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.
- c. The statement shall describe briefly the amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$ 10,000) paid during the fiscal year to any officer or director of the corporation pursuant to Section 5238 of the California Corporations Code.

For these purposes, an "interested person" is (i) any director or officer of the corporation and (ii) any holder of more than 10 percent (100/0) of the voting power of the corporation.

ARTICLE XI

INDEMNIFICATION

Section 11.01: Indemnification. To the fullest extent permitted by law, the corporation shall indemnify its directors, officers, employees, and other persons described in California Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses" as used in this Section 11.01, shall have the same meaning as in Section 5238 of the California Corporations Code.

ARTICLE XII

DISSOLUTION

Section 12.01: Dissolution. The corporation may dissolve upon the approval of the members after consultation with the Board of Directors of the U.S. Green Building Council. On the dissolution or liquidation of the corporation, any of its assets remaining after payment of all liabilities shall be distributed by a vote of the Board of Directors to any nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and public purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. In making such distribution, preference shall be given to organizations with purposes similar to those of the corporation.

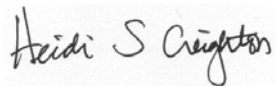
ARTICLE XIII

AMENDMENTS

Section 13.01: Amendments. Subject to the members' rights under Article IV and Article V of these Bylaws and the limitations set forth below, the Board may adopt, amend, or repeal these Bylaws unless doing so would materially and adversely affect the members' rights as to voting and other issues set forth herein.

CERTIFICATE OF SECRETARY

I am the duly elected, qualified and acting Secretary of U.S. Green Building Council - Los Angeles Chapter, a California Nonprofit Public Benefit Corporation and certify that the foregoing Bylaws were adopted as the Bylaws of the corporation as of February 17, 2011 by the Members and by the Board of Directors of the Corporation.



Heidi Creighton

6/13/2016

Signature

Print Name

Date