

AMENDED BY-LAWS
The U.S. Green Building Council - Orange County Chapter

ARTICLE I-

NAME AND PURPOSE

Section 1.01. **NAME-** The name of this Corporation is the U.S. Green Building Council - Orange County Chapter (hereafter “the Chapter”), a nonprofit corporation incorporated in the State of California.

Section 1.02. **PURPOSE** The purpose of this non-profit organization is to promote educational programs that raise awareness of green building principles and practices among the building industry and the general public.

Additionally, the purpose of the Chapter is to:

1. To mainstream sustainable design by providing education on green building technologies, practices and benefits for the communities of Orange County through monthly educational events, tours of sustainable facilities, and instructional materials.
2. To facilitate the continual growth of a collaborative and diverse membership through events, mixers, email, and website;
3. To develop a partnership with industry leaders, municipalities and owners to implement sustainable guidelines for all construction in Orange County;
4. Hold at least one event per year, featuring a nationally recognized speaker regarding sustainability;
- ~~5.~~ Develop collaborative relationships with all California USGBC Chapters;
6. Effectively collaborate and communicate with USGBC National on products, events, and trainings;
7. Maintain a strong voice with USGBC National and LEED proceedings.

ARTICLE II

NONPROFIT CORPORATION

Section 2.01. The Corporation must not have or issue shares of stock. It is not formed for the purpose involving pecuniary gain to its members. It must not distribute any gain, profits, or dividends to any member except as provided by the State of California Nonprofit Corporation Law or upon dissolution or final liquidation as provided State of California Nonprofit Corporation Law upon and in this Corporation’s Articles and these By-Laws. No part of the Chapter’s property shall inure to the benefit of any Officer, Director or a member of the Chapter.

Section 2.02. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501c (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 c(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No part of the Corporation’s net earnings shall inure to the benefit of, or be distributed to: its members, trustees, officers, or other private persons except those within the Corporation who are authorized and empowered to be paid reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501c(3) purposes. No substantial part of the activities of this Corporation shall involve the carrying on of propaganda, or otherwise attempting to influence legislation. In addition, the Corporation shall not participate in publishing or distributing the statements for any political campaign on behalf of any issue or candidate for public office.

ARTICLE III

OFFICES

PRINCIPAL OFFICE

Section 3.01. The principal address of this organization is: USGBC Orange County Chapter; 1100 Irvine Blvd., #401, Tustin, CA 92780.

CHANGE OF ADDRESS

Section 3.02. 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 By-Laws.

RESIDENT AGENT

Section 3.03. The Corporation shall at all times have a Resident Agent who shall comply with the provisions of the California Nonprofit Statutes, to the extent that said provisions shall remain in full force and effect. The Resident Agent of this Corporation under these By-Laws shall be an official Director of the Corporation, specifically the Chairperson.

ARTICLE IV

MEMBERS

Section 4.01 A chapter member in good standing is one who meets membership requirements and pays dues for the Chapter's membership year. All references to chapter members in these bylaws assume members to be in good standing. Chapter members shall be identified in the following categories:

- (a) Chapter Members-All chapter members not classified as Emerging Green Builders
- (b) **Emerging Green Builder (EGB)**- Students, professionals 30 years or younger, and professionals within 2 years of university graduation are eligible. This description of membership may be modified by a vote of a majority of the Board..

RIGHT TO TRANSFER MEMBERSHIP

Section 4.02. No member of this Corporation may transfer a membership or any right arising from his or her membership for value or otherwise.

ELIGIBILITY FOR MEMBERSHIP

Section 4.03. Any person at least 21 years of age, regardless of residence, shall qualify for Chapter membership so long as said person supports and endorses the goals and objectives of the USGBC.

RIGHTS AND BENEFITS OF MEMBERSHIP

Section 4.04. Each member shall have the right to hold office, to serve as a U.S. Green Building Council - Orange County Chapter committee chairperson, to participate in U.S. Green Building Council - Orange County Chapter sponsored activities and programs, and such other rights and benefits as may be conferred

upon them by the Board of Directors.

NON LIABILITY OF MEMBERS

Section 4.05. A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations or liabilities of the Corporation.

TERMINATION OF MEMBERSHIP

Section 4.06.(a) The membership of any member of the Corporation shall automatically terminate on such member's written request for termination delivered to the President or Secretary of the Corporation via email, personally or deposited in United States first class mail, postage prepaid.

Section 4.06 (b) Resignation or termination of membership will not relieve a member of responsibility for any financial obligations, including dues and other amounts due, accrued up to the effective date of membership termination. Dues already paid will not be refunded. Membership in the Chapter may be terminated upon:

1. The voluntary resignation of a member.
2. The death of a member.
3. Dues or other financial obligations to the Chapter have not been paid as of the expiration date.
4. Improper use of USGBC copyrighted material or logo.
5. Violation of USGBC National or Chapter anti-trust or conflict of interest policies.
6. The member is expelled for actions which the Board determines are prejudicial to the welfare, interest or character of the Chapter, including willful violation of these Bylaws. The member in good standing is entitled to due process as established by the Board of Directors.

ARTICLE V

DIRECTORS

MANAGEMENT OF THE CORPORATION

Section 5.01. Subject to the limitations provided by the State of California Nonprofit Corporation Law upon and the Articles of Incorporation, the Board of Directors has full control over the management of the affairs of this Corporation. The Board shall give direction to and set priorities for the U.S. Green Building Council - Orange County Chapter, and it shall implement, as far as practical, the purposes of the Corporation. The Board of Directors may establish polices, procedures, or other such rules that are consistent with these By-laws and with the Bylaws and policies of USGBC National.

COMPOSITION OF THE BOARD OF DIRECTORS

Section 5.02 (a) The Board shall be composed of nine (9) directors. Bylaws must be revised to change number of directors. Directors are not required to be from a specific USGBC Category, but the Nominating committee will evaluate the make up of the current board and ensure the slate of candidates includes candidates from categories that may be underrepresented.

Section 5.02 (b) The Board shall consist of 7 at large members elected by chapter members, 1 elected by the Steering Committee, and 1 elected by Emerging Green Builders (EGB) ..

Section 5.02 (c) There shall be three classes of directors. The Board shall assign classes to each Director position to ensure a logical rotation of board members.

1. Class "A" directors are elected to serve beginning January 1 of odd years.

2. Class “B” directors are elected to serve beginning January 1 of even years.
3. Class “C” directors represent the **Steering Committee** and the EGB class of members.

Section 5.02 (d) The Board of Directors shall not be constituted with more than one voting member from any one firm.

TERMS OF OFFICE OF DIRECTORS

Section 5.03 (a). Term of office of all Directors shall be assigned by class. Termination of such membership will be in accordance with the provisions stated in Section 4.06

1. Class “A” & “B” Directors shall be two (2) year terms.
2. Class “C” Directors serve a one (1) year term.

Section 5.03 (b) Term of office shall take effective January 1st of the year immediately following the election.

QUALIFICATIONS OF DIRECTORS

Section 5.04. (a) Directors must be members in good standing of the Orange County Chapter, and residents of the State of California.

Section 5.04 (b) Directors must be willing to sign the Chapter’s Antitrust Policy, Conflict of Interest Statement, and Code of Ethics Policy.

Section 5.04 (c) Directors must attend a minimum of 75% of all noticed meetings of the Board of Directors.

Section 5.04 (d) No person may hold more than one office at the same time.

Section 5.04 (e) Directors must never have been convicted of a felony.

Section 5.04 (f) Nominations may be limited by the requirements to have a minimum of 2/3 directors from USGBC National member firms. If 2/3 minimum is not met, Nominating Committee and Board may first seek to have steering committee member replaced to meet this requirement; otherwise an at-large Director elect may be replaced by the next qualifying candidate from a USGBC National Member firm.

Section 5.04 (g) Candidate may not qualify if more than member from candidate’s firm are on the Board or elected by the Board. In the event more than one (1) individual is elected from a single firm, the existing Board will determine which candidate is elected.

NOMINATING COMMITTEE

Section 5.05 (a) Nominating Committee. The Nominating Committee shall act as inspectors of the Election. The Nominating Committee shall include three (3) members, with provisions for at least one (1) alternate, and be appointed by the Board of Directors.

Section 5.05 (b) The Nominating Committee shall review the current composition of the Board and ensure that the slate of candidates includes under any underrepresented categories as established by the USGBC. If a category is under represented, the Nominating committee shall have the authority to seek additional nomination(s) in that category.

Section 5.05 (c). Any person qualified to be a Director under Section 5.04 of these By-Laws may be

nominated by the method of nomination authorized by Section 5.05. All candidates shall consent to serve by signing candidate statements prior to the elections.

Section 5.05 (d) the Nominating Committee shall ensure that 2/3 of the Directors are employed by USGBC National member organizations.

Section 5.05 (e) The Nominating Committee shall present all qualified candidates to the Board for approval and present the proposed leadership slate to the membership for ratification by the members at the annual membership meeting. The Nominating Committee shall be charged with facilitating the election of the Board Officers.

Section 5.05 (f) The slate of Candidates shall be presented to the Board of Directors no less than 45 days prior to the election date. The Board will accept final nominations of those persons to fill the positions of those Directors whose term of service expires as of December 31 of that particular year.

Section 5.05 (g) The election shall be advertised to all Chapter members in good standing.

Section 5.05 (h) Any denied candidate shall be notified in writing by the nominating committee.

ELECTION OF DIRECTORS

Section 5.06 (a).The election for directors shall be held in November of each year. The Class of Director to be elected shall be as outlined in section 5.02 (c). Voting shall be by paper or electronic ballot. If there is a tie, the election shall be determined by lot.

Section 5.06 (b) Method of Elections

1. Election of At-Large Directors by Chapter Members. A Slate of Candidates shall be presented to the Membership no less than 30 days prior to the start of the election. Elections are to occur over a multi-day period as approved by the Board. Balloting can be by paper or electronic ballot. The method is to be approved by the Board and published to the membership.
2. Steering Committee Director shall be elected using Dynamic Governance by the Steering Committee. The method for conduction Dynamic Governance election shall be a method approved by the Board.
3. Emerging Green Builders Director shall be elected using Dynamic Governance by the EGB class of members. The method for conduction Dynamic Governance election shall be a method approved by the Board.

Section 5.06 (c) Twenty percent (20%) of the Associates membership must vote in the At Large Elections for vote to be deemed valid.

Section 5.06 (d). Members shall be entitled to cast one vote per open Board position.

Section 5.06 (e) The dates of the election shall be approved by the board and shall be with 60 days of the annual meeting of the membership. Elections shall be conducted over a multiday period as determined by the Board

Section 5.06 (f) The Record Date shall be the day before the first day of voting. All members in good standing as of the Record Date shall be designated a “voting member.”

Section 5.06 (g) Election of all board positions including Steering Committee representative and Emerging Green Builder representative shall take place in the same time period, effective in 2010.

COMPENSATION

Section 5.07 (a) The Directors shall serve without compensation, except that they may be allowed and paid for the actual expenses incurred on behalf of the U.S. Green Building Council - Orange County Chapter.

Section 5.07 (b) No expenditures shall be incurred without Board approval

INDEMNIFICATION

Section 5.8 The Chapter shall indemnify any person who may be designated from time to time to perform official duties on behalf of the Chapter. Such persons shall be indemnified by the Chapter against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may be involved, by reason of being or having been an officer, employee, or person acting on behalf of the Chapter, except in such cases wherein the Officer, employee or person is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

MEETINGS

ANNUAL MEETING OF THE MEMBERS

Section 5.9. An annual meeting of the membership of U.S. Green Building Council - Orange County Chapter will be held in October and shall be open to the public. The nominating committee will present the slate of candidates prior to this meeting and the election will be held prior to the December Board of Directors meeting.

CALL OF MEETINGS

Section 5.10 (a) Meetings of the Board may be called by the Chairperson of the Board or in the event of the incapacitation of the Chair, a meeting may be called by the Vice Chair, Treasurer or the Secretary.

PLACE OF MEETINGS

Section 5.10(b) Meetings of the Board of Directors shall be held at a location selected by the Board of Directors.

REGULAR MEETINGS

Section 5.10 (c) The Directors shall not meet less than 6 (six) times annually for the purpose of transacting such proper business as may come before the meeting. There will also be an annual meeting of the Board of Directors which shall include the election of the Directors.

SPECIAL MEETINGS

Section 5.10 (d) Special meetings of the Board may be called by the Chairperson, Vice Chair, Treasurer or Secretary, or in the event of their inability to do so, by any three (3) Directors, and held at the principal office of the Corporation or at a location in Southern California as may be determined by the members calling the meeting.

Special meetings shall be held on four (4) days notice by first class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally, by telephone, facsimile or secure email. Notice given by facsimile or e-mail must be acknowledged in person or by telephone within twenty-four (24) hours of receipt.

QUORUM FOR MEETINGS

Section 5.10 (e) A quorum for the transaction of Chapter business shall consist of a minimum of five (5) members present. Proxy voting shall not be permitted.

TRANSACTION OF THE BOARD

Section 5.10 (f) Except as otherwise provided in the Articles, in these By-Laws, or by any law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum was 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 meetings, or such greater number as is required by the law, the Articles, or these By-Laws.

CONDUCT OF MEETINGS

Section 5.10 (g) The Chair or in their absence, the Vice-Chair of the Corporation shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer shall act as the Secretary of the Board. Members of the Board may participate in a meeting through the use of conference telephone or similar communication equipment, so long as all members participating can hear one another.

Section 5.10 (h) Meetings shall be governed by Roberts' Rules of Order or conducted according to the guidelines of Dynamic Governance, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the articles of incorporation of this Corporation, or with provisions of law.

ADJOURNMENT

Section 5.10 (i) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of this adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

ACTION WITHOUT MEETING

Section 5.11. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent to such an action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

REMOVAL OF DIRECTORS

REMOVAL FOR CAUSE

Section 5.12 (a). The Board may declare vacant the office of a Director on the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of the court; or
2. The Director has been convicted of a felony; or

3. The Director has been found by a final order of judgment by any court to have breached his/her duties imposed by the State of California Nonprofit Statutes; or
4. The Director has, notwithstanding serious illness or injury, failed to attend three (3) meetings of the Board in a twelve month time period.

RESIGNATION OF DIRECTOR

Section 5.12 (b). Any Director may resign effective the very day of giving written notice to the Chairpersons of the Board of Directors, the Secretary or the Board of Directors of the Corporation (if that Board is different from the Board overseeing the organization), unless such notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

CAUSES

Section 5.12. (c) Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

FILLING VACANCIES BY DIRECTORS

Section 5.12 (d) Except for a vacancy created by the removal of a Director pursuant to Section 5.13 of these By-Laws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the numbers of Directors is less than a quorum, by:

1. The unanimous consent of the Directors then in office; and
2. The affirmative vote of a majority of the Directors then in office
3. A sole remaining Director. All such appointments shall be governed by the provisions of Section 5.02 and 5.03 of these By-Laws.

TERM

Section 5.12 (e) The elected individual will serve in the position for the unexpired portion of the term.

ARTICLE VI

OFFICERS

NUMBERS AND TITLES

Section 6.01. The four (4) officers of the Corporation shall be:

1. President who is the Chairperson of the Board of Directors.
2. A Vice-Chair
3. A Treasurer
4. A Secretary

APPOINTMENTS AND RESIGNATIONS

Section 6.02. The officers shall be chosen by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Officers will be elected in the first duly called meeting after the annual election. Any officer may resign at any time on written notice to the Corporation under any contract to which the officer is a party.

DUTIES OF OFFICERS

Section 6.03. The Officers of the Board serve as the Executive Committee of the Board are those who are elected as Chair, Vice Chair, Secretary and Treasurer. The election shall take place at the annual meeting of the Board or at a special meeting called for that purpose. Terms of office will be one(1) years or until such time as new officers are duly elected and installed.

Section 6.04. Officers shall perform those duties usual and customary to their positions and as outlined below or as assigned by the BOD. The duties of the officers are as follows:

1. Chairperson:
 - (a) Oversee all aspects of USGBC - Orange County Chapter;
 - (b) Serve as an ex-officio member of all of the committees of the Corporation;
 - (c) Preside at all meetings and performs all duties inherent to such office;
 - (d) Appoint members to such committees as hereinafter set forth and any additional committees and to designate the chairperson thereof.
2. Vice Chairperson
 - (a) Performs the duties incident to such office, as assigned by the Chair, and to preside at meetings in the absence of the Chair and to assume the duties of the Chair in his/her absence or incapacity.
 - (b) Presides at all Steering committee meetings
3. Secretary
 - (a) Keeps records of all meetings of the Board and any future Executive Committee meetings and issues all notices of such meetings at the discretion of the Chair;
 - (b) Keeps a record of membership and takes charge of all correspondence and papers belonging to the Board of Directors;
 - (c) Sees that all notices are duly given in accordance with the provisions of these By-Laws.
 - (d) Enforcement of Antitrust and Conflict of Interest policies
4. Treasurer
 - (a) Keeps or causes to be kept all accounts of the Corporation and presents a report of all accounts at the annual meeting and interim meetings if requested to do so by the Chair;
 - (b) be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
 - (c) Oversee receipt of monies due and payable to the Corporation from any source whatsoever;
 - (d) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
 - (e) Exhibit and render to the Chair and Directors, whenever requested, an account of any or all of the transactions as treasurer and of the financial condition of the Corporation;
 - (f) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

BOARD COMMITTEES

Section 6.05. (a)The Board may establish committees from among the membership. Charters shall be approved by the Board annually. These committees shall have the power to transact such urgent business as may be required between regularly scheduled meetings. Decisions and actions of these committees shall be reported, in writing, to the Board at the next scheduled meeting.

Section 6.05 (b) A majority of the members of these committees shall constitute a quorum and a majority of these committees will be required for any action by these committees.

Section 6.05 (c) Board Committees appointed may include a Steering Committee. Functions of the group and purpose of the meetings are:

- 1) Tactical decisions consistent with Board-approved strategies
- 2) Coordinate activities across committees

- 3) Resolve conflicts/overlaps/redundancies between the activities of the various committees
- 4) Identify issues that require Board attention and develop briefings for their consideration.

Section 6.05 (d) Board Committees appointed may include a Nominating Committee in accordance with Section 6.05 (e). The Nominating Committee shall act as inspectors for the Election. The Nominating Committee shall include 3 members, with provisions for at least 1 alternate, and be appointed by the Board of Directors.

Section 6.05 (f) The Board reserves the right to establish ad-hoc committees or task forces in order to accomplish defined objectives.

ARTICLE VII

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

EXECUTION OF INSTRUMENTS

Section 7.01 The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, 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 Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

CHECKS AND NOTES

Section 7.02 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 Corporation shall be signed by a member of the Executive Committee.

DEPOSITS

Section 7.03. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

GIFTS

Section 7.04. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE VIII

DUES

Section 8.01 (a) The Chapter Board in accordance with the USGBC Chapter policy will determine annual dues. Such dues will be in addition to those dues paid to the USGBC.

Section 8.01 (b) No fees will be refunded.

ARTICLE IX

CORPORATE RECORDS AND REPORTS

KEEPING RECORDS

Section 9.01. (a) The Corporation shall keep adequate and correct records of accounts and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members, giving their names and addresses. The Corporation shall also keep, at its registered office, a copy, certified by the State of California Secretary of State, of its Articles and all amendments thereto, as well as a copy, certified by an officer of the Corporation, of its By-Laws and all amendments thereto. The minutes shall be kept in a legally acceptable format.

Section 9.01 (b) Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

ARTICLE X

FISCAL YEAR

Section 10.01. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI

DISSOLUTION

Section 11.01. The Chapter status may be revoked by failure to meet the Chapter standards established by the USGBC National, or upon the request of the Chapter Board of Directors with the approval of the Directors of the USGBC National. Upon dissolution or liquidation of this Corporation, any assets remaining after payment of all liabilities shall be distributed by a vote of the Chapter Board of Directors to any non-profit within the meaning of Section 501c(3) of the Internal Revenue Code i.e. charitable, educational, religious or scientific or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

ARTICLE XII

AMENDMENT OF BY-LAWS

Section 12.01. Subject to any provision of law applicable to the amendment of by-laws of public benefit nonprofit corporations, these By-Laws, or any of them, may be altered, amended, or repealed and new By-Laws adopted as follows:

(a) Subject to the power of members, if any, to change or repeal these By-Laws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a bylaw specifying or changing the fixed number of Directors of the Corporation, the maximum or minimum number of Directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section;

or

(b) By approval of the members of this Corporation.

APPROVAL / CONSENT OF BY-LAWS BY DIRECTORS:

As:

1. The signers of these Amended By-Laws are the current Officers of the Corporation authorized by the Board of the U.S. Green Building Council - Orange County Chapter, a nonprofit corporation;
2. The original Articles of Incorporation were filed with the California Secretary of State on May 27,

2005; Amendment #1 is approved and in effect on April 4, 2008; Amendment #2 is approved and in effect as of August 14, 2009.

These By-Laws for the U.S. Green Building Council - Orange County Chapter are hereby approved by the undersigned Officers:

_____	_____	_____
Date	Name	Title

_____	_____	_____
Date	Name	Title

_____	_____	_____
Date	Name	Title

_____	_____	_____
Date	Name	Title

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Amended By-Laws of the Corporation named in the title thereto and that such Amended By-Laws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: _____

(Secretary)