

THE BY-LAWS OF THE NORTHWEST ECOBUILDING GUILD

PREAMBLE:

These By-Laws govern the organization and function of the Northwest EcoBuilding Guild.

ARTICLE I: NAME, PURPOSE, LOCATION, BOUNDARIES AND FISCAL YEAR.

1.1 Name. The name of this organization shall be the NORTHWEST ECOBUILDING GUILD (herein called the Guild)

1.2 Purposes. The purpose of the Guild is to be pro-actively engaged in the cooperative and balanced creation of an ecologically sustainable built environment in the Northwest. This shall be accomplished by working to educate its members as well as to educate the general public through the exchange of ideas and information at meetings and public forums, through publication, through visual and other media, and through the use of information/demonstration centers. The Guild will provide a forum for networking and informational exchange among a diverse and inclusive membership.

The Guild shall undertake any and all activities consistent with the foregoing purposes as shall be lawful for a Washington not-for-profit Corporation and under the appropriate sections of the Oregon, Idaho, California, Montana, and British Columbia not-for-profit Corporation Law, and shall be consistent with the restriction imposed under section 501(c)(3) of the Internal Revenue Code of 1954.

The Guild is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit shall be distributed to or inure to the benefit of the directors or other officers thereof or to any private individual. Reasonable compensation, however, may be paid for services rendered to the Guild.

1.3 Location. The principal address of the Guild is 217 9th Ave. N., Seattle, WA 98109. The directors may change this address as appropriate.

1.4 Boundaries. The boundaries of the Guild shall include the States of Washington, Oregon, Idaho, Montana, northern California, and southern British Columbia.

1.5 Fiscal Year. The fiscal year of the Guild shall end on December 31 of each year, unless otherwise voted by the Directors.

ARTICLE II: MEMBERSHIP

2.1 Qualifications. Membership shall be available to any person or organization which shares the aims of the Guild as set forth in Article I, agrees to a commitment to work together in harmony with the organization and has paid the annual membership dues.

2.2 Voting. Only those members who have paid their dues are allowed to vote in elections, to vote on matters submitted to the membership by mail, or to vote in person on issues raised before membership meetings, or qualify for any other rights of membership.

2.3 Dues. The membership dues of the Guild shall be set by the Directors and ratified by the membership.

2.4 Annual Meeting. There shall be an annual meeting of the membership during the 1st quarter of the year at a time designated by the Board. At this meeting Officers of the

Guild shall report on the state of affairs of the Guild. Notice of this meeting shall be mailed or faxed to membership at least thirty (30) days prior to the meeting.

- 2.5 Special Meetings. Special membership meetings may be called by the Board or by petition of any twenty (20) voting members of the Guild. The matter(s) to be voted upon shall be stated in the meeting notice, which shall be sent to members no later than thirty days prior to the meeting. Only such matter(s) as stated in meeting notice may be voted upon at such meetings.
- 2.6 Mail Ballots. Mail Ballots may be used for the purpose of acting upon any resolution passed by the Directors. Any such action taken by the majority of those members voting in such mail ballots shall have the same force and effect as if a meeting has been duly convened and the issue voted upon. The polls for mail ballots shall be closed no earlier than twenty-one (21) days following the day each question is mailed to the membership.
- 2.7 Privileges. In addition to the foregoing, members are entitled to any other privileges as determined by the Board.
- 2.8 Quorum and Proxies. A majority of Guild members represented in person or by proxy, shall constitute a quorum at a meeting. At all meetings of members, a member may vote by proxy executed in writing by the member. Such proxy shall be filed with the Secretary of the Guild before or at the time of the meeting.
- 2.9 Termination of Membership: The Board of Directors shall have the authority to terminate any member whenever in their judgment the best interests of the Guild will be served thereby. The issue will be decided by a 75% majority vote of the Directors. Membership dues will be refunded on a pro rata basis.

ARTICLE III: BOARD OF DIRECTORS

- 3.1 Membership. The Board of Directors (herein called the Board) shall consist of fourteen (14) voting members (individual members herein called Directors) of the Guild, one-third of whom shall be elected by the membership by ballot each year. Each Director shall serve a three-year term, except when elected to fill a shorter term caused by a vacancy and required in order to keep a balance among the three years in the election cycle. In no case, however, may a Director be elected by the membership for terms of office exceeding six consecutive years. Directors shall take office at their first meeting following their election. The Board's term and its officers' term shall end during the first meeting of the next Board. In addition each Chapter President shall be an ex officio member of the Board, and shall attend meetings. The number of Directors may be increased or decreased from time to time by a resolution of the Board provided that no decrease shall shorten the term of any incumbent.
- 3.2 Officers. The Officers shall be chosen by the Directors from the membership of the Board and shall consist of a President, Vice-President, Secretary and Treasurer. Officers shall serve for a term of one year or until their successors are chosen. These officers, plus two others chosen by the board, shall constitute the Executive Committee of the Board. Directors and officers shall take office immediately following their election. No person shall serve more than four consecutive terms, in any one office. The Board shall have the right to remove any officer whenever in its judgment the best interests of the Guild will be served thereby.
- 3.3 Duties. The duties of the Board of Directors are the following:
 - a. To establish Guild policies in accordance with the purposes of the Guild.
 - b. To submit an annual report of Guild activities to the membership.

- c. To maintain fiscal accountability of the Guild.
- d. To appoint Executive Director or two Co-Executive Directors to administer the affairs of the Guild.
- e. To elect Officers and to delegate duties and responsibilities to the Executive Committee, Officers and staff.
- f. To fill, at any time, any vacancies in the elective offices, with a person so named to hold office until the expiration of the normal term of the person replaced.
- g. To appoint any Committees or Committee Chairs which it deems desirable for effective Guild operation.
- h. To ensure that each chapter is properly represented on the board, as outlined in section 3.1 of this article.

3.4 Duties of the Officers. Subject to the direction and control of the Board of Directors, the duties of the officers of the board of Directors are the following:

- a. The President shall preside at all Board and membership meetings or appoint a suitable facilitator to conduct them; represent the Guild in transactions with outside agencies; be an ex officio member of all committees; communicate to the Executive Director and membership such matters which may promote the welfare of the Guild; and transact business on behalf of and at the direction of the Board.
- b. The Vice-President shall assume the duties of the President in his absence and shall perform other duties as directed by the President
- c. The Secretary shall be responsible for issuing notices of meetings, keep minutes of meetings, keep a register of addresses of all members, and perform other duties as required by the Board.
- d. The Treasurer shall manage the financial affairs of the Guild. The Treasurer shall be the chief financial and chief accounting officer of the Guild. The Treasurer shall be in charge of the administration of the financial affairs, funds, securities, valuable papers, and keeping accurate records for the Guild.
 - i. The Board will approve all bank accounts and check writing controls and procedures. The Board will authorize officers and other individuals to sign on checks at approved banking institutions.
 - ii. The Board will approve financial accounting and record keeping policies and procedures in accordance with generally accepted accounting procedures.
 - iii. The day to day book keeping, cash or check processing, paying of bills, invoicing and collecting of receivables, and periodic financial and tax reporting will be conducted by the Executive Director and/or administrative staff person approved by the Board. The financial activities will be supervised by the Treasurer and conducted in accordance with approved budgets and operating parameters established by the Board.
 - iv. The Treasurer shall in general perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to this officer by the Board.

3.5 Meetings of the Board.

- a. The Board shall meet at the call of the President at least four times a year and at such other times as the President may designate or when the President is requested by at least three Directors to call such meeting.
- b. A majority of the Directors currently in office shall constitute a quorum. Notice of the time and place of a board meeting shall be given to the Directors at least 10 calendar days prior to Board meeting, unless such notice is waived by all Directors.
- c. Absence from three (3) consecutive meetings of the Board shall terminate the term of a Director, unless such termination is waived at the third or succeeding Board meeting by two-thirds of the Directors in attendance.
- d. The meetings of the Board shall be open to any members of the Guild.

- e. All decisions of the Board shall be made by a consensus decision-making process by all those in attendance. If a consensus cannot be reached, then a 75% majority of those present may pass any resolution.
- f. At each meeting of the Board, the Officers will report as to their respective activities that they have conducted since the previous Board meeting.
- g. Meetings by telecommunications. Members of the Board of Directors may participate in a Board meeting by means of telecommunication in which all persons participating in the meeting can effectively communicate with each other at the same time; participation in such meeting by these means shall constitute presence in person at such meeting.
- h. Actions by Written Consent. Any action that the Board may take at a meeting of the Board may be accomplished without a meeting of the Board by unanimous written consents of the Directors. Action by unanimous consent will be considered approved by the Board only when the last director signs the consent. Faxes will be considered an acceptable means for a Director to communicate their written consent.

3.6 Board Nominations and Elections.

- a. A Nomination Committee, appointed by the board and announced to the membership at least 60 days prior to the annual election, shall consist of at least three (3) voting members of the Guild. At least one member shall be a Director. It shall be the committee's duty to present a slate of nominees, committee shall notify the President at least 30 days before the date of the election of the candidates it proposes. The Nomination Committee shall be discharged upon the completion of the election.
- b. Nominations to the Board may also be made by any ten (10) voting members of the Guild, if such nomination is received in writing at least 30 days prior to the election.
- c. The election shall be held annually during the first quarter of the year at a time fixed by the Board.
- d. The Secretary shall mail ballots bearing the names of the nominees with appropriate biographical information to each member eligible to vote. These ballots shall be mailed no later than 21 days prior to the election date. To be valid, ballots must be received or postmarked on or before the election date.
- e. In the election, nominees receiving the largest number of votes shall be deemed elected. Only one vote may be cast by each member for each Board position being voted upon. In the case of a tie vote, the board shall resolve the tie.
- f. The Board shall meet within sixty (60) days of election and elect its Officers.

3.7 Resignations Vacancies and Removal

- a. Any Director may resign at any time. Such resignations shall be presented to the Board or any officer in writing and take effect on the date specified therein or, if no date is specified, upon delivery to the Board.
- b. In the case of resignation or vacancy, a majority of the remaining Directors may elect a successor to hold office until that vacancy can be duly filled at the annual election.
- c. A Director may be removed by a two-thirds vote of the Board or by the membership in a special election. Such special election shall be triggered by a written petition of 10% of the membership or thirty members, whichever is greater. A minimum of one-half the membership must vote in such special election and two-thirds of those who vote must vote in favor of removing a Director for that director to be removed.

ARTICLE IV: EXECUTIVE DIRECTOR(S)

- 4.1 The Executive Director(s) shall be the principle administrative officer of the Guild. He/she shall be an ex officio member of the Board and of all Committees.
- 4.2 The Executive Director(s) shall be appointed by the Board.
- 4.3 The Executive Director(s) shall bear overall responsibility for the administrative functions of the Guild and shall perform other duties as the Board may direct.

ARTICLE V: COMMITTEES. SPECIAL INTEREST GROUPS AND TASKGROUPS

- 5.1 Committees shall be appointed by the Board. The responsibilities and the composition of the committees shall be determined at the time appointed and are subject to change at the discretion of the Board.
- 5.2 The majority of members of each committee will be made up of voting members of the Guild. Each committee will have one Director as a member or as a liaison person to the Board.
- 5.3 Special Interest Groups (SIGs) may be formed by any three or more voting members of the Guild with a particular shared interest that falls within the scope of the Guild. Upon formation of a SIG, the SIG shall provide a minimum of quarterly updates to the Board of its activities. SIGs may not speak on behalf of the Guild without coordination with the Board or Executive Director.
- 5.4 The Board may appoint Task groups as it deems appropriate. These Task groups will serve for a specific purpose and time period.

ARTICLE VI: AMENDMENTS

- 6.1 These By-Laws maybe amended by a vote of 60% of members voting at any annual election or special election called for such purposes. To be presented to the membership as a ballot item any amendment must be either: 1) approved by a majority vote of Directors voting at any meeting of the Board of Directors or 2) Approved by initiative of 30 members. Amendment by initiative must be in writing and signed by 10% of the membership or 30 members (whichever is greater) supporting the amendment.

ARTICLE VII: ADVISORY BOARD

- 7.1 The Board may form an Advisory Board of persons who agree with the purpose of the Guild and are willing and able to give the Guild useful advice from time to time. Advisory Board members are not required to be voting members of the Guild or live within the geographic boundaries of the Guild.

ARTICLE VIII: CHAPTERS

- 8.1 It shall be the policy of the Guild to encourage the formation of Chapters within the boundaries of the Guild. Such chapters shall be self-governing, subject only to such limitations as may be necessitated by the Articles of Incorporation, these By-Laws, and the stated polices of the Guild.
- 8.2 The formation of a Chapter shall be the initiative of at least eight (8) voting Guild members residing within the area, the geographical boundaries of which are clearly defined. Those proposing a Chapter shall submit to the Board a charter petition containing the By-Laws under which the Chapter will operate, signed by at least eight (8) voting Guild members who reside within the proposed Chapter boundaries.

- 8.3 The formal establishment of a Chapter shall be authorized by the Board when all conditions pertaining thereto have been presented to and approved by the Board.
- 8.4 No Chapter shall have the authority to represent the Guild officially or publish in the name of, or to incur expense in the name of the Guild, except as authorized by the Board.
- 8.5 The Chapters must maintain at least eight (8) voting Guild members to remain a Chapter. Chapter membership may include persons who are not voting members of the Guild. However, the officers of the Chapter must be voting members of the Guild. In addition, only those Chapter members who are also Guild members shall be entitled to the rights and privileges of Guild membership as outlined in Article II.
- 8.6 Each Chapter shall keep the Guild informed concerning activities and progress in its area. Each chapter shall assist the Guild in obtaining increased participation in Guild activities and in increasing Guild membership.
- 8.7 The Guild shall endeavor to assist the Chapters when such assistance is requested.
- 8.8 Each Chapter President shall be an ex officio voting member of the Board that shall attend Board meetings
- 8.9 Each Chapter shall include an article of affiliation with the Guild in its By-Laws.

ARTICLE IX: ADOPTION

These By-Laws shall become effective upon ratification by the Board and by ratification by voting members.

Approved version by membership vote 6/94

AMENDMENT TO THE BYLAWS OF THE NORTHWEST ECOBUILDING GUILD

ARTICLE X: COUNCILS

- 10.1 It shall be the policy of the Guild to encourage the formation of Councils within the boundaries of the Guild. Councils shall be self governing; subject only to such limitations as may be necessitated by the Articles of Incorporation, these bylaws, and the stated policy of the Guild.
- 10.2 The formation of a Council shall be based on professional or common interest or topic of at least six (6) voting Guild members. The subject or topic of the Council must be clearly defined. Those proposing the Council shall submit to the board a charter petition containing the bylaws under which the Council will operate, signed by at least six (6) voting Guild members who intend on being members of the Council.
- 10.3 The formal establishment of a Council shall be authorized by the Board when all conditions pertaining thereto have been presented to and approved by the Board.
- 10.4 No Council shall have the authority to represent the Guild officially or publish in the name of, or to incur expense in the name of the Guild, except as authorized by the Board.
- 10.5 Each Council must maintain at least six (6) voting Guild members to remain a Council.
- 10.6 Each Council shall keep the Guild informed concerning activities and progress in its area. Each Council shall assist the Guild in obtaining increased participation in guild activities and in increasing Guild membership.
- 10.7 The Guild shall endeavor to assist the Councils when such assistance is requested.
- 10.8 Each council shall appoint an official representative to the Board, that person will be an exofficial member of the Board.

Approved by the members 1997

Amendments approved by vote of the membership September 2003