

OTTAWA REGION CHAPTER - CANADA GREEN BUILDING COUNCIL

BYLAWS

ARTICLE 1 – CHAPTER FUNCTION

Section 1 – Function: The chapter functions solely within Ottawa, Gatineau, Eastern Ontario, and Western Quebec and in relationship to the guidelines and bylaws of the Canada Green Building Council (CaGBC). In the event of conflict between the bylaws of the CaGBC and those defined herein, the bylaws of the CaGBC shall be used.

ARTICLE 2 – NAME AND OFFICE

Section 1 – Name: The name of the Chapter is the Ottawa Region Chapter Canada Green Building Council, hereinafter referred to as the “Chapter” or the “ORC CaGBC”.

Section 2 – Office: Until changed in accordance with the Act, the head office of the Chapter shall be in the City of Ottawa, in the Province of Ontario, at such locations as may be determined from time to time by the Directors.

ARTICLE 3 - OBJECTIVES

The ORC will foster expertise in the field of Sustainable Buildings.

- The ORC will provide education in the area of sustainable buildings to members and others in the building community.
- The ORC will facilitate networking between member organizations and with other sustainability organizations, government agencies and NGOs.
- The ORC will develop education programs that will strive to demystify “green” or “sustainable” buildings including common tools and metrics, case studies and other relevant information and sources.
- The ORC will support members, appreciate our volunteers and use resources effectively.
- The ORC will be an advocate for sustainable buildings.

ARTICLE 4 – PROPERTY

No part of the Chapter’s property shall inure to the benefit of any Officer, Director, or member of the Chapter. On dissolution or liquidation of the Chapter, any of its assets remaining after payment of its liabilities shall be distributed by vote of the Board of Directors to any nonprofit Chapter or association whose objectives are similar to the Chapter’s.

ARTICLE 5 – MEMBERSHIP

Section 1 – Categories: Membership in the Chapter shall be limited to persons interested in furthering the objectives of the Chapter. The Board of Directors shall be entitled to create different classes of membership, with different voting rights, fees or dues. Membership is based through representation of the following membership groups:

A. Chapter (Individual) Memberships

- held by individuals;
- provide opportunities for networking and professional development;
- facilitate communication between green building professionals about local events;
- eligibility to participate on CaGBC Ottawa Region Chapter Committees;
- does not provide eligibility to participate on National CaGBC Committees.

Fee: As determined by the BOD

B. Chapter (Individual) Emerging Green Builder Memberships

- held by students, recent graduates and new professionals under the age of 30;
- are required to demonstrate eligibility;
- are equivalent to Individual Memberships;

Fee: As determined by the BOD

Section 2 – Application and Acceptance Procedure: Each membership application shall be made on such form as may be approved by the Board of Directors and must be accompanied by the applicable fees, dues or any other special assessment in force at the time of the application. The application shall be reviewed by the Board of Directors or its designate(s) to verify that the applicant meets the membership criteria described in Article 5, Section 1 herein. A membership may be rejected or a member decertified at any time if the criteria is not met.

Section 3 – Fees: Application/Enrollment fees and dues shall be evaluated and adjusted from time to time by the Board of Directors. The Board of Directors shall be entitled to waive membership fees.

Section 4 – Obligations, Rights and Privileges.

- a. These shall be personal to a member, and shall not be delegated or transferred, except for voting (see Article 6 – Section 4).
- b. All rights, title, and interest of a member in the Chapter, or its property, shall cease on the termination of the membership.
- c. Each member shall be bound thereupon by the provisions of the Bylaws and Rules of the Board of Directors, and all amendments thereto.

Section 5 – Termination: Any member may resign from the Chapter by delivering to the Chapter a written resignation and lodging a copy of same with the secretary of the Chapter. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual general meeting provided that such a member shall be granted an opportunity to be heard at such meeting.

Section 6 – Expulsion for Failure to Pay Dues. Any member failing to pay membership dues after ninety (90) days of the payment due date may be expelled from the membership.

Section 7 – Non-members. Non members who attend Chapter functions may be required to pay a higher fee for those functions.

ARTICLE 6 – MEMBERS MEETINGS

Section 1 – Annual General Meeting: The annual or general meeting of the members shall be held within ninety (90) days after the end of the Chapter’s fiscal year which is the last day of December, in the city of Ottawa where the head office of the Chapter is situated.

Section 2 – Reports and Financial Statements: At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call, at any time, a general meeting of the members of the Chapter. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. Five per cent of the members present in person, by proxy, or by teleconference, at a meeting will constitute a quorum.

Section 3 – Written Notice: 14 days written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that he has the right to vote by proxy. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Chapter shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be their last address recorded on the books of the Chapter.

Section 4 – Voting: Each voting member present at a meeting shall have the right to exercise one vote, provided that members who are more than 60 days in arrears of the

payment of their membership shall not be entitled to vote or exercise any other privileges of membership pending payment of membership fees in full. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Chapter. A majority of the votes cast by the members present in person by teleconference and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws. Voting on all matters may be conducted with or without meeting by Canada Post or electronic mail. The Board of Directors may adopt specific procedures for mail or electronic mail voting.

ARTICLE 7 – BOARD OF DIRECTORS

Section 1 – Composition: The property and business of the Chapter shall be managed by a board of directors, comprised of a minimum of three (3) directors and a maximum of eleven (11) directors. The board of directors shall consist of representation from at least one of the membership groups described in Article 5, Section 1 – Members if feasible. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds ($2/3$) of the members present at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors shall be a member of the Chapter.

Section 2 – First Directors: The applicants for incorporation shall become the first directors of the Chapter whose term in office on the board of directors shall continue until successors are elected. At the second annual meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Chapter.

Section 3 – Term: Directors to be elected shall be elected for a term of one year by the members at an annual meeting of members.

Section 4 – Past Presidents: Past presidents shall hold the title of past president for no more than two (2) years.

Section 5 – Removal from Office: The office of director shall be automatically vacated:

1. if at a special general meeting of members, a resolution is passed by two-thirds ($2/3$) majority of the members present at the meeting that he/she be removed from office;
2. if a director has resigned his office by delivering a written resignation to the secretary of the Chapter;
3. if he or she is found by a court to be of unsound mind;
4. if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;

5. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Chapter.

Section 6 – Compensation: The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties. Nothing contained herein shall be construed to preclude any director from serving the Chapter as an officer or in any other capacity and receiving compensation therefore.

Section 7 – Retirement: A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

Section 8 – Absence. If a member of the Board of Directors is absent from three (3) consecutive Board meetings for reasons which the Board member has failed to declare to be sufficient, his/her resignation shall be deemed to have been tendered and accepted.

ARTICLE 8 – POWERS OF DIRECTORS

Section 1 – Chapter Affairs: The directors of the Chapter may administer the affairs of the Chapter in all things and make or cause to be made for the Chapter, in its name, any kind of contract which the Chapter may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Chapter is by its charter or otherwise authorized to exercise and do.

Section 2 – Capital Expenditures: The directors shall have power to authorize expenditures on behalf of the Chapter from time to time and may delegate by resolution to an officer or officers of the Chapter the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Chapter in accordance with such terms as the board of directors may prescribe.

Section 3 – Gifts and Grants: The board of directors shall take such steps as they may deem requisite to enable the Chapter to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Chapter.

Section 4 – Remuneration: Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such

confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

ARTICLE 9 – DIRECTORS MEETINGS

Section 1 – Meeting Schedule: Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least four (4) meetings per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Chapter shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

The directors of the Chapter may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Chapter.

Section 2 – Quorum: A majority of directors in office (including at least one officer of the Chapter), from time to time, but no less than two directors, shall constitute a quorum for meetings of the board of directors. In excess of nine (9) directors, the quorum shall be five (5) directors (including at least one officer of the Chapter). Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the by-laws of the Chapter.

ARTICLE 10 – INDEMNITIES TO DIRECTORS AND OTHERS

Section 1 –Indemnification: Every director of the Chapter and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Chapter, from and against;

1. all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;

2. all other costs, charges and expenses which she/he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

ARTICLE 11 - OFFICERS

Section 1 – Composition: The officers of the Chapter shall be the President, the Vice-President, the Secretary and the Treasurer and any such other officers as the board of directors may by majority vote determine. Any two offices may be held by the same person. Officers shall be directors of the Chapter.

Section 2 – Officer Election. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members the Officers namely the President, the Vice Presidents, the Treasurer, and The Secretary.

Section 3 – Term of Office: The officers of the Chapter shall hold office for one year from the date of election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

ARTICLE 12 – DUTIES OF OFFICERS

Section 1 – President: The president shall be the chief executive officer of the Chapter. They shall preside at all meetings of the Chapter and of the board of directors. They shall have the general and active management of the affairs of the Chapter. They shall see that all orders and resolutions of the board of directors are carried into effect.

Section 2 – Vice-President: The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon them by the board of directors.

Section 3 – Treasurer: The treasurer shall have the custody of the funds and securities of the Chapter and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Chapter in the books belonging to the Chapter and shall deposit all monies, securities and other valuable effects in the name of the Chapter in such chartered bank or trust company, or , in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. They shall disburse the funds of the Chapter as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Chapter. They shall also perform such other duties as may from time to time be direct by the board of directors.

Section 4 – Secretary: The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the Chapter generally under the supervision of the officers thereof and shall attend all meetings and act as clerk

thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. They shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision they shall be. They shall be custodian of the seal of the Chapter, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

Section 5 – Others: The duties of all other officers of the Chapter shall be such as the terms of their engagement call for or the board of directors required of them.

ARTICLE 13 - COMMITTEES

Section 1 – Appointment: The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The board of directors shall determine the duties of such committees. Each committee shall, where possible have a Chair, Vice-Chair and a Secretary.

Section 2 - Executive Committee. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee, the members of which, unless otherwise provided by the Board, shall be the President, the Vice Presidents, the Treasurer, The Secretary and the Executive Director. The Executive Director shall be a non-voting member. The Executive Committee shall meet at the call of the President, or upon request of any two (2) members of the committee. It shall investigate and make reports and recommendations to the Board of Directors regarding matters relating to the Chapter or any member, or members thereof. During intervals between Board of Directors meetings, the Executive Committee shall exercise administrative powers of the Board of Directors. Matters of policy determined by the Executive Committee between meetings of the Board of Directors shall be recorded and submitted to the Board of Directors at its next meeting for approval. Notice of Executive Committee meetings shall be a minimum of 48 hours in advance.

ARTICLE 14 – EXECUTION OF DOCUMENTS

Section 1 – Execution: Contracts, documents or any instruments in writing requiring the signature of the Chapter, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Chapter without any further authorization or formality. The directors may give the Chapter's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Chapter. The seal of the Chapter when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

ARTICLE 15 – MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1 – Minutes of Board of Directors: The approved minutes of the board of directors shall be available to the general membership of the Chapter.

Section 2 – Minutes of the Executive Committee: The minutes of the Executive Committee shall not be available to the general membership of the Chapter. They shall be available to the board of directors, each of who shall receive a copy of such minutes.

ARTICLE 16 – FINANCIAL YEAR

Section 1 – Financial year: Unless otherwise ordered by the board of directors, the fiscal year-end of the Chapter shall be start the first day of January and the last day of December in each year.

ARTICLE 17 – AMENDMENT OF BYLAWS

Section 1 – Amendment: The bylaws of the Chapter not embodies in the letters patent may be repealed or amended by bylaw, or a new by-law relating to the requirements of subsection 155(2) of the Canada Chapters Act, may be enacted by a majority of the directors at a meeting of the board of directors. and sanctioned by an affirmative vote of a least two-thirds (2/3) of the members present in person, or by proxy, at a meeting duly called for the purpose of considering the said bylaw, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

ARTICLE 18 - AUDITORS

Section 1 – Appointment of Auditor: The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Chapter for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

ARTICLE 19 – BOOKS AND RECORDS

Section 1 – Books and Records: The directors shall see that all necessary books and records of the Chapter required by the bylaws of the Chapter or by an applicable statues or law are regularly and properly kept.

ARTICLE 20 – RULES AND REGULATIONS

Section 1 – Rules and Regulations: The board of directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Chapter as they deem expedient, provided that such rules and regulations shall

have force and effect only until the next annual meeting of the members of the Chapter when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

ARTICLE 21 – INTERPRETATION

Section 1 – Interpretation: In these bylaws and in all other bylaws of the Chapter hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

IN WITNESS WHEREOF we have hereunto set our hands and seals this day of , 2011

_____,
Witness
Name:
Title:

Signed by,
James McNeil
President, 2010-2011

_____,
Witness
Name:
Title:

Lan Chi Nguyen Weekes
Vice-President, 2010-2011

_____,
Witness
Name:
Title:

Judy Klenik
Secretary, 2010-2011