

Bylaws – January 15, 2007

ARTICLE I – NAME AND OFFICE

Section 1 – Name: The name of the corporation is the Canada Green Building Council/Conseil du bâtiment durable du Canada, hereinafter referred to as the “Council.”

Section 2 – Office: The Council’s principal office will be in Ottawa, Ontario or in another location approved by the Board of Directors and changed in accordance with the Canada Corporations Act (the “Act”). Satellite offices and chapter offices may be located elsewhere in Canada subject to approval of the Board.

ARTICLE II –PROPERTY

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

ARTICLE III – MEMBERSHIP

Section 1 – Members: Membership in the Council is balanced through representation from each of the following membership groups (“Membership Groups”):

- 1) Real Estate, Managers, Owners, and Tenants
- 2 a) Retail, Construction, and Products
- 2 b) Professional Firms
- 3) Financial and Support Services
- 4) Utilities
- 5) Academia, Research, and Policy
- 6) Non-Profit, and Industry Associations

The Board of Directors may define, add, delete, or combine membership groups from the above list. The Board of Directors may also determine that certain categories of organizations may or may not be eligible for membership. Applicants for membership must complete an application, agree to abide by a statement of principles (which will be part of the application process and be incorporated herein by reference and which may be modified by the Board of Directors from time to time), and pay dues and any other fees that the Board may establish.

Section 2 – Acceptance Procedure: Each membership application will be reviewed by the Board of Directors or its designate to verify that the applicant meets the membership criteria described in Article III, section 1 herein, including identifying the appropriate category. A membership may be rejected or a member decertified at any time if the criteria are not met.

Section 3 – Voting Procedures: The Board of Directors shall adopt a policy on the percentage of votes required by members to determine questions in meetings, in compliance with the Act.

Section 4 – Representation: Each member company will be entitled to one vote on each matter submitted to a vote of the membership.

Section 5 - Termination: 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. Membership in the Council may be terminated when:

- A. A member resigns by giving notice to the Council;
- B. Dues or other financial obligations to the Council have not been paid 90 days from the date of the invoice or expiration date, whichever is later;
- C. The member is expelled for actions which the Board determines are prejudicial to the welfare, interest or character of the Council, including willful violation of these Bylaws or the Council's statement of principles. The member in good standing is entitled to due process as established by the Board of Directors.

Section 6 – Liaisons: Liaisons are representatives of organizations and other entities that do not meet the members' categories listed in Article III, Section 1 herein. They may be invited to organization events and may participate in meetings and other programs as determined by the Board of Directors. Liaisons are not obligated to pay dues and are not entitled to vote.

ARTICLE IV – MEMBER MEETINGS AND VOTING

Section 1 – Annual Meeting: The annual or general meeting of the membership for business or other purposes -- as may be stated in the notice of the meeting -- will be held once a calendar year at a time, place and date to be determined by the Board of Directors. 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.

Section 2 – Special Meetings: Special meetings of the members may be called by the President, Chairman, Vice-Chairpersons, Secretary, Treasurer or Board of Directors at their discretion or at the written request of at least 10% of the voting members.

Section 3 – Notice: Written notice of a meeting, annual or special, stating the place, date and hour of the meeting, (and in case of a special meeting stating the purpose or purposes for which the meeting is called, in enough detail to enable members to form a reasoned

judgment thereon) will be given to each member entitled to vote at such meeting, not less than 30 days or more than 50 days before the date of the meeting. Notice may be given either personally, by mail, courier, facsimile, email, or any other form of wire or wireless communication. Notice of each meeting of members must remind the member if he has the right to vote by proxy.

Section 4 – Quorum: Only dues paying members are entitled to vote. Fifty (50) voting members present in person, proxy or by teleconference, will constitute a quorum for the transaction of business. The affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members unless the Act or these by-laws otherwise provide. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is not present or represented at a meeting, the members present at such meeting will have the power to adjourn the meeting until a quorum is present, at which time any business may be transacted that would have been transacted at the meeting as originally called.

Section 5 – Proxies: At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member if the proxy is received at least one (1) day prior to the annual or special meeting. A proxy is valid for only one meeting. The proxy shall be revoked if the member attends the meeting in person. Proxy holders must be members of the Council.

Section 6 – Voting: Voting on all matters may be conducted without meeting by Canada Post or electronic mail. Specific procedures for mail or electronic mail voting may be adopted by the Board of Directors.

ARTICLE V - FEES AND DUES

The Board of Directors may set fees in such amounts as it shall deem necessary, including, and without limitation, annual dues. The dues structure established may be tiered. The dollar amount will be reviewed annually and adjusted as necessary by the Board of Directors.

ARTICLE VI– BOARD OF DIRECTORS

Section 1 – Composition: The Board of Directors shall consist of:

- 1) one or more representatives from each of the “Membership Groups” described in Article III, Section 1;
- 2) a senior representative of the United States Green Building Council (“USGBC”) will be appointed, if one is not elected;
- 3) the President/CEO, in the capacity of chief executive officer;

- 4) up to a maximum of 6 other Directors may be appointed by the Board, which maximum number shall include the USGBC representative referred to in Subsection (2) above, with the intent of providing regional, cultural and gender balance, or a particular expertise.

The number of directors representing each category will be reviewed periodically by the Executive Committee. The maximum number of Directors is 24, excluding the President/CEO, and the minimum number of Directors is 3, also excluding the President/CEO. 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 2/3 of the members at a meeting duly called for the purpose of determining the number of Directors to be elected to the Board of Directors. Unless otherwise determined by a majority of the Board of Directors, the President/CEO will have a non-voting seat on the Board. There is no requirement that all seats be filled.

Section 2 - Responsibilities: The Board of Directors' primary responsibilities are:

- A. To supervise, control and direct the affairs of the Council, its committees and publications.
- B. To elect the Council Chairman, Vice Chairman, Secretary and Treasurer, and to hire a President/CEO.
- C. To actively prosecute the Council's objectives and supervise the disbursement of its funds.
- D. To adopt a policy on conflicts of interest.
- E. To take such actions as may be necessary to conduct the organization, including but not limited to adopting rules and regulations for the conduct of its business as shall be deemed advisable, establishing policies from time to time, and delegating certain authority and responsibility to the Executive Committee.

Section 3 – Nominations: A Nominations Committee, chaired by the Council Chairperson or his/her designee, shall formulate a slate of individuals to run to serve on the Board of Directors. Individuals will be nominated to fill a specific membership category Director seat or an at-large seat. The slate shall also include a section for write-in candidates for each of the Membership Groups and for the “at-large” directorships.

The Nominations Committee shall formally announce a slate to the membership by mail (either Canada Post or electronic). The mail notice will be accompanied by a ballot to which members will have 30 days to cast their votes.

Section 4 – Eligibility: Directors must be individuals, 18 years of age, with power under law to contract. Any duly authorized representative of a member in good standing will be eligible for office, except that no more than one representative of a given member organization may serve as a member of the Board of Directors during a fiscal year.

Section 5 – Term: All Board members will serve for a three-year term, unless they resign, die or are otherwise removed as Directors. An elected Board member may serve no more than six consecutive years. Notwithstanding the above, for the first and initial election only, terms shall be staggered, and one-half of the Board members shall serve for a two year term and one-half of the Board members shall serve for a three year term.

Section 6 – First Directors: The applicants for incorporation shall become the First Directors of the Council, whose term of office on the Board of Directors shall continue until their successors are elected.

Section 7 – Election: The candidates for the Board of Directors shall be elected by receiving the largest number of votes of members for each available Director seat.

Section 8 – Voting: With the exception of the President/CEO, each Board member is entitled to one vote. Voting on all matters, including election of the Executive Committee or amendments to the Bylaws, may be conducted in person at a duly constituted Board meeting or by other alternative means approved by the Board of Directors and permitted by the Act.

Section 9 – Quorum: One-half of the Board of Directors plus one Board member (50% plus one) of voting Board members present in person or by teleconference, will constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board members present at a duly organized meeting may continue to do business until either adjournment or the withdrawal of enough Board members to leave less than a quorum.

Section 10 – Meetings: The Board of Directors shall meet at least once annually at a time and location determined by the Board of Directors. Written notice of such meeting will be given to each Board member at least 30 days prior to the proposed meeting date. Regular meetings of the Board of Directors may take place as determined by the Board. Any particulars concerning regular meetings, including but not limited to notice, time and location, shall be determined by the Board, to the extent that these particulars are not determined by these Bylaws. Any or all Directors may participate in a meeting of the Board of Directors by telephone conference provided all Directors can communicate adequately with one another. Special meetings of the Board of Directors may be called by the President or a majority of the Directors, and shall be held at such time and place as the person or persons calling the meeting shall designate. Notice of special meetings shall be given at least fourteen days prior to the meeting and may be given either personally, by mail, courier, facsimile, telephone, email, or any other form of wire or wireless communication. The Board of Directors will adopt a policy on attendance at Board meetings by those who are not members of the Board of Directors.

Section 11 - Vacancies: Should any seat become vacant, the Executive Committee may nominate and elect from the membership category to serve on an interim basis until such time as an election can be held. A nomination to fill any vacated seat until the annual

meeting will be voted upon by the Board of Directors at the subsequent Board meeting or through electronic ballot.

Section 12 – Retention: An elected Board member may retain his/her seat in the event that his or her employment situation changes, provided that the new company or employment situation is a Council member in the same category to which the Board member was elected. If the individual changes jobs or otherwise leaves the membership category to which he/she is elected, that individual may retain the seat through the next meeting of the Board at the agreement of the individual and the Executive Committee. Thereafter, the individual must vacate the Board seat unless otherwise approved by the Board of Directors.

Section 13 - Removal From Office: An individual may be removed from the Board of Directors if the person becomes unaffiliated with a member organization. A seat may be declared vacant by a majority vote of the Board of Directors. Causes for such action shall include, but not limited to, failure to abide by the Council's Bylaws or Statement of Principles, repeated and inexcusable absences from meetings of the Board of Directors, or conviction of a felony.

Section 14 - Compensation of Board of Directors Members: Board members (not including the President/CEO) shall not be entitled to any compensation for their service on the Board of Directors. The Board of Directors shall determine the amount of compensation for the President/CEO. Travel expenses for Board members may be reimbursed provided they are budgeted and approved in advance by the Board of Directors. The Executive Committee will determine the disbursement of these funds.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1 - Nomination & Election: Following each election of directors, the Board of Directors shall vote for and elect an Executive Committee for the coming year.

The Board may adopt a plan of succession from the Vice-Chairman to Chairman if it so desires.

Section 2 –Executive: The Executive Committee of the Board of Directors shall be composed of a Chairperson, one, two or three Vice Chairpersons, a Secretary, a Treasurer, and the past-Chairperson.

The President/CEO, in the capacity of chief executive officer, shall act as an advisor to the Executive Committee and attend all meetings.

Section 3 - Eligibility: Any duly elected member of the Board of Directors will be eligible for office. With the exception of the past-Chairperson, only Board Members shall serve on the Executive Committee.

Section 4 -Terms: Each Executive Committee member shall serve for a period of one year. The Board may adopt policies for limits on the number of consecutive terms on the Executive Committee.

Section 5 - Duties: General Duties of the Executive:

- A. Direct the implementation of programs, activities and recommendations of the approved Annual Policy Plan.
- B. Review and recommend the Annual Policy Plan (submitted by the President/CEO) for presentation and approval of the Board of Directors.
- C. Review and recommend the annual budget (submitted by the President/CEO) for presentation and approval of the Board of Directors.

Duties of individual Executive Committee Members are as follows:

- A. The Chairperson shall be the principal executive officer of the Council and shall preside at all meetings of the Board of Directors and membership. The Chairperson shall execute all contracts into which the Council may enter unless execution thereof is delegated by the Board of Directors or these Bylaws to some other officer(s) or agents of the Council. The Chairperson shall also serve as an alternative signatory on all funds withdrawn from any Council account.
- B. The Vice-Chairman shall exercise the responsibilities of the Chairman in the event of the Chairman's absence or disability. Additional responsibilities may be determined and assigned by the Chairperson.
- C. The Treasurer shall assure that the Council's funds are kept safe and that full and accurate accounts of receipts and disbursements are prepared. The Treasurer will also review, annually, the budget submitted by the President/CEO to the Council to be discussed and approved by the Board of Directors. Additionally, the Treasurer serves as the main signatory on all Council banking accounts. The Chairman may appoint an Assistant Treasurer to assist the Treasurer, and who may perform the same duties as the Treasurer.
- D. The Secretary shall take and disseminate minutes, prepare and sign corporate documents, etc. and perform the duties normally assigned to a Secretary. The Chairman may appoint an Assistant Secretary to assist the Secretary, and who may perform the same duties as the Secretary.

Section 6 – Meetings: Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such Committee provided that 48 hours written notice of such meeting shall be given, other than by mail, to each member of the Committee. Notice by mail shall be sent at least 14 days prior to the meeting. No less

than three members of such Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Council shall invalidate such meeting or make void any proceedings taken thereat and any member of such Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Section 7- Vacancies: Should any office become vacant, the Executive Committee shall nominate, and the Board of Directors shall vote upon, within 60 days, an individual to complete the remainder of the term involved.

Section 8 – Remuneration: Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

Section 9 - Removal From Office: An individual may be removed from the Executive Committee if the Committee member becomes unaffiliated with a member organization. An office may be declared vacant by a majority vote of the Board of Directors. Causes for such action will include, but are not limited to, failure to abide by the Council's Bylaws or Statement of Principles, repeated and inexcusable absences from meetings of the Board of Directors, or conviction of a felony.

ARTICLE VIII – PRESIDENT/CEO/ AND STAFF

Section 1 – Appointment: The Board of Directors may appoint and employ a salaried staff head who shall have the title of President/CEO and whose terms and conditions of employment shall be specified by the Board of Directors. In the event the President/CEO is not employed in a full-time capacity by the Council, he or she shall hold office for two (2) years from the date of appointment or election, or until his successor is elected or appointed in his stead.

Section 2 – Authority and Responsibility: The President shall be the chief executive officer of the Council and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Council and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Letters Patent or Articles of Incorporation of this Council, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including but not limited to having charge of the corporate seal of the Council. Except as otherwise expressly provided by law, by the Letters Patent or Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Council, execute such contracts, cheques, or other instruments, which may from time to time be authorized by the Board of Directors. The President will also prepare, annually, a proposed budget for the Council that will be reviewed by the Executive Committee and then submitted to the Board of Directors. He or she may hire and/or appoint as necessary appropriate Council staff to provide administrative and program management services and negotiate employment

and/or management contracts on the Council's behalf. These duties include fixing compensation for such Council staff within the approved budget.

Section 3 – Other Officers: The Board of Directors may appoint such other officers or agents of the Council as it may deem necessary and such officers shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed, and have such authority and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4 – Remuneration of Officers: Officers shall be entitled to the remuneration as determined by the Board of Directors from time to time.

Section 5 – Removal of Officers: Officers shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

ARTICLE IX - FINANCES

Section 1 - Signature on cheques and notes: All cheques shall be signed by any such officer or their designee as the Board of Directors may from time to time designate, or as stated in these Bylaws.

Section 2 - Fiscal Year: The fiscal year of the Council will be the calendar year.

Section 3 – Audit: The accounts of the Council shall be audited not less than annually by a Chartered Accountant who shall be appointed by the members at each annual meeting, with the approval of the Board of Directors and who shall provide a report to the Board of Directors and the members at the annual meeting. The audit will comply with Federal Not-for-Profit regulations.

Section 4 – Operating Reserve Fund: The Board may adopt policies and procedures for an operating reserve fund.

ARTICLE X - INDEMNIFICATION

Indemnification of Officers, Board of Directors Members, and others: Each member of the Board of Directors, officer, staff member, committee member, task force member or agent of the Council or a subsidiary of the Council and each person who serves or served at the request of the Council as an officer or director (or equivalent) of another Council or other enterprise while working on behalf of the Council (and the heirs, executors, administrators and estates of such persons), will be indemnified by the Council. Former members of the Board and Officers will also be indemnified for acts on behalf of the Council while in office. This indemnification will not apply to any action, suit, or proceeding brought by, or on behalf of, the officer or Board member without prior approval of the Board of Directors, or where such action, suit or proceeding is a result of the willful neglect or default of such indemnified individual. Each person who is or was an employee or agent of this Council and each person who serves or has served as an

employee or agent of another corporation, partnership, joint venture, trust or other enterprise working on behalf of the Council may be similarly indemnified at the discretion of the Board of Directors. The indemnification provided by this section will not be deemed exclusive of any other rights to which a person seeking such indemnification may be entitled under any bylaw, agreement, votes of the members or disinterested directors or otherwise, both as to action in his/her official capacity or as to action in another capacity while holding such office.

The Council shall purchase insurance to provide for the indemnification if it is entitled to do so at law.

ARTICLE XI - COMMITTEES

Section 1 - Executive Committee: There shall be an Executive Committee of the Council which shall have as members the Chairperson, one, two or three Vice Chairpersons, a Secretary, a Treasurer, and the past-Chairperson.

The President/CEO, in the capacity of chief executive officer, shall act as an advisor to the Executive Committee and attend all meetings.

Section 2 – Other Committees: The Executive Committee or the Board shall establish other committees, including those to develop programs, as it deems appropriate, and shall establish the powers and duties of each and shall establish the powers and duties of each, as well as any remuneration to be paid.

Section 3 -Chairpersons: The Chairmen of the committees shall be appointed by and serve at the discretion of the Executive Committee.

Section 4 - Meetings and Action of Committees: Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provision of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these Bylaws.

ARTICLE XII – CHAPTERS

Section 1 – Definition: A chapter is an association of persons who have joined together to further the interests of the Council and which has been issued a Chapter Certificate by the Council.

Section 2 – Formation/Dismissal: The Board may, at its sole and absolute discretion, create any number of chapters it deems appropriate, and may at its sole and absolute discretion decertify any chapter in existence.

Section 3 – Chapter Rules: The bylaws, acts, and decisions of all chapters must be in accordance with the Council's Articles of Incorporation and these Bylaws and with any act of the Board of Directors.

Section 4 – Policies: The Board of Directors may establish policies and guidelines for chapters and other forms of affiliation, and all chapters shall comply with the same.

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended by two-thirds vote of the Board of Directors, and by the affirmative vote of a majority of the members, in person or by proxy, at any regular or special meeting of the membership or by electronic ballot, provided that notice of the substance of the proposed amendment has been sent to each member at least five working days prior to the date of the regular or special meeting involved or prior to the day the electronic ballot is sent. New by-laws, repeals or amendments relating to the requirements of subsection 155(2) of the Act will be enacted as described above, provided that the making, repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.