

USGBC  
New Hampshire Chapter  
BY-LAWS

**ARTICLE I**  
**Name of Corporation and Location**

1. Name. The name of the corporation is "USGBC (U.S. Green Building Council) New Hampshire Chapter" ("USGBC-NH," the "Corporation" or the "Chapter"). It is and shall remain a not-for-profit corporation duly organized and existing under the laws of the State of New Hampshire.

2. Location. The location of the registered at 309 Wilson Hill Road, Frankestown, NH 03043, or such other place as the Board may designate.

**ARTICLE II**  
**Purposes**

1. Charitable and Educational Purposes. Said Corporation is organized exclusively for charitable purposes, to be exempt from federal taxation under §501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

In furtherance of the purposes set forth in the preceding paragraph, this Corporation shall have and exercise all the powers conferred by the laws of New Hampshire upon corporations formed under the voluntary corporation law of New Hampshire; to do any or all things hereinbefore set forth to the extent as natural persons might or could do; to do any and all other acts, matters and things necessary or incidental or convenient to these purposes which are not contrary to the laws of the State of New Hampshire including, without limitation, taking title to, owning, transferring and encumbering real property, as necessary; provided, however, that all of the activities and actions set forth above shall be carried out strictly in furtherance of those charitable and educational purposes previously set forth.

2. Tax Exempt Status. Notwithstanding anything to the contrary in these By-Laws, all of the activities and actions of the Corporation shall be limited and restricted by the following provisions:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, its Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes previously set forth.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these By-Laws, 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 §501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

D. In extending its services to persons using the facilities of the Corporation and in all of its other activities, the Corporation shall not engage in any activity in violation of the Civil Rights Act including, but not limited to, any act of discrimination based on race, color, sex, national origin, or sexual preference.

E. In the event that tax exempt status is not obtained or, in the alternative, is obtained and revoked, the Corporation shall notify the U.S. Green Building Council of such occurrence, but such occurrence shall otherwise have no effect on the Corporation's compliance with these By-Laws and any other rules, practices or policies in effect at the time and shall have no effect on the Corporation's ability to operate and function as a corporation.

### **ARTICLE III**

#### **Property**

No part of the Chapter's property shall move to the benefit of any Officer, Director or Member of the Chapter.

### **ARTICLE IV**

#### **Membership**

1. Membership Qualifications. Individuals who have paid dues as set by the Chapter Board and adhere to the standards for Members as may be established by the Chapter Board, and which are consistent with the USGBC Chapter Membership Policy, shall be considered Members in good standing of the Chapter. Any individual who is a full-time employee of a Member company or organization in good standing with the USGBC is qualified to be a "National" Member in this Chapter.

2. Termination. Subject to sub-paragraphs A & B, below, the Board shall establish a Policy pursuant to which a member's resignation may be accepted or a member may be removed from the membership roll and/or disqualified from becoming a member in future years. That Policy shall include provisions (i) assuring that a Member who resigns or is removed or disqualified will continue to be responsible for any financial obligations, including dues and other amounts due, accrued up to the effective date of membership termination; (ii) for removal for actions which the Board determines are prejudicial to the welfare, interest or character of the Chapter, including willful violation of these By-Laws; and, (iii) assuring due process protection for the Member in connection with any removal or disqualification procedure.

A. A Member may resign by giving notice to the Chapter. In the event of resignation, dues already paid for the current year will not be refunded.

B. A Member shall be removed if dues or other financial obligations to the Chapter have not been paid ninety (90) days from the date of the invoice or expiration date, whichever is later, after which the removal is final subject only to Board approval of a request for retroactive reinstatement.

## **ARTICLE V**

### **Dues**

Annual dues will be determined by the Chapter Board in accordance with USGBC Chapter Membership Policy. Such dues will be in addition to those dues paid to the USGBC. No dues or fees will be refunded unless, for good cause shown to the Chapter Board, the Chapter Board feels such a refund is in the interests of justice and not unduly adverse to Chapter Members.

## **ARTICLE VI**

### **Board of Directors**

#### **1. Responsibilities.**

The governing body of the Chapter is the Board of Directors (the "Board," the "Chapter Board," or the "Directors"), which has the authority and is responsible for the supervision, control and direction of the Chapter.

#### **2. Voting.**

Each Director is entitled to one (1) vote.

#### **3. Board.**

The property and business of the Chapter shall be managed and the policies of the Chapter shall be set by the Board. The initial Board shall be elected by the five (5) incorporators listed on the Articles of Agreement. Thereafter, beginning with the election of the Board Directors in 2017, the Board shall be composed of not less than seven (7) and no more than nine (12) Directors appointed by the Board as provided below.

#### **4. Classes.**

The Directors serving in office shall be divided into two classifications. On the initial Board, one-half (1/2) of the Directors shall serve one (1) year and one-half (1/2) of the Directors shall serve two (2) years. The Board shall establish a Policy for the timely publication of the names of each Director together with the expiration date of each Director's term and the date after which the Director would be ineligible for re-election under subsection 6, below if re-elected for consecutive terms.

#### **5. Composition of the Board.**

The Board of Directors consists of no fewer than seven (7) and no more than twelve (12) persons elected by and from the Chapter membership. Any Chapter Member in good standing is eligible to serve on the Board. The Chapter's goal and intent is for Board composition to be in accordance with USGBC policy with regard to the percentage of Directors who are USGBC National Member employees and Directors who are not. No more than two (2) persons of any one (1) organization may serve as a Director in any year. The Chapter shall strive for diversity among its directors in

both professional and socio-economic terms, reflecting the broad constituency of the green building movement.

#### **6. Terms.**

With the exception of the initial Board, as specified above, terms are two (2) years. Each Director shall serve for a term of two (2) years or until he or she is otherwise removed or replaced in accordance with these By-Laws. There is no limitation on the number of terms to which a Director may be re-elected.

#### **7. Nominations.**

On or before the second Tuesday of October, or the sixtieth (60<sup>th</sup>) day before an Annual Meeting Date selected by the Directors under sub-paragraph 8, below, the Governance Committee will inform the Members in writing either electronically or by physical letter, that it is seeking nominations for seats on the Board of Directors. That notice will include the name of each Director whose term is expiring and the name of each Director who will remain on the Board because their term will not expire at the end of the current year. No later than the forty-fifth (45<sup>th</sup>) day before the Annual Meeting, any Member may submit the names of prospective nominees for a position on the Board of Directors for screening by the Governance Committee using the criteria set forth in this sub-paragraph. No later than the thirtieth (30<sup>th</sup>) day before the Annual Meeting, the Board will approve a slate of nominees submitted to it by the Governance Committee and the Chair will submit the slate of nominees to the Membership for their vote. Because of the criteria set forth in this section, the slate of candidates may or may not include all of the nominees submitted by the Members. In preparing and approving the slate, the Governance Committee and the Board shall strive (i) for diversity among USGBC's fourteen (14) different member categories; (ii) to follow sub-paragraph 5 regarding the percentage of national members serving on the Board; and (iii) to select a number of nominees larger than the number of positions to be filled in order to provide the Members with reasonable choice in electing the Board of Directors.

#### **8. Elections.**

The Board of Directors through the Chair or through the Chairperson of the Governance Committee shall provide all Members at least sixty (60) day notice as to the manner and means required by these By-Laws for the election and re-election of Directors. Members will cast their ballots for Directors either electronically or in paper form in time for the Chair to receive the ballots no later than the fifteenth (15<sup>th</sup>) day before the Annual Meeting to be held during the fourth quarter of each calendar year at a time and place selected by the Board. However, if the Directors have not selected and caused the Chair to announce an annual Meeting date to the Members before October 15th, then the Annual Meeting will be held on the second Tuesday of December at 6:00 pm at the registered office of the Chapter as designated in the most recent annual report filed with the Secretary of State. Ballots will list all of the candidates and members will cast one vote for each of the number of Board positions being filled in that election; no Member may cast more than one vote for one candidate. The candidates receiving the most votes will be elected to the Board. No later than the seventh (7<sup>th</sup>) day before the Annual Meeting, the Chair will send the Members notice of the election results including how many votes were received by each candidate. If the Chair's announcement discloses a tie, then the Chair will also notify the Members that they may vote to break the tie and their tie-breaking ballot must be received by the Chair no later than noon on the day of the Annual Meeting, so that the Chair may announce the results at the Annual

Meeting. If there is a tie in the run-off election and more than one of the candidate's wishes to serve on the Board then the successful candidate will be determined by lot at the Annual Meeting.

**9. Attendance.**

Failure to attend three (3) Board meetings in the course of a calendar year shall result in removal of a Director from the Board. After two such absences, the Secretary shall notify the Board member that one additional absence in the calendar year will result in their removal from the Board. Upon the Secretary's reporting to the Board that a Director has failed to meet the attendance requirement of this section, the Board member shall be automatically removed from the Board, but shall be eligible to be reelected at the next Annual Meeting if not term limited under subparagraph 6 of this Article. If the Secretary is the Director with absences, the notices provided for in this sub-section shall be given by the Chair.

**10. Vacancies.**

If a vacancy occurs on the Board of Directors for any reason, the Chair shall nominate a replacement. Such replacement shall be confirmed by the affirmative vote of a majority of the remaining Directors. The confirmed Director shall serve for the unexpired portion of the term.

**11. Removal.**

Any Director may be removed, with or without cause, at a meeting of the entire Board of Directors. Causes for such action shall include, but not be limited to, failure to abide by the Chapter By-Laws and/or Conflict of Interest Policy, repeated and inexcusable absences from meetings of the Board of Directors, or conviction of a felony. No such vote shall be taken until after a written petition for removal is filed with the Board and the person whose removal is sought receives notice of said petition by first class mail or some other reasonable means recognized by New Hampshire law. The person shall be given the opportunity to make an oral or written response to the Board within fourteen (14) days of receiving notice of the proposed removal action. Any meeting called to include the vote on removal of such person shall not be held until after the fourteen (14) days provided for above has elapsed. Removal of a Director shall not automatically terminate the individual's present membership in the Chapter nor disqualify the individual from being a member in the future. Membership termination shall be governed by Article IV whether or not the member is also a Director.

**12. Meetings.**

The Board of Directors shall meet at least quarterly in person and by telephone or electronic conference or in person for the remaining eight meetings each year at such time, date and place as shall be determined by the Chair.

**13. Quorum.**

A simple majority of the entire Board will constitute a quorum for the transaction of business and is required on all votes, except where some other number is required by law or these By-Laws. 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. Directors who are absent may vote by telephone or other electronic means; however, unless required by law, proxy voting is not allowed. The Directors present at a duly organized meeting may continue to do business until either adjournment or the withdrawal of enough Directors to leave less than a quorum.

#### **14. Powers and Duties.**

The Board of Directors shall have all of the powers and duties reasonably necessary for the maintenance, supervision, control and direction of the Chapter and may do all such acts and things except as by law, the Articles of Agreement or these By-Laws may not be delegated to the Board of Directors by the Members. The Board is specifically empowered to establish policies, procedures, or such other rules as are consistent with these By-Laws and with the By-Laws and policies of the USGBC and the Chapter Charter. The powers and duties of the Board of Directors shall be subject to approval by the Members only when such approval is specifically required by law or the governing documents of the Chapter.

#### **15. Compensation.**

Directors do not receive compensation for their service. However, a Director may be reimbursed for the reasonable costs of expenses incurred by the Director in the performance of his or her duties in accordance with Chapter policy.

#### **16. Committees.**

A. The Chair will designate from the Board of Directors a Responsible Director for a Program Committee, a Membership Committee, a Finance Committee, and a Governance Committee.

B. Each Responsible Director, in consultation with the full Board and any Volunteer Coordinator then serving, will designate a Committee Chair for the committee assigned to that Responsible Director. Preference for committee chair positions shall be given to any nominees for a Board of Director's position during the most recent election who were not elected to a seat on the Board.

C. Each Committee Chair will select the initial members of the committee subject to the approval of the Board. Once a committee is established it may elect its own Committee Chair and additional committee members, subject to the approval of the Board.

D. Committee members and Chairs shall serve one year or, if a Director, for the balance of their present term as a Director, whichever is longer.

E. If there will be a vacancy in the position of Governance Committee Chair as a result of the annual election of Directors that is not immediately filled by action of the remaining committee members or the committee's Responsible Director, then the Chair in office at the time of the annual election of Directors, whether or not re-elected to the new Board, immediately following said election, shall designate the Chair for the Governance Committee but the Board-elect must approve that designation. In all cases, the Governance Committee Chair shall select the Governance Committee members subject to the following requirements: the members shall include three (3) Chapter Members not running for election, at least one (1) of whom is not a current Director.

F. The Chair, subject to the approval of the Board, may appoint Responsible Directors for other committees, working groups or task forces as necessary to carry out the business of the organization.

## **17. Conflicts of Interest.**

All Directors shall have reviewed and signed the Chapter's Conflict of Interest Policy. Every new Director will be advised of the Chapter's Conflict of Interest Policy upon entering the duties of his or her office, and shall sign a statement demonstrating that she or he acknowledges, understands and agrees to abide the Chapter's Conflict of Interest Policy. The Board will comply with all requirements of applicable New Hampshire law.

## **ARTICLE VII Officers**

### **1. Officers.**

The Officers of the Chapter shall be a Chair, Vice-Chair, Secretary and Treasurer. The Chapter Officers may collectively comprise the Executive Committee.

### **2. Qualifications.**

Officers must be Members in good standing of the Chapter who have been elected or appointed to the Board of Directors. No person may hold more than one (1) office at the same time. Officer terms are two (2) years, and there is no limitation on the number of terms to which an Officer may be re-elected. The Directors shall strive to meet the requirements of the USGBC Chapter Membership Policy with respect to the percentage of Officers that must be employees of USGBC National Member organizations.

### **3. Nominations.**

The Governance Committee shall prepare a slate of candidates for each office at least two (2) weeks prior to the meeting of the Board of Directors next following the date of the annual election of Directors. The Governance Committee shall ensure that at least one (1) candidate shall be nominated for each office and that the slate is in compliance with the USGBC Chapter Membership Policy. All candidates shall consent to serve before elections. The Governance Committee shall present the slate directly to the Board of Directors. Additional nominations may be made from the floor at the meeting at which the officers are elected.

### **4. Elections.**

Election of Officers shall be by voice or roll call vote or written ballot of the Board of Directors if there are two (2) or more nominees for an office. Each Director may cast one (1) vote. A majority of votes cast shall elect. If there is no majority on the first ballot, the top two (2) candidates will run off against each other and all other candidates will be eliminated. If there is a tie in the run-off election, and both candidates continue to wish to serve, then, the election shall be determined by the toss of a coin.

### **5. Duties.**

Officers shall perform those duties usual and customary to their positions and as outlined in these By-Laws and the policies of the Chapter.

A. The Chair shall be the Chief Executive Officer of the Chapter. She/he shall preside at all meetings of the Chapter and of the Board of Directors and, in general, shall have all of the same powers and duties as would be attendant to the office of president of a nonprofit corporation organized in New Hampshire.

B. The Vice-Chair shall assume the powers and duties of the Chair whenever the Chair is absent from any meeting of the Chapter or the Board of Directors, or is unable to act in his/her capacity as Chair. If neither the Chair nor the Vice-Chair is able to act, a majority of the remaining Directors shall appoint some other Officer to act in the place of the Chair, on an interim basis. The Vice-Chair shall also perform such other duties as shall from time to time be delegated to him or her by the Board of Directors or by the Chair.

C. The Secretary shall keep the minutes of all meetings of the Chapter and of the Board of Directors and shall have charge of such books and papers as the Board of Directors may direct and shall, in general, perform all duties incident to the office of the secretary of a nonprofit corporation organized in New Hampshire. In the event that the Secretary shall not be able to keep the minutes of a certain meeting, the Secretary shall appoint an officer or his or her choice to keep such minutes.

D. The Treasurer shall keep full and accurate financial and accounting records and books for the Chapter, be responsible for the preparation of all required financial data, and be responsible for the deposit of all money and other valuables in such repositories as may from time to time be designated by the Board of Directors. The Treasurer shall perform all of the duties as would be incident to the office of treasurer of a nonprofit corporation organized in New Hampshire.

#### **6. Vacancies.**

If a vacancy occurs among the Officers for any reason, the Officers shall nominate and the Board shall elect an individual to serve in the position for the unexpired portion of the term.

#### **7. Removal.**

An Officer may be removed for cause by two-thirds (2/3) vote of the entire Board of Directors. Causes for such action shall include, but not be limited to, failure to abide by the Chapter's By-Laws, conflict of interest or antitrust compliance policy, repeated and inexcusable absences from meetings of the Board of Directors or conviction of a felony. No such vote shall be taken until after a written petition for removal is filed with the Board and the person whose removal is sought receives notice of said petition by first class mail or some other reasonable means recognized by New Hampshire law. The person shall be given the opportunity to make an oral or written response to the Board within fourteen (14) days of receiving notice of the proposed removal action. Any meeting called to include the vote on removal of such person shall not be held until after the fourteen (14) day period, provided for above, has elapsed. Whether the Officer maintains his or her status as a Director is a separate matter for the Board to decide pursuant to Article VI (Board of Directors), Section 11 (Removal). Similarly, whether a removed officer may continue to be a member of the Chapter is a separate matter governed by Article IV (Membership) Section 2 (Termination).

#### **8. Compensation.**

No Officers shall receive any compensation from the Chapter for acting as such. However, an Officer may be reimbursed for the reasonable costs of expenses incurred by the Officer in the performance of his or her duties, in accordance with Chapter policy and in accordance with the rules for Directors under Article VI Section 15.



**9. Conflicts of Interest.**

All Officers, by virtue of being Directors, shall have reviewed and signed the Chapter's Conflict of Interest Policy.

**ARTICLE VIII  
Meetings of Membership**

**1. Annual Membership Meeting.**

The Chapter shall hold an annual membership meeting to elect Directors and conduct such other business as may come before the meeting at the place and on the date decided by the Board of Directors under Article VI Section 8.

**2. Special Meetings.**

The Board of Directors may call special meetings at any time, for any purpose or purposes, unless otherwise prescribed by statute.

**3. Notice.**

The Board of Directors must give Members thirty (30) days notice of all annual meetings and fourteen (14) day notice of special meetings. The notice must include a description of the business to be discussed.

**4. Quorum.**

The presence, either in person, by telephone, by other electronic means selected by the Board, but not by proxy unless required by law, of ten percent (10%) of the Chapter membership constitutes a quorum.

**5. Voting.** Each Member is entitled to one (1) vote. Except where some other number is required by law or these By-Laws, a simple majority of votes is required to decide any question under consideration and shall constitute the act of and be binding upon the Chapter. Voting by mail or by electronic means is permitted in appropriate circumstances as specified in these by-laws or determined by the Board of Directors. A decision shall be made by a majority of those responding.

**6. Proxies.**

Unless otherwise required by law, proxy voting is not permitted.

**7. Action Taken Without Meeting.**

Any action to be taken at any annual, regular or special meeting of Members may be taken without a meeting, provided the Chapter delivers a ballot in writing or by electronic transmission to every Member entitled to vote on the matter. The ballot in writing or by electronic transmission shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot in writing or by electronic transmission of an action shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action. All solicitations for votes by ballot in writing or by electronic transmission shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve such matter other than the election of Directors; and specify the time by which a ballot must be received by the Chapter in order to be counted. A

timely ballot received by the Chapter may not be revoked without the consent of the Board of Directors. The results of each action by ballot in writing or by electronic transmission shall be certified by the Secretary and shall be included in the minutes of meetings of Members filed in the permanent records of the Chapter.

## **ARTICLE IX Finances**

### **1. Contracts.**

The Board of Directors may authorize any Officer or Officers, agent or agents of the Chapter, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

### **2. Checks and Drafts.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by those Officers or agents of the Chapter and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the Treasurer and countersigned by the Chair of the Chapter.

### **3. Deposits.**

All funds of the Chapter shall be deposited to the credit of the Chapter in the banks, trust companies or other depositories as the Board of Directors may select.

### **4. Gifts.**

The Board of Directors may accept on behalf of the Chapter any contribution, Gift, bequest or devise for the general purposes or for any special purpose of the Chapter.

### **5. Audit.**

The accounts of the Chapter shall be audited not less than every two (2) years by a Certified Public Accountant who shall be recommended by the Finance Committee and appointed by the Chapter Executive Committee, with the approval of the Board. The CPA shall provide a report to the Board of Directors.

### **6. Operating Reserve Fund.**

The Board may adopt policies and procedures for an operating reserve fund.

## **ARTICLE X Indemnification**

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 become 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. The Chapter shall purchase insurance to provide for the indemnification.

## **ARTICLE XI Dissolution**

If the Chapter's status should be revoked by the USGBC for failure to meet conditions as set forth in the USGBC Chapter Charter, the Chapter shall be dissolved according to the laws of New Hampshire, except as otherwise provided herein. The Chapter may also be dissolved upon the request of its Board of Directors and with the approval of the USGBC. Upon the dissolution or liquidation of the Chapter, any of its assets remaining after payment of all liabilities shall be distributed by a vote of the Board of Directors to any non-profit corporation or association that shares the objectives of the Chapter, as stated in the Chapter's Articles of Incorporation.

## **ARTICLE XII Amendments**

These By-Laws may be amended by two-thirds (2/3) vote of the entire Board of Directors. These By-Laws may also be amended by the affirmative vote of a majority of the entire membership 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 thirty (30) working days prior to the date of the regular or special meeting involved or prior to the day the electronic ballot is sent. In either case Dynamic Governance principles shall be employed to assure that any amendment is supported by meaningful consensus.

## **ARTICLE XIII General Provisions**

### **1. Books.**

There shall be kept in the registered office of the Corporation as reflected in the most recent annual report on file with the Secretary of State's office., or in some other reasonably and readily available location that is published on the Chapter's website, correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain copies of the Articles of Agreement. The By-Laws, and all minutes of the meetings of the Chapter and the Board.

### **2. Liability Limited.**

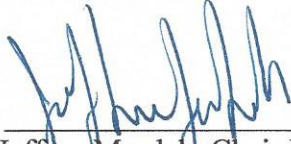
The Board shall establish a policy for making said records available to the membership electronically through the Chapter's website. Pursuant to RSA 508:16 or any similar, succeeding statute, the Board and Officers shall not be liable for any bodily injury, personal injury or property damage if the claim for such damages arose from an act or acts committed in good faith and without willful or wanton negligence, in the course of an activity carried on to accomplish the purpose of the Corporation.

**3. Fiscal Year.**

The fiscal year shall be from January 1 to December 31.

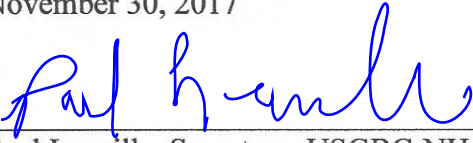
**4. Adoption of These By-Laws.**

The first Chapter By-Laws were adopted by a two-thirds (2/3) majority of the signers of the Articles of Agreement on April 8, 2009. The first Chapter By-Laws were supplanted and replaced by a two-thirds (2/3) majority vote of the Board of Directors on September 30, 2009, and those Chapter By-Laws were supplanted and replaced by these By-Laws adopted by a (2/3) majority vote of the Board of Directors on February 7, 2017 Further revisions to these By-Laws shall be per Article XII (Amendments).



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Jeffrey Myrdek, Chair USGBC-NH  
November 30, 2017



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Paul Leveille, Secretary, USGBC-NH  
November 30, 2017