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BY LAWS

DRAFT – v 6.0

DEFINITIONS



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- “Act”** Ontario *Corporations Act* (governing legislation of the Corporation)
- “AGM”** Annual General Meeting of the members of the Corporation
- “Board”** Board of Directors of the Corporation
- “Corporation”** Greater Toronto Chapter of the Canada Green Building Council
- “Director”** A voting individual elected to the Board by the members of the Corporation
- “Document”** Includes any instrument that legally binds the Corporation
- “ED”** Executive Director
- “Honorary Director”** A non-voting individual appointed to the Board by the Board.
- “Member”** An individual holding membership in the Corporation
- “Officers”** Includes Chair, Vice Chair, Secretary, Treasurer, Executive Director, and other elected and appointed officers by the Board
- “SGM”** Special General Meeting of the members of the Corporation



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Article I. CORPORATION

- Section 1.01 **Incorporation.** The Greater Toronto Chapter of the Canada Green Building Council (the “Corporation”) is incorporated under the Ontario *Corporations Act* (the “Act”). The Corporation is a provincial not-for-profit corporation without share capital.
- Section 1.02 **Dissolution of the Corporation.** The Corporation may be dissolved at a SGM or AGM, with the approval of a majority of the voting members present in person or by proxy and in accordance with provincial legislation. In the event of winding up or dissolution, the funds and assets of the Corporation remaining after paying all liabilities and debts shall be given or transferred to an organization with similar purposes.
- Section 1.03 **Management.** The Corporation shall be managed by a Board. The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation as it deems expedient that are not, by the Bylaws or by statute, expressly directed or required to be done in some other manner.
- Section 1.04 **Head Office.** The head office of the Corporation shall be in the Greater Toronto Area, in the Province of Ontario, or at a location as approved by a resolution of the Board.
- Section 1.05 **Corporate Seal.** The Corporation shall have a corporate seal, which shall be in such form as prescribed by the Board, and which shall have the words “Greater Toronto Chapter of the Canada Green Building Council” as part thereof. The seal shall be affixed under the direction of the Board to all deeds, contracts, or instruments requiring the seal, and any impression of the seal shall be accompanied by the signatures of any two of the signing Officers specified in these Bylaws or by such member and/or such other Officer of the Board as the Board authorizes for specific acts.
- Section 1.06 **Financial Year.** The financial year of the Corporation shall be the calendar year. The Board shall approve an annual operating plan and a budget for the financial year prior to the start of the year, and the budget shall not show a deficit.
- Section 1.07 **Bylaws.** The following rules and regulations of the Corporation shall be observed for the order and dispatch of business and shall regulate the conduct and duties of its Members, Directors and Officers. Where there is any conflict with another applicable Act, such governing legislation shall take precedence.



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Section 1.08 **Interpretation.** Unless the context otherwise requires, words implying 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 references to persons shall include firms and corporations where applicable. Headings may also be used as interpretation aids.

Article II. OBJECTS

Section 2.01 **Objects.** The Objects of the Corporation are contained in the Letters Patent (i.e. the legal document submitted to incorporate the Corporation, which states the name, objects and other information required for incorporation), and they are as follows:

- (a) promoting the development in the Greater Toronto Area of green buildings that are environmentally responsible, cost-effective and healthy places to live and work; and
- (b) forming and promoting a group of dedicated individuals and firms to share and implement the mandate of promoting green buildings; and
- (c) promoting the use of building assessment tools including the Leadership in Energy & Environmental Design (LEED) system of standards and methodologies for designing, constructing, operating and certifying green buildings, as part of the objective of promoting green buildings.

Article III. MEMBERSHIP

Section 3.01 **Applicants.** Membership in the Corporation shall be limited to persons interested in the education, promotion and growth of a sustainable building future, and persons who have substantially contributed to professions involved in such.

Section 3.02 **Withdrawal.** Any member may withdraw from the Corporation by delivering to the Corporation a written resignation or by delivering to the Secretary of the Corporation a written resignation.

Section 3.03 **Classes and Voting.** Membership in the Corporation shall be Full Chapter Membership and Emerging Green Builders. All members are voting members each entitled to one (1) vote at applicable meetings.

Section 3.04 **Membership Dues.** The Board may establish a schedule of annual dues for all members of the Corporation. Any increase in the Membership Dues equal to or less than the Consumer



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Price Index for Canada shall become effective upon a three-quarters (3/4) vote of the Board. Only one such increase by the Board shall be permitted per financial year. Any increase higher than this amount or more often shall not become effective until confirmed by a quorate SGM or AGM called for the purpose of considering the proposed Membership Dues increase.

Section 3.05 **Special Assessments.** Special assessments shall only be contemplated under extreme circumstances, shall be seen to benefit all members, and shall be communicated to all voting members for approval at a SGM or AGM.

Section 3.06 **Disqualification from Membership.** The Board or its designate, by resolution, may revoke or suspend the membership of any member if the member:

- (a) fails to pay his dues or other indebtedness to the Corporation within the time prescribed by the Corporation;
- (a) is declared by a court of competent jurisdiction to be mentally incompetent to manage his affairs;
- (c) is an undischarged bankrupt;
- (d) is convicted of a criminal offence; or
- (e) breaches any of these prescribed By Laws.

Article IV. MEETINGS OF THE MEMBERSHIP

Section 4.01 **Annual General Meeting.** A general meeting of the members of the Corporation shall be held annually between the 1st day of March and the 30th day of June, or such other date as may be determined by resolution of the Board.

Section 4.02 **Business to be Conducted.** As long as a quorum of voting members is present at an SGM or AGM, the following business may be conducted:

- (a) **Elections Report and Installation of Directors.** The Elections Report shall be presented by the Chief Returning Officer (or designate) to the AGM. The Chair (or designate) may read an Oath of Office to the incoming Directors, and the incoming Directors may be required to sign an Oath of Office.



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- (b) *Audited Financial Statements.* An audited financial statement of the accounts of the previous financial year shall be presented by the Treasurer (or designate) to the AGM.
- (c) *Appointment of Auditors.* A firm of chartered accountants shall be appointed by the voting members to audit the accounts of the Corporation. In the event that the auditor appointed at the AGM is unable to continue providing this service, the Board shall have the power to appoint by resolution an alternative firm of chartered accountants until the next AGM.
- (d) *Approval of Bylaw Amendments.* Any proposed Bylaw changes shall be approved by the membership at an SGM called for that purpose, which should normally occur immediately before an AGM.
- (e) *Miscellaneous.* Any other business that may be properly considered at an AGM or SGM.

Section 4.03 **Notice.** Notice of the time and place of a meeting of members shall be posted on the Corporation's website and given by one of the methods stated in Section 4.04 to each member entitled to vote at the meeting and to the auditor of the Corporation. Such notice shall be provided at least thirty (30) days before the meeting

- (a) *Signature to Notices.* The signature of any Director or Officer of the Corporation to any notice or document to be given by the Corporation may be in whole or in part written, stamped, typewritten, electronic or printed.
- (b) *Computation of Time.* Where a given number of days' notice or notice extending over a period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
- (c) *Proof of Service.* A certificate of an Officer as to the facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or Auditor or publication of any notice or other documentation shall also be conclusive evidence thereof and shall be binding on every Member, Director, Officer or Auditor as applicable. With respect to a notice or other document sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a Post Office or into a mailbox.



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- (d) *Effect of Notice Error/Omission.* No error or omission in giving notice shall invalidate any meeting or make void any proceedings or decisions taken at any such meeting. Any member may at any time waive notice to any such meeting, and may ratify, approve, and confirm any or all proceedings taken or decided at any such meeting.

Section 4.04 **Method of Notification.** Any notice or other document required to be sent to any Member, Director, Officer or Auditor shall be:

- (a) delivered personally or sent by prepaid mail at his latest address as shown in the records of the Corporation and, in the case of the AGM, to the Auditor at his business address; or
- (b) sent by telephone transmission of a facsimile of the document to the latest facsimile telephone number shown in the records of the Corporation; or
- (c) sent by electronic transmission of the document to the latest email address shown in the records of the Corporation.

Section 4.05 **Notice During Postal Interruption.** In the event that a notice or other document cannot be mailed due to a postal strike or other such interruption of postal service beyond the control of the Corporation and other methods of service are not practicable, the notice or other document may be published instead on the Corporation's website and in a major Toronto newspaper.

Section 4.06 **Use of Proxies.** Voting members of the Corporation may be present and vote by proxy at meetings. Proxies may be used to vote on any issue at a meeting, including resolutions to amend the Bylaws of the Corporation; to apply for Supplementary Letters Patent of the Corporation; or to approve increases to annual dues. Members may appoint as their proxy any other member of the Corporation or the Chair of the Corporation. Each member voting by proxy shall continue to be entitled to only one (1) vote, and he shall be counted as forming part of the vote in respect of such issues for which the proxy is applicable.

Section 4.07 **Format of Proxies.** With the Notice of Meeting, the Corporation shall circulate to the members an instrument of proxy (which may be electronic) that shall give the members three (3) alternatives in respect of the questions/issues concerning which the instrument of proxy may be used for at the meeting:

- (a) a specific authority and direction instructing the proxy to vote in favour of a question as stated;



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- (b) a specific authority and direction instructing the proxy to vote against a question as stated; and
- (c) an authority and direction instructing the proxy to vote at his discretion with respect to the questions, amendments, or variations to the matters identified in the relevant Notice of Meeting or other matters which may properly come before the meeting.

If no indication is made as to a preference among alternatives (a), (b) or (c) on the return of instrument of proxy, such instrument of proxy shall be deemed as giving authority as per instruction (c). Instruments of proxy shall name the Chair as the proxy by default, but the instrument of proxy shall provide a space for the member to designate another member of the Corporation to instead be the proxy.

- Section 4.08 **Submission of Proxies.** The Board may require that instruments appointing proxies must be deposited with the Corporation in a reasonable time and manner before the relevant issues in questions are considered at the applicable SGM or AGM. The Board may also specify whether the Chair has discretion to accept late proxies.
- Section 4.09 **Execution of Proxies.** In the event that the Chair is not able to attend the meeting which is to deal with the question in respect of which he is appointed a proxy, the Vice Chair of the Corporation shall act as his substitute to vote in accordance with the directions given him by instrument of proxy. In the event that the Vice Chair is unable to attend, the Secretary shall act as the substitute to vote in accordance with the directions given him by instrument of proxy.
- Section 4.10 **Adjourned Meeting.** If a meeting of members is adjourned for less than thirty (30) days, notice of the adjourned meeting need not be given other than by announcement at the meeting that is adjourned.
- Section 4.11 **Quorum.** A quorum at any SGM or AGM shall consist of ten percent (10%) of the voting members in good standing and present in person or by proxy.
- Section 4.12 **Lack of or Loss of Quorum.** Where there is no quorum present or quorum is lost at an SGM or AGM, the meeting may continue with a quorum of ten (10) voting members in good standing and present in person or by proxy. However, the meeting may only continue for the purpose of receiving reports from the Officers, conducting the business detailed in Sub-Sections 4.02(a), (b), and (c), and members' attendance at educational programs. No other business transacted at such a meeting



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shall have a legally binding effect on the Corporation until it has been ratified when an adjourned meeting resumes or at a subsequent SGM or AGM with quorum present.

- Section 4.13 **Special General Meetings.** A special meeting of the membership shall be called:
- (a) upon a two-thirds (2/3) vote of the Board, with a notification to the voting members at least fifteen days prior to the meeting; or
 - (a) if five percent (5%) of the voting members delivers to the Corporation's head office a demand for an SGM describing the purpose or purposes for which it is to be held. The Board shall give notice to the voting members of the place, date and time of the meeting, which shall be held within ninety (90) days.
 - (b) *Scope of Notice.* Notice of any meeting where special business is to be conducted, other than business that is required to be dealt with at the AGM, shall include the specific nature of the business to be conducted.
- Section 4.14 **Emergency Postponement.** In the event of an emergency, the Board by a two-thirds (2/3) vote may postpone any meeting. All voting members shall be notified of the postponement in a manner determined by the Board to be fair and reasonable under the circumstances.
- Section 4.15 **Voting.** No member shall vote in more than one capacity. Unless otherwise required by these Bylaws, the Act, or the rules governing the meeting, adoption of a main motion shall require the affirmative vote of a majority of the voting members who are present and voting in person or by proxy.
- Section 4.16 **Manner of Meeting.** The Board may approve the use of teleconferences or other two-way electronic mechanisms for AGMs or SGMs, and voting members attending by such methods shall be deemed to be present in person for quorum purposes.

Article V. BOARD OF DIRECTORS

- Section 5.01 **Composition.** The Board shall be comprised of a minimum of seven (7) to a maximum of fourteen (14) Directors. The Board shall have the option to appoint up to an additional twelve (12) non-voting Honorary Directors at its discretion.



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Section 5.02 Executive Committee. The Board shall select an Executive Committee from the Board members, which shall consist of at least of the Chair, the Vice Chair, the Secretary, and the Treasurer. The Executive Committee may determine its own procedures, and a majority of the Executive Committee is required for quorum. Between Board meetings, the Executive Committee may exercise all the powers of the Board in the management and direction of the Corporation's affairs and business in such manner as the Executive Committee deems best for the Corporation's interests. However, these powers are subject to any specific decisions, directions, constraints, or regulations passed by the Board.

Section 5.03 Qualifications. All Directors shall be voting members in good standing of the Corporation, and membership on the Board should strive to be representative of the following membership categories:

1. Academia, Research & Policy;
2. Financial & Support Services;
3. Non-Profit Organizations & Industry Associations;
4. Professional Firms;
5. Real Estate Managers, Owners & Tenants;
6. Retail, Construction & Products; and
7. Utilities.

Section 5.04 Powers and Duties. The Board shall have the powers and duties so prescribed in the Act, including transacting business at Board meetings; establishing policies not inconsistent with this Bylaw for its own governance and that of the Corporation; considering and approving budgets, institutional objectives and policies; and further promoting the Objects of the Corporation as deemed expedient.

(a) **Borrowing Provision.** The Board may, by resolution, from time to time:

- (i) borrow money upon the credit of the Corporation;
- (ii) limit or increase the amount to be borrowed;
- (iii) issue debentures or other securities of the Corporation;
- (iv) pledge or sell other debentures or other securities for such sums and at such prices as the Board may deem expedient; and
- (v) secure any such debentures, or other securities, or other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge, or pledge all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Corporation, and the undertaking and assets of the Corporation.



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The Board shall be permitted to delegate the powers contained in this paragraph to such Officers or Directors of the Corporation and to such extend and in such manner as the Board by resolution may determine.

- (b) *Signing Authority.* Contracts, documents, cheques and other instruments made in the name of the Corporation shall be binding upon the Corporation when signed by two of the Chair, the Vice Chair, or the Executive Director. The Board may also grant specific signing authority to other designated Officers, Directors, or employees by a resolution or policy adopted by the Board.
- (c) *Employees and Agents.* The Board may appoint such agents and engage such employees as it deems necessary from time to time, and such persons shall have the authority and perform such duties as prescribed by the Board.

Section 5.05 **Term and Term Limit.**

- (a) *Directors.* Directors shall be installed at the AGM as stated in Section 4.02. The term of office shall be two (2) years or until their successors are elected, and the terms shall begin upon adjournment of the AGM. Directors may be elected to a maximum of two (2) consecutive full terms, after which Directors are required to take one (1) year off before serving again as a Director. For clarity, partial terms and service as a “Director at Large” do not count towards term limits, and a former Director may be appointed as a “Director at Large” while on the year off.
- (b) *Honorary Directors.* The term for Honorary Directors, shall be one (1) year and will begin at the first scheduled meeting of the new Board following the Annual General Meeting. There shall be no limit regarding the number of consecutive terms that a person may be serve as an Honorary Director.

Section 5.06 **Vacating Office of Director.** The office of a Director shall be deemed to be vacated if a Director:

- (a) submits a written resignation to the Corporation or Secretary, which is accepted by resolution of the Board;
- (b) is absent from three regular Board meetings without the Board’s approval by resolution;
- (c) is removed from office at an SGM or AGM where a resolution is passed by three-quarters of the members present in person or by proxy; or



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- (d) ceases to be a voting member of the Corporation in good standing.

Section 5.07 **Vacancies.** With the exception of the Officers, if any vacancy shall occur for any reason stated in Section 5.06, the Board may, by resolution, fill the vacancy with a voting member in good standing. This member shall assume the position of “Director at Large”. Such a person may remain as a “Director at Large” only until the next AGM, at which time an election will be held to for a Director to complete the term associated with the vacancy.

Section 5.08 **Remuneration of Directors.** Directors, as such, shall not receive any stated remuneration for their services, but reasonable expenses may be claimed for attendance at meetings of the Board, SGM or AGM, or for such other expenses approved at the Board’s discretion by resolution of the Board.

Article VI. MEETINGS OF THE BOARD

Section 6.01 **Regular Meetings.** Regular meetings of the Board shall be held at least four (4) times each year. Meetings may be held at the Corporation’s Head Office or at such other place as is decided by the Board or by the Executive Committee. Other regular and special meetings may be held by resolution of the Board or called in accordance with Section 6.05.

- (a) *First meeting of a New Board.* The first meeting of a new Board term shall be held no later than sixty (60) days following the relevant AGM, and that meeting will focus on new director orientation and planning for the program year. The new Board may appoint any vacant Honorary Director positions at its discretion then or at later meetings. If the first meeting is held immediately after the AGM, then no notice shall be necessary for that meeting, provided that a quorum of the Directors is present. Similarly, when a vacancy on the Board is filled, notice of that Board meeting or a Board meeting immediately following the AGM is not required for the candidate who filled the vacancy.

Section 6.02 **Special and Emergency Meetings.** Special meetings may be called in accordance with the notice provisions in Section 6.05. Special emergency meetings may be called with notices sent by telephone or by e-mail to the number/address listed with the Corporation, forty-eight (48) hours prior to the meeting. Only matters specified in the call of a special meeting shall be considered by the Board during that session without a two-thirds (2/3) consent of the Board.

Section 6.03 **Meetings by Telephone.**



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- (a) A Board meeting may, with two-thirds (2/3) consent of the Directors entitled to attend the meeting, be held by means such as telephone, electronic or other communications facilities as permits all persons participating in the meeting to hear each other simultaneously and instantaneously.
- (b) The Board of Directors may, with two-thirds (2/3) consent of the Directors entitled to attend the meeting, permit individual Director(s) to participate in a face-to-face Board meeting by the aforesaid means. Any Director(s) participating in such a meeting by such means is deemed to be present at that meeting.

Section 6.04 **Quorum.** The presence of a majority of Directors is necessary to legally transact business at a meeting.

- (a) *Lack of Quorum or Quorum Lost.* If there is no quorum present one-half hour after the time set for a regular meeting, the Chair shall call the meeting to order, and the Secretary shall record the names of the Directors present. The meeting shall then be adjourned. If a meeting does not take place because of the lack of a quorum, or if a quorum is lost during the course of any meeting, the Board shall meet either at the next regularly scheduled meeting or at such other time and place as called by the Chair.
- (b) *Temporary Chair.* In the event that a quorum has been established and the Chair and the Vice Chair are absent, the Secretary or Treasurer shall preside temporarily. Alternatively, the members present may appoint, by general consent or majority vote, another Board member to act as a temporary chair to preside for that meeting. The temporary chair may give up the chair once the Chair or Vice Chair arrives.

Section 6.05 **Notice of Meetings.** Meetings of the Board may be convened by the Chair, any Officer, or by the joint request of any three (3) Directors provided to the Secretary. Notice of any such meeting shall be sent not less than fourteen (14) days by mail, or ten (10) days by fax or email before the meeting is to take place.

- (a) *Notice Waiver.* Notwithstanding Section 6.05, meetings of the Board may be convened without notice with the written consent of all Directors. Attendance of a Director at such a Board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.



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- (b) *Effect of Notice Error/Omission.* No error or omission in giving notice shall invalidate any meeting or make void any proceedings or decisions taken at any such meeting. Any Board member may at any time waive notice to any such meeting, and may ratify, approve, and confirm any or all proceedings taken or decided at any such meeting.
- (c) *Notice of Motion.* Motions representing a substantive new question or issues which have not been included in the call for the Board meeting shall not be considered or decided without two-thirds (2/3) consent of the Board members present, and shall be postponed until the next regular, special or adjourned meeting. An adjourned meeting shall be a continuation of the same session.

Section 6.06 **Confidentiality.** Except as provided for in the Act and these Bylaws, no Member shall be entitled to any information respecting any details or conduct of the Corporation's business which, in the opinion of the Board, would not be in the best interests of the Corporation to communicate to the public. The items that the Board may designate as confidential shall include contracts; professional standards or ethical issues; all personnel issues; issues affecting one or more identifiable members, directors or officers; and any items that are or may become litigious in nature.

Section 6.07 **Code of Conduct.** The Board expects of itself and its members proper use of authority and appropriate decorum.

- (a) *Loyalty.* Board members must be loyal to the interests of the Corporation they serve. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards, organizations or staffs, and the personal interest of any Board member acting as an individual.
- (b) *Conflict of Interest.* Board members must adhere to the regulations of the Act and other legislation in respect of pecuniary or fiduciary conflicts of interest. In addition, a Director must absent himself from any discussion regarding the item of conflict or potential conflict. If, in connection with a particular matter being considered by the Board, a majority of Directors has declared a conflict of interest, the remaining disinterested Directors may delegate the authority of the Board in that matter to an appropriate committee, which may include disinterested Directors and members who are not Directors.
- (c) *Non-Members.* Non-members shall also observe appropriate decorum during meetings. Those persons who are not members of the Board can be excluded at any time from part or all of a meeting, or from all of its meetings. Such exclusion can be affected by a ruling of the Chair in cases



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of disorder, or by an appropriate resolution of the Board as the need arises.

Section 6.08 **Attendance.** Attendance of Board members at meetings shall be recorded. In accordance with Section 5.06(b), a Director may be disqualified if he or she is absent from the meetings of the Board for three meetings without being authorized by a Board motion excusing the Director's absence.

- (a) *Observers.* Board meetings are to be generally open to the voting members. However, the Board may hold a meeting or part of a meeting in-camera if the subject matter being considered is the security of property of the Board; personal matters about an identifiable individual, including Board members or employees or agents of the Corporation; a proposed or pending acquisition of land; labour relations or employee negotiations; litigation or potential litigation; the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose; any confidential matter as outlined in Article VI, Section 6.06; or a matter in respect of which the Board has authorized the meeting to be closed.
- (b) *In-camera Session.* A motion to go into an in-camera session for reasons stated above is a question of privilege, and shall be adopted without debate by majority vote. Only Directors, Directors at Large, special invitees, and such employees as the Board may determine to be necessary shall remain in the meeting. All persons present during an in-camera session are bound not to divulge anything that occurred, except for motions ratified by the Board following an in-camera session, which shall be documented in the official record.
- (c) *Delegations.* Delegations shall be permitted to appear before regular meetings of the Board provided that the request is received by the Corporation not less than fourteen (14) calendar days prior to a Board meeting. Delegations shall be entitled to address the Board for a maximum of fifteen (15) minutes on a particular subject only with respect to the matter for which they have asked to appear. Where a delegation consists of more than two persons, the delegation shall appoint a spokesperson to address the Board. The Board may participate in discussion during delegate presentations.

Section 6.09 **Orientation.** At the beginning of each term, all newly installed Directors shall be required to participate in an orientation session conducted by the Board Officers and/or designates as developed by the Governance Committee and facilitated by the Governance Committee Chair.



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Article VII. OFFICERS

- Section 7.01 **Officers.** The Board shall elect the following officers from its voting members: Chair, Vice Chair, Secretary, and Treasurer. In addition, the Executive Director shall be appointed in accordance with Section 7.06. The Board may also elect or appoint other officers as the Board deems appropriate. With the exception of the ED, all officers may be removed at the Board's discretion or in accordance with the terms of the appointment.
- Section 7.02 **Qualifications for Elected Officers.** All elected Officers shall be Directors who meet the qualifications required in Article V.
- Section 7.03 **Elected Officers' Term.** Elected Officers shall be installed by way of vote at the first meeting of the Board as stated in Article VI, Section 6.01(a) after an election of the full Board. The term of office shall be two (2) years or until their successors are selected, and the terms shall begin upon adjournment of the AGM.
- Section 7.04 **Vacancies.** If a vacancy occurs for any reason in any elected Officer position, the Board may, by resolution, fill the vacancy with another member of the Board. In the case of the ED or other appointed officers, the Board may appoint acting officers on a temporary basis.
- Section 7.05 **Duties of Specified Elected Officers.**
- (a) *Chair.* The Chair shall be the chief elected officer of the Corporation. He shall preside at all meetings of the Corporation and the Board. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board are carried into effect. He, along with the Vice Chair or the Executive Director or other officer appointed by the Board for the purpose, shall sign all Bylaws and other documents requiring the signatures of the officers of the Corporation. In addition, the Chair shall perform such other duties as may be assigned to him from time to time by the Board.
 - (b) *Vice Chair.* The Vice Chair shall, in the absence, disability or death of the Chair, or in the event that the Chair has been removed from office or the office of the Chair is otherwise vacated, perform the duties and exercise the powers of the Chair and shall perform such other duties as may be assigned to him from time to time by the Board.



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- (c) *Secretary.* The Secretary or his designate shall ensure that records are maintained of all association, Board and Committee meetings and activities, including contractual agreements.
- (d) *Treasurer.* The Treasurer shall ensure the integrity of the fiscal affairs of the association and shall chair the Finance Committee. He shall be an ex-officio voting member of any Finance Committee sub-committee or financial task force. The Treasurer shall ensure that all necessary financial records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept. The Treasurer shall ensure that all expenditures are authorized and deposits are recorded by checking the monthly bank statements and the maintenance of all financial records. Copies of all regular financial reports from the monthly meetings should be placed on file.

Section 7.06 **Executive Director (ED).**

- (a) *Appointment.* The Board shall appoint the ED by majority vote of the entire Board. He shall remain as ED unless removed by two-thirds (2/3) vote of the entire Board or upon his resignation. He shall not be a voting member of the Corporation nor a voting member of the Board.
- (b) *Accountability.* The ED shall be employed by and report to the Board. The ED shall consult with and be responsible to the Chair between meetings of the Board. Other Board members, except for Officers, shall refrain from giving instructions to the ED, or to staff who report directly to the ED. In the event of a conflict between the Board of Directors and the Chair, the Executive Director shall act upon instructions received from the Board of Directors upon majority vote
- (c) *Duties.* The ED shall be responsible for the general supervision of the day-to-day conduct of business at the headquarters of the Corporation. The ED shall:
 - (i) be responsible for the employment of such personnel as required to carry out the duties of the Headquarters office provided that such employment falls within the constraints established by the budget and personnel policies established by the Board and Governance Committee;
 - (ii) develop institutional budgets, objectives and policies for the consideration and approval of the Finance Committee and Board, and develop procedures to implement objectives and policies approved by the Board;



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- (iii) attend all sessions of the Board except for in-camera sessions, unless invited, and all meetings of the members; act as clerk at such meetings and record or cause to be recorded all votes and minutes of all proceedings in the books to be kept for that purpose; and shall be responsible for providing notice of meetings of the members and the Board;
- (iv) be the custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution;
- (v) represent the Board at meetings, conferences, hearings and so forth and speak on its behalf as required by the Board, except when the Chair or his designate is present; and
- (vi) have the powers and duties as stated in the Bylaws, rules and policies established by the Board and Governance Committee, and as directed from time to time by resolution of the Board.

Article VIII. ELECTION OF DIRECTORS

Section 8.01 **Election of Directors.** The Directors shall be elected by electronic ballot with the results announced and reported at the AGM. In the event of a tie resulting in more Directors than available positions, appropriate run-off elections between the tied candidates may be held. If run-off elections are no longer feasible, the tie may be broken by random chance.

Section 8.02 **Chief Returning Officer.** At least two-weeks prior to the date for nomination, the Chair shall appoint a Chief Returning Officer for the election. The Chief Returning Officer shall be responsible for supervising and organizing the election in accordance with the Bylaws of the Corporation.

- (a) Nominations shall be accepted until 5:00 p.m. on the day two weeks before the date of the election. If fewer than six (6) nominations have been received by this date, the Chief Returning Officer may direct that the nomination period be extended for up to one week.
- (b) The Chief Returning Officer shall implement a polling system and method/timelines for the elections in a manner intended to be convenient for the membership. The Board may adopt an Elections Policy that provides further details regarding the election system, method, and timelines.



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- (c) The Chief Returning Officer shall announce and report the results of the election to the AGM, after receiving affirmations to serve from the elected. For clarity, unofficial results may be announced before the AGM, but only the announcement and report at the AGM shall be considered official. Upon completion of this Election Report to the AGM, the results shall be deemed to be ratified by the AGM.
- (d) A decision of the Chief Returning Officer may only be overturned by a two-thirds (2/3) resolution of the voting members present at an SGM or AGM.
- (e) Any discrepancies in Nominations or Voting shall be made in writing to the attention of the Chief Returning Officer as soon as possible, and, if not satisfactorily resolved, be dealt with at the public forum of an SGM to be held prior to the AGM. No notice for this SGM is required if it is held immediately before the AGM where the results are to be announced and reported.
- (f) All received Nominations shall be sent directly to the attention in strict confidence to the Chief Returning Officer.
- (g) In the event of electronic failure or service unavailability, the CRO shall adopt and implement a paper ballot system, which shall be set up and be available as soon as practicable.

Section 8.03 **Defects and Irregularities.** Any defects or irregularities in the polling system, the ballot, or any descriptions shall not invalidate the results of the election unless irregularities or defects occurred on a scale to materially affect the election results.

Article IX. COMMITTEES

Section 9.01 **Committees.** The Committees of the Corporation shall be the Standing Committees and other special or ad hoc committees as may be established from time to time by resolution of the Board.

Section 9.02 **Standing Committees.** At least three voting members shall comprise each of the Standing Committees of the Board:

1. **Program** – This committee will be responsible for developing and promoting the Chapter's public events, including networking and educational activities.



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2. **Membership** – This committee is responsible for implementing activities to recruit and retain chapter members. This committee is also responsible for orienting new members to the activities of the Chapter. This committee may conduct activities for identifying and developing Chapter leaders, including nominations for the Chapter Board. The nominations should promote the diversity of the membership that is represented on the Board and that there is a periodic rotation of member categories represented on the Board.
3. **Finance** – This committee oversees the prudent use of members dues, project funding, program, LEED™ and sponsorship moneys. This committee works with the Treasurer to develop an annual budget and to monitor Chapter expenditures. This committee also plans and implements fundraising initiatives. The Chapter Treasurer should chair the Finance Committee.
4. **Governance** – This committee oversees the prudent operations of Chapter to ensure that the board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of board activities, and evaluation of board members' and ED annual performance.

- Section 9.03 **Quorum.** The presence of a majority of committee members is necessary to legally transact business at a meeting.
- Section 9.04 **Committee Appointments.** Unless otherwise stated in the Bylaws, policies or by resolution of the Board, the Chair shall recommend Committee Chairs for the Board's approval by resolution. The other members of each standing committee shall be appointed by the Chair of each committee, subject to the Terms of Reference. The committee's composition shall be registered with the ED prior to the first meeting of the committee, as well as any change in membership thereafter.
- Section 9.05 **Accountability.** All standing and special committees established by the Board, shall report to and be subordinate to the Board, unless the Board delegates specific authority to a committee. The duties, powers and responsibilities of all committees shall be approved by resolution of the Board and all committees shall report as required to the Board. Any Committee member may be removed by a two-thirds (2/3) vote of the Board in accordance with these Bylaws.
- Section 9.06 **Remuneration.** Committee members shall not receive any stated remuneration for their services. By resolution of the Board, expenses or a portion of expenses may be allowed for the attendance at meetings. Such



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other sums may be paid to a committee member or members as the Board may by resolution determine.

- Section 9.07 **Special Committees.** Special committees shall be established as deemed expedient by resolution of the Board, and the membership of such committees shall include at least three members. Such a committee shall be chaired by a Director or other individual appointed by the Chair and approved by resolution of the Board, who should ideally have expertise on the subject matter to be considered. Special and ad hoc committees shall report recommendations to the Board, unless authorized by motion of the Board to take specific action on the Board's behalf.
- Section 9.08 **Chair Ex Officio.** The Chair shall serve as an ex officio voting member of all Board committees and shall be counted towards a quorum for committee meetings.
- Section 9.09 **Staff Assistance.** The ED or his designate shall be the chief staff resource for all committees and shall do all those things necessary to further the work of the committee. The ED may delegate a recording secretary and/or other resource staff as required.
- Section 9.10 **Committee Reports.** The committee chair, or in his absence, his designate, shall report to the Board as required.
- Section 9.11 **Discharging a Committee.** Upon completion of its assignment, a special committee shall be automatically released from duty, unless previously discharged from duty by resolution of the Board.

Article X. INDEMNIFICATION & LIABILITY

- Section 10.01 **Indemnity.** Every Director and Officer of the Corporation and his heirs, executors and administrators, successors and assigns 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 Corporation from and against:
- (a) all costs, charges, and expenses whatever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him, in or about the execution of the duties of his office; and,
 - (b) all other authorized costs, charges, and expenses that he sustains, or incurs in or about or in relation to the affairs of the Corporation, except



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where such costs, charges or expenses are a result of his own wilful neglect or default.

Section 10.02 Liability. No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any of the monies, securities, or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty. Furthermore, adequate and full liability coverage (including Liability and Directors/Officers Insurance) shall be in full effect for all Board members no later than 30 days after the Election Report of the full Board at the AGM.

Article XI. PARLIAMENTARY AUTHORITY

Section 11.01 Conduct of Meetings. The rules of the current edition of Robert's Rules of Order Newly Revised are the guiding reference for how meetings of the Corporation should be conducted, to the extent that Robert's is not inconsistent with the Act, Bylaws, and Special Rules adopted by resolution of the Board from time to time.

Article XII. AMENDMENT OF BYLAWS

Section 12.01 Board Amendment Process. The Board may approve the rescinding, amending or adding to any of the clauses of the Bylaws. However, all such changes shall be referred to an SGM for membership consideration in accordance with Section 12.02. If the Board unanimously approves the changes, the changes may be effective immediately until the SGM; otherwise, the changes shall not be effective until the membership considers them at the SGM.

Section 12.02 SGM Amendment Process. Any of the clauses of the Bylaws may be rescinded, amended or added at an SGM if a Notice of Motion regarding the specific nature thereof has been given with the call of the meeting. Bylaw changes shall be adopted by an affirmative vote of two-thirds



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(2/3) of members present and voting at a meeting duly called for the purpose of considering the said Bylaw.

Section 12.03 **Bylaws Review.** The Governance Committee shall review the Bylaws every even year to ensure that they are current. If amendment(s) or revision is required, the proposed amendment(s) or revision shall be adopted in accordance with Article XII, Sections 12.01 and 12.02.

Section 12.04 **Repeal.** Upon the coming into force of this Bylaw, all previous Bylaws of the Corporation shall be repealed.

Section 12.05 **Effective Date.** These Bylaws shall come into force and take effect upon approval from the Membership.

Chair

Vice Chair