

**BYLAWS**  
**Of**  
**NEW BUILDINGS INSTITUTE, INC.**

**December 18, 1997**  
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## ARTICLE 1

### General Provisions

1.1 Name. The name of this corporation shall be New Buildings Institute, Inc., and shall herein be referred to as the “Corporation.”

1.2 Offices. The principal business office of the Corporation shall be at 623 SW Oak Street, Third Floor, Portland, Oregon, 97205. The Corporation may also have offices at such other places as the corporation may require.

1.3 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on the following June 30 of each year.

1.4 No Members. The Corporation shall have no members. No person now or hereafter designated by the Corporation as a “member” for any purpose shall be or be deemed to be a member for purposes of the Articles of Incorporation or Bylaws of the Corporation or for purposes of California or any other law, rule or regulation. Any action or vote required or permitted by the California Corporations Code or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the board of directors of the Corporation.

## ARTICLE 2

### Statement of Purposes

2.1 Purpose. The Corporation is organized to:  
Promote and foster energy efficiency, carbon mitigation, conservation of natural resources, and energy policy development in the built environment through activities including, but not limited to:

- the development of energy efficiency standards in buildings;
- the development of methods for constructing and retrofitting buildings to provide safe, innovative, decarbonized and energy efficient structures in both the residential and commercial sectors;
- the delivery of energy and carbon solutions to anticipate and meet the energy management needs of our partners; and
- the conduct of programs that foster and encourage a sustainable energy future.

Conduct research, provide education, and support energy efficiency and carbon mitigation policies and programs that will increase resilience and reduce the harmful effects of activities that cause climate disruption.

Engage in all activities in furtherance of or relating to the above-stated purposes which may lawfully be carried on by a corporation formed under the California Corporations

Code and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any further tax code.

2.2 Mission. The Corporation pushes for better buildings that achieve zero energy, zero carbon, and beyond – through research, policy, guidance, and market transformation – to protect people and the planet.

## **ARTICLE 3**

### **Board of Directors**

3.1 Authority. The business and affairs of the Corporation shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the Corporation as permitted by law. The number of directors and the manner by which new directors are nominated and appointed shall be determined by the directors.

3.2 Number. The board of directors shall consist of not less than five (5) nor more than fifteen (15) directors. The number of directors shall be set from time to time by resolution of the board.

3.3 Nomination of Directors. The incumbent board of directors shall nominate and elect new board members. Nomination and election require a 51% affirmative vote of the directors present at the meeting during which the nomination is discussed.

3.4 Terms of Office. The members of the board of directors shall serve three (3) year terms. Prior to the end of their term, directors may be reelected by a majority of board members. Each director shall be eligible for re-election to the board for a maximum of three (3) consecutive terms of three (3) years. At the conclusion of the board member's third term, the board member will be eligible for board membership only after a one (1) year hiatus off the board. At each subsequent annual meeting of the board at which directors are elected, the successor of each of those directors whose term then expires shall be elected to serve a term of three (3) years and until his or her successors are elected and qualified or until their earlier death, resignation, term limitation or removal.

3.5 Participation. Members of the board of directors are required to participate in at least one board meeting in-person annually, preferably the annual meeting. Recognizing the broad authority and responsibility vested in the board for the governance of the Corporation, each director is expected to become knowledgeable regarding programs of the Corporation, as well as the duties, responsibilities and obligations of directors. Each director shall use reasonable effort to attend board and assigned committee meetings; shall come prepared to each meeting to make reasoned and informed decisions based on the information available.

3.6 Meetings. The board of directors shall hold an annual meeting each year and may elect the time and place for annual and other meetings of the board. Other meetings of the board of directors may be called by the president of the board or by a majority of the directors then in office by delivering notice, in writing, of the date, time, place and purpose of such meeting to all directors at least thirty (30) days in advance of such meeting or seven (7) days in cases of emergency.

3.7 Quorum and Voting. A majority of the board of directors who have voting power shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those directors who have voting power and are present shall decide any matter, unless a different vote is specified by law, the Articles of Incorporation or these Bylaws.

3.8 Virtual Meetings. One or more directors may participate in any annual, regular or special meeting of the board by means of web or telephone conference or similar communications equipment by which all persons participating in the meeting are able to hear each other at the same time.

3.9 Action Without a Meeting. Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent, in writing, setting forth the action as taken shall be signed by a two-thirds majority of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors. Directors may indicate an affirmative vote by "signing" such written consents electronically via email as long as (i) the Secretary has on file signed authorization from each director indicating his or her current email address and consent to conduct board action by email and (ii) the emailed votes are printed and filed with the minutes of the proceedings of the board.

(a) Action by Email Poll. Action required or permitted to be taken by the board may be taken by email poll if:

- (i) the Secretary has on file a signed authorization from each director indicating his or her current email address and consent to conduct board action by email,
- (ii) each director receives a copy of a "Proposal to Take Action via Email" message at his or her current email address,
- (iii) the message indicates that the Proposal is open for discussion and that all comments on the Proposal must be sent to all other directors through use of a "Reply All" or similar function,
- (iv) the Proposal indicates that any director who believes the Proposal should not be passed via email poll may so state in his or her reply and the Proposal will be held for the following board meeting,
- (v) at the conclusion of discussion messaging, the director who originated the Proposal shall call for a vote for or against the Proposal, and each director shall send his or her vote to all other directors,
- (vi) the originator shall then reply to all directors stating whether the Proposal has passed, and

(vii) the emailed votes are printed and filed with the minutes of the proceedings of the board.

3.10 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Incorporation, these Bylaws, or the laws of California, a waiver of notice in writing signed by the directors, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

3.11 Compensation. Directors as such shall not receive any salaries for their services on the board, but directors shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation.

3.12 Resignation. Any director may resign by delivering a written resignation or email message to the Corporation at its principal office or to the president or secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time. Failure to respond to an email or letter inquiry within 45 days and a minimum of 2 attempts by board or staff members, absent extenuating circumstances or approval by the board majority, will be considered a de facto resignation.

3.13 Removal. Any director may be removed, with or without assignment of cause, by a vote of two-thirds of the entire board of directors at any meeting of the board of directors. No members of the board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.

3.14 Attendance. Members of the board of directors are required to participate in at least one board meeting in-person annually. Any board member who misses three consecutive meetings shall be considered to have tendered a de facto resignation, absent extenuating circumstances and approval by the board majority.

3.15 Vacancies. Any vacancy occurring in the board of directors shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

## **ARTICLE 4**

### **Officers**

4.1 Officers. The officers of the Corporation shall be a president, vice president, treasurer, secretary and diversity officer of the board of directors, and such other officers as may be elected in accordance with the provisions of this Article.

4.2 Election. The officers of the Corporation shall be elected annually by the board of directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

4.3 President. The president shall preside or designate another board member to preside at all meetings of the board of directors. The president or other proper officer or agent of the Corporation authorized by the board of directors may sign any deeds, mortgages, bonds, contracts, receive and give receipt for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors or other instruments which the board of directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

4.4 Vice President. The vice president shall act on behalf of the president in his/her absence; represent the Corporation to sponsors and other such duties as may be prescribed by the board of directors and, if required, will act as president until a successor is elected.

4.5 Treasurer. The treasurer, or other proper officer or agent of the corporation authorized by the board of directors shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

4.6 Secretary. The secretary shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors. The secretary may delegate any or all of the above duties to a member of the corporation's staff.

4.7 Diversity Equity and Inclusion Officer. A board member or an employee will fill this role. The person will assume diversity, equity and inclusion oversight. Responsibilities include cultivating partner and program engagement opportunities; engaging with and supporting the work of marginalized communities; and identifying staff training to further behaviors, attitudes, and policies that encourage and support diversity, equity, and inclusion.

## **ARTICLE 5**

### **Committees**

5.1 Board Committees. The board of directors may establish at their discretion one or more standing or special-purpose committees to direct the business of the Corporation.

Each such committee may exercise the authority granted to it by the board's enabling resolution. Committee members will be elected at the annual meeting.

(a) Limitation on Committee Powers. No committee shall have the authority of the board of directors to:

- (i) amend, alter or repeal the Bylaws;
- (ii) elect, appoint or remove any member of any such committee or any director or officer of the Corporation;
- (iii) amend the Articles of Incorporation;
- (iv) adopt a Plan of Merger or adopt a Plan of Consolidation with another corporation;
- (v) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business;
- (vi) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore;
- (vii) adopt a plan for the distribution of the assets of the Corporation; or
- (viii) amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee;
- (ix) rules governing procedures for meetings of any committee of the board shall be as established by the board of directors or, in the absence thereof, by the committee itself. If no rules are established, then the rules that govern the directors shall govern each committee;
- (x) all committees are to report promptly to the board and only take such action(s) as is (are) specifically designated in these Bylaws or in the resolution establishing the committee or setting forth its duties and responsibilities. Each committee shall consist of two (2) or more directors and such other persons as the board may designate, who need not be members of the board of directors.

(b) Committee Chair. The president, with the approval of the board of directors, shall appoint all committee chairs for the ensuing year at or within a reasonable time after the annual meeting of the board of directors. Committee chairs shall be members of the Corporation's board of directors. If the board of directors establishes a new committee by resolution at a meeting other than the annual meeting of the board of directors, the board president, with the approval of the board of directors, shall similarly appoint its Chair at the time the committee is established or within a reasonable time after the establishment of the committee.

(c) Committee Meetings. Meetings of committees of the board of directors may be called by the respective Chairs of the committee or by any two (2) members of the committee. At all meetings of any committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting thereof at which there is a quorum shall be the act of the committee, except as may be otherwise specifically provided for by these Bylaws. Meetings may be held at such



place and time as shall be determined by the committee. Regular minutes of the proceedings of the committee shall be kept.

(d) Reports to Board Required. All actions of the committee shall be reported to the Board of Directors at its next meeting succeeding such action.

(e) Rules of Procedure. The committee shall fix and establish its own rules of procedure and shall meet as provided by such.

(f) Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the board president, the secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(g) Removal of Committee Member. The board, by resolution adopted by a majority of the directors in office, may remove from office any member of any committee elected or appointed by it.

## 5.2 Executive Committee.

Each year, at its annual meeting, the board of directors shall elect from those who are, or are to be, directors of the Corporation upon election, a committee consisting of at least four (4) directors. The committee or its chair may invite, at their discretion, other directors, officers, staff, or other persons to attend committee meetings.

(a) Powers and Functions. During the intervals between meetings of the board of directors, the executive committee shall, subject to Section 5.1(a) hereof, possess and may exercise all the powers and functions of the board of directors in the management and direction of the affairs of the Corporation in all cases in which specific direction shall not have been given by the board of directors.

(b) Review and Evaluate. Conduct annual year-end review and evaluation of Chief Executive Officer's (CEO) performance and recommend to the board or determine the annual salary and other benefits, direct or indirect, of the Corporation's CEO consistent with any and all employment contracts that may then be in place with the CEO.

(c) Perform Other Assignments. Perform such other functions as may be assigned to it by law, the Corporation's Bylaws, or the board of directors.

## 5.3 Governance Committee

(a) Powers and Functions. During the intervals between meetings of the board of directors, the Governance Committee shall, subject to Section 5.1(a) hereof,

possess and may exercise necessary means so that board members and committees of the board understand and are able to exercise proper governance of NBI in delivering its mission throughout the course of the year.

(b) Review and Evaluate. Conduct regularly scheduled re-examinations of NBI's Mission Statement, Vision Statement, Bylaws and operating policies and suggest revisions in advance of the annual meeting.

(c) Perform Other Assignments. Perform such other functions as may be assigned to it by law, the Corporation's Bylaws, or the board of directors.

#### 5.4 Finance Committee

(a) Powers and Functions. During the intervals between meetings of the board of directors, the Finance Committee shall, subject to Section 5.1(a) hereof, possess and may exercise necessary means to evaluate internal accounting and plan an independent annual review.

(b) Review and Evaluate. Conduct a review of financial statements, internal accounting controls and the annual external audit.

(c) Perform Other Assignments. Perform such other functions as may be assigned to it by law, the Corporation's Bylaws, or the board of directors.

## ARTICLE 6

### Corporate Transactions

6.1 Contracts. The board of directors may authorize the CEO and any officer or officers of the Corporation in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined by specific instances.

6.2 Indebtedness. All checks, drafts or orders for the payment of money, notes or other evidence or indebtedness issued in the name of the Corporation shall be signed by such officer or agent of the Corporation as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the Treasurer of the Corporation.

6.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors shall select.

6.4 Contributions. The board of directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE 7**

### **Books and Records**

7.1 Books and Records. The Corporation shall keep at the principal office of the Corporation correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the Corporation. All books and records of the Corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

7.2 Records Retention. The Corporation shall maintain a Record Retention Policy in the Accounting & Financial Policies and Procedures Manual. The policy shall be designed to maintain records in accordance with state and Federal requirements and protect the Corporation from the destruction of important documents. The policy shall be written and maintained in accordance with document retention regulations. The board shall review the policy annually.

## **ARTICLE 8**

### **Restrictions on Activities**

Notwithstanding any other provisions of these Bylaws, no director, officer, employee, agent or any other representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken by an organization exempt under section 501(c)(3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

## **ARTICLE 9**

### **Whistle Blower Policy**

The Corporation shall maintain a Whistleblower Policy in the Corporation's Personnel Policies and Benefits Advisory Manual. The policy shall be designed to protect employees and address the Corporation's commitment to integrity and ethical behavior. The policy shall be written and maintained in accordance with whistleblower protection regulations. The board shall review the policy annually.

## **ARTICLE 10**

### **Dissolution**

In the event of dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation to

the extent assets of the Corporation permit, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation exclusively for the purposes of the Corporation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the State of California.

## **ARTICLE 11**

### **Conflicts of Interest**

For purposes of this provision, the term “interest” shall include personal interest, interest as director, officer, or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term “concern” shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the Corporation.

No director or officer of the Corporation shall be disqualified from holding any office in the Corporation by reason of any interest in any concern. A director or officer of the Corporation shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Corporation or with any entity of which the Corporation is an affiliate and if it has been determined that the officer or director will not derive an improper personal benefit. No transaction of the Corporation shall be voidable by reason of the fact that any director or officer of the Corporation has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. Such transaction is duly approved by the board of directors as being in the best interests of the Corporation.
3. Any payments by the Corporation to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. The board of directors may delegate to such board committee as it determines the authority to negotiate on behalf of the Corporation with an interested officer or director, subject to final approval of the board of directors.

## **ARTICLE 12**

## **Personal Liability**

No officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law or (iii) for any transaction from which the officer or director derived an improper personal benefit.

## **ARTICLE 13**

### **Indemnification**

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Corporation and the indemnified officers, directors and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director or employee under this Article shall apply to such officer, director or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **ARTICLE 14**

### **Amendments to Bylaws**

These Bylaws may be amended or repealed by a two-thirds majority vote of the entire board of directors. These Bylaws shall be reviewed by the board of directors

annually at the annual meeting and revised as needed to changes in the organization or to ensure that the organization is in compliance with all applicable laws.

\_\_\_\_\_  
David Goldstein, President

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Date