



CHAPTER BYLAWS



THE INTERNATIONAL INSTITUTE FOR SUSTAINABLE LABORATORIES (I²SL)
COLORADO CHAPTER – ESTABLISHED 2013
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**BYLAWS
OF THE
INTERNATIONAL INSTITUTE FOR SUSTAINABLE LABORATORIES (I²SL)
COLORADO CHAPTER**

ARTICLE I

Offices

Section A. I²SL Corporate Office. The principal office of the International Institute for Sustainable Laboratories (I²SL or Corporation), is located at 744 Cave Hill Road, Luray, Virginia 22835. Being registered as a Corporation in the District of Columbia, I²SL may have such other offices, either within or without the District of Columbia, as the Board of Directors may determine or as the affairs of the Corporation may require. The Colorado Chapter (Chapter) will use the principal office address, or as otherwise provided by I²SL for the purpose of all sponsorships and donations. For the purpose of local business, the Colorado Chapter will use the home or business address of the Chapter President.

Section B. Colorado Chapter Office. The Chapter shall not have nor continuously maintain an office until such time as agreed upon by the I²SL's Corporate Board of Directors.

ARTICLE II

Chapter Board of Directors

Section A. Directors. The Chapter shall be constituted and governed by a Board of 12 Directors comprised of four (4) officers (President, Vice President, Secretary, Treasurer), and up to eight (8) additional directors. The Board shall issue an annual call for Directors given any vacancies. Election of new Directors shall be made by the existing Board. All Officers and Directors must be members in good standing of I²SL.

Section B. Annual Meeting. There shall be an Annual Meeting of the Chapter, to be held at a time and upon such notice as the Board sees fit. In addition to Officer elections, any agenda for the Annual Meeting shall be set by the President and with input of the Board.

ARTICLE III

Chapter Board of Directors Responsibilities

Section A. General Powers. The Officers of the Chapter shall supervise, manage, and control the affairs of the Chapter in consultation with the Board. The Board shall be responsible for, but its responsibilities are not limited to, filling any vacancies on the Board, finances of the Chapter, and entering into contracts on behalf of the Chapter.

The Board shall set the agenda for the Chapter meetings and activities and have responsibility for the financial sustainability of the Chapter.

Section B. Director Tenure and Qualifications. The Chapter will determine the number of Directors required for its ongoing operation. All Directors shall have a tenure of three years. Directors can be re-elected for a subsequent term.

Section C. Meetings. A meeting of the Board shall be held monthly. The Board may provide by resolution the time and place for the holding of the meeting.

Section D. President, Vice President, Secretary, and Treasurer. The Officers shall be the President, the Vice President, the Secretary, and the Treasurer, to serve as stipulated in these Bylaws. The office of the Vice President and Secretary may be combined at the discretion of the Board. Officers are elected from within the Chapter Board of Directors. Officers will be elected annually for a one-year term and are eligible for subsequent terms. Officers shall serve unless voluntarily resigned or removed as in Article III, Sections K. and L. Successors to a post will be appointed by the full Board to serve the remainder of that term. Said appointment shall be made at any duly convened meeting of the Board following the occurrence of the vacancy.

Section E. Additional Meeting. Any action which is required to be taken and having the written approval of all Officers, or which may be taken at a meeting of the Board, may be taken without a meeting if notice is given to all Directors and if there is consent in writing by at least two-thirds of the Directors.

Section F. Notice. Notice of any meeting of the Board shall be given at least five days prior thereto by written notice delivered personally or sent by e-mail to each Director at his/her address as shown by the records of the Chapter, or by any means of oral communication including telephone. However, if the Board needs to transact some important business on an urgent basis and it cannot get proper notice for a meeting (i.e., 5 days) then a majority of Directors can waive the right to have proper notice to allow the board to vote on the issue.

Section G. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that the President (or president's designee) is present at the meeting.

Section H. Manner of Acting. The act of a majority of the Board present at a meeting, at which a quorum of the Board is present, shall be the act of the Board, except where otherwise provided by law or by these Bylaws.

Section I. Compensation. Neither Officers nor Directors shall receive any salaries or fees for their services, but may be reimbursed for travel or other expenses, as funds are available within the Chapter. Officers and Directors may serve any Chapter in other capacities and receive compensation for those services, which may include, but not limited to, education, training, lectures and technical assistance, or consulting support.

Section J. Vacancies and Removal. Officers or Directors may voluntarily resign as in Article III, Section K., or may be removed as in Article III, Section L.

Section K. Resignation. Any Officer or Director may resign at any time by notifying the President or the Vice President in writing. Such resignations shall take effect at the time specified by the written notification of resignation.

Section L. Removal. An Officer or Director may be removed, with or without cause, by the affirmative vote of not less than two-thirds (2/3) of the Directors then in office for: failure to meet expectations as outlined in Article III, Section M or, a violation of Article V, Section C.

Section M. Attendance. Any or all Directors may participate in any meeting of the Board or a committee of the Board, and such participation shall constitute presence at the meeting.

Attendance in person or by phone shall constitute “participation”. It is expected that Directors will make good faith efforts to regularly attend Board meetings; three absences without notice during a calendar year shall be considered proper grounds for removal.

Section N. Committees. The Board, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees of the Board comprised of Directors or non-Board participants.

ARTICLE IV

Chapter Officers

Section A. Chapter Officers. Elected at the Annual Meeting, the Officers shall be President, Vice President, Secretary, and Treasurer, each to have such duties or functions as are provided in these Bylaws. There shall be at least three (3) officers at all times. The office of the Vice President and Secretary may be combined at the discretion of the Board. The Board may recommend additional officers or assistant officers as determined necessary by the Board.

Section B. Chapter President. The President shall preside at all meetings of the Chapter. The President shall see that all orders and resolutions of the Chapter are carried into effect. The President shall execute all contracts, deeds, certificates, bonds, or other obligations as proposed with the Board that have been submitted in writing by the President and granted written approval by I²SL Corporate.

The President shall be responsible for the day-to-day operations of the Chapter, including representing the Chapter and negotiating with third parties on behalf of the Chapter. The President shall be the principal operating officer of the Chapter and shall in general supervise the day-to-day affairs of the Chapter, subject, however, to the advice and opinions of the Board. They shall perform such duties as are provided in these Bylaws and as are delegated to them by the Board. They shall have charge of publications, records, property, correspondence and daily activities of the Chapter and shall report regularly thereon to the Board. The President shall perform such other duties as may be prescribed by the Board. Such duties may also be delegated by the President to other Directors upon majority approval of the Board.

Section C. Chapter Vice President. The Vice President shall fulfill the duties of the President in the event of their temporary absence or incapacity. This officer shall also perform the duties incident to the office and such other duties as may be assigned by the President or by the Board.

Section D. Chapter Secretary. The Secretary shall record and/or approve the minutes of the meetings of the Chapter, record attendees, ensure that all notices are duly given in accordance with these Bylaws or as required by law, and ensure the maintenance of Chapter records including current membership lists. This officer shall also perform the duties incident to the office and such other duties as may be assigned by the President or by the Board.

Section E. Chapter Treasurer. The Treasurer shall exercise oversight of the financial accounts of the Chapter. The Treasurer shall also perform the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board.

ARTICLE V

Chapter Membership

Section A. Membership. Upon approval by the Board, the Chapter may establish a membership program beyond I²SL Corporate membership for individual professionals of the Chapter's region of activity.

Section B. Membership Dues. Upon approval of the Board and I²SL Corporate, the Chapter may establish a dues program as a condition of Chapter membership.

Section C. Membership Conduct. Activities of the Chapter and its members shall be conducted professionally and with integrity, open to all seeking information about I²SL and its mission. The Chapter and its members shall actively represent and promote I²SL in the conduct of its business.

ARTICLE VI

Miscellaneous Provisions

Section A. Chapter Credit Card. I²SL Corporate may provide a chapter with a credit card to use for local expenses directly associated with the operation and activities of the Chapter. Use of the card must be authorized by the President and managed according to guidance issued by I²SL Corporate.

Section B. Deposits. All funds of the Chapter shall be deposited to the credit of the Chapter by the Corporation (“I²SL”) in such banks, trust companies or other depositories as the Board of Directors of the Corporation may select.

Section C. Gifts. The Board may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purpose or for special purposes of the Chapter.

ARTICLE VII

Books and Records

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any authority of the Board and shall keep a record giving the names and addresses of the Board. All books and records of the Chapter may be inspected by the Corporation (I²SL) or by any Chapter Director, or their agent or attorney, for any proper purpose at any reasonable time. A current copy of the Chapter's Bylaws will be provided to I²SL Corporate.

ARTICLE VIII

Amendments to the Chapter Bylaws

These Chapter Bylaws may be altered, amended, or repealed by a majority vote of the Board at a properly convened meeting, provided they are consistent with the requirements of Colorado law and I²SL Corporate.

ARTICLE IX

Acknowledgment of Chapter Bylaws

These Chapter Bylaws of the Colorado Chapter of the International Institute of Sustainable Laboratories were approved and adopted for the Chapter by its Board at a meeting held on April 16, 2021.

Sean Convery
President, I²SL Colorado Chapter
April 16, 2021