



CHAPTER BYLAWS

The International Institute for Sustainable Laboratories (I2SL) – Heart of America Chapter



JUNE 10, 2016

THE INTERNATIONAL INSTITUTE FOR SUSTAINABLE LABORATORIES – HEART OF AMERICA CHAPTER

**BYLAWS
OF THE
INTERNATIONAL INSTITUTE FOR SUSTAINABLE LABORATORIES (I²SL)
HEART OF AMERICA 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 Heart of America 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 Heart of America Chapter will use 1251 NW Briarcliff Parkway Suite 500, Kansas City Mo 64116.

Section B. 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 Directors comprised of four (4) officers (President, Vice President, Treasurer, Secretary), and up to 6 additional directors. 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 Chapter Board sees fit. Any agenda for the Annual Meeting shall be set by President and with the input of the Chapter 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 Chapter Board. The Chapter 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 Chapter Board shall set the agenda for the Chapter meetings and activities and have responsibility to manage 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 no less than two (2) years and no more than six (6) years. Directors can be re-elected for a second term. Officers and Directors shall be a professional member, in good standing, with experience related to the principles of sustainable laboratories and high-technology facilities, from design to engineering to operation. It is also highly recommended that Officers/Directors represent a broad spectrum within the industry such as owners, consultants, A/E firms, vendors, and within private and public sectors where possible.

Section C. Meetings. A meeting of the Chapter's Board shall be held monthly. The Chapter Board may provide by written notification the time and place for the holding of the meeting.

Section D. President, Vice President, Treasurer, and Secretary. The Chapter Officers shall be the President to preside over the Board of Directors, the Vice President, the Treasurer, and the Secretary and up to 6 at-large directors to serve as stipulated in these Bylaws. The tenure of each Chapter Officer shall be 2 terms unless voluntarily resigned or removed as in Article IV, Section B. Successors to a post will be appointed by the full Board of the Chapter to serve the remainder of that term. Said appointment shall be made at any duly convened meeting of the Chapter's Board following the occurrence of the vacancy.

Section E. Designated Directors/Committee Chairs. Examples of other possible designated directors include, but are not limited to, Membership, Sponsorship Director, Events/Meetings Director, Communications/PR Director.

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

Section F. Notice. Notice of any meeting of the Chapter Board shall be given at least **five (5) 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 Chapter 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 Chapter’s Board shall constitute a quorum for the transaction of business at any meeting of the Chapter Board, provided that the president (or president’s designee) is present at the meeting. For monthly administrative meetings attendance by phone is adequate.

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

Section I. Vacancies and Removal. Chapter officers or directors may voluntarily resign or may be removed as in Article III, Section K.

Section J. Compensation. Neither Chapter 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. 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 K. Resignation. Any Chapter Officer or Director may resign at any time by notifying the Chapter President or the Chapter Secretary in writing. Such resignations shall take effect at the time specified by the written notification of resignation.

Section L. Attendance. Any or all Chapter Directors may participate in any meeting of the Chapter Board or a committee of the Chapter Board, and such participation shall constitute presence at the meeting. Attendance in person or by phone shall constitute “participation”. It is expected that Chapter Directors will make good faith efforts to regularly attend Chapter Board meetings; excessive absences shall be considered proper grounds for removal. Phone attendance by board members is considered “attendance” for the purpose of achieving a quorum.

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

ARTICLE IV

Chapter Officers

Section A. Chapter Officers. The Chapter Officers shall be the President, the Vice President, the Treasurer, and the Secretary, each to have such duties or functions as are provided in these Bylaws. There shall be at least **four (4)** Officers at all times. The Chapter Board may recommend additional officers or assistant officers as determined necessary by the Chapter Board.

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

The Chapter 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 Chapter 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 Chapter Board. He/she shall perform such duties as are provided in these Bylaws and as are delegated to him/her by the Chapter Board. He/she shall have charge of publications, records, property, correspondence and daily activities of the Chapter and shall report regularly thereon to the Chapter Board. The Chapter President shall perform such other duties as may be prescribed

by the Chapter Board. Such duties may also be delegated by the Chapter President to other directors upon majority approval of the Chapter Board.

Section C. Chapter Vice President. The Chapter Vice President of the Chapter Board shall fulfill the duties of the Chapter President in the event of his/her temporary absence or incapacity. The Chapter Vice President shall perform such other duties as may be assigned by the Chapter Board.

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

Section E. Chapter Secretary. The Chapter Secretary shall record and/or approve the minutes of the meetings of the Chapter, 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. The Secretary shall also perform the duties incident to the office of Secretary and such other duties as may be assigned by the Chapter President or by the Chapter Board.

ARTICLE V

Chapter Membership

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

Section B. Membership Dues. Upon approval of the Chapter 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 Chapter Treasurer and managed according to guidance issued by 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 Chapter 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 Chapter Board of Directors and committees having any authority of the Board, and shall keep a record giving the names and addresses of the Chapter Board of Directors. All books and records of the Chapter may be inspected by the Corporation (I²SL) or by any Chapter Director, or his or her 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 Chapter Board at a properly convened meeting, provided they are consistent with the requirements of Missouri law and I²SL Corporate.

ARTICLE IX

Acknowledgment of Chapter Bylaws

These Chapter Bylaws of the Heart of America Chapter of the International Institute for Sustainable Laboratories were approved and adopted for the Chapter by its Board at a meeting of the Chapter Board held on June 10, 2016.

Chris Ertl
Secretary, I²SL Heart of America Chapter