

# **BYLAWS OF THE I<sup>2</sup>SL – WINDY CITY CHAPTER**

## **Article I – Name**

**Section 1.** The name of the Chapter shall be the: International Institute for Sustainable Laboratories™ (I<sup>2</sup>SL™) – Windy City Chapter.

## **Article II – Definitions**

**Section 1.** Relevant terms:

**Sustainable:** Inclusive of natural resources such as energy and water, environment (broadest aspects including waste streams, air and water sheds, etc.), individual (including educational, productivity, accessible, flexible, etc.), social (including neighborhoods and communities), economic (broadly cost effective, functional and purposeful, life cycle operable), infrastructural (internal and external service provisions and providers), etc.

**High-Technology Facilities:** Inclusive of laboratories (all), data centers, cleanrooms, hospitals, etc. specifically regulated by codes and standards addressing health and safety, hazardous materials, risk management, contamination control, specialized security and access, etc.

**Industry:** Inclusive of planning, architecture, engineering, construction, operation, equipment manufacturers, development and ownership, etc.

**User(s):** Refers to scientific staff, operation and maintenance staff, administrative and management officials.

**Good standing:** Refers to individuals and organizations actively engaged with their Chapter of I<sup>2</sup>SL. “Active” is defined as a member who attends at least one Chapter meeting during the reporting period, attends the I<sup>2</sup>SL Annual Conferences at least once every 3 years, and is current with I<sup>2</sup>SL and Chapter membership dues.

**I<sup>2</sup>SL HQ:** Refers to the USA parent organization incorporated in Washington, DC, and operating in Fairfax, Virginia.

**Non-membership chapter revenues:** Refers to conference registrations fees (individual and corporate), training revenues, and chapter sponsorships, as typical examples.

### **Article III – Purposes**

The purposes of the I<sup>2</sup>SL Chapter shall be to affiliate with and promote the mission of I<sup>2</sup>SL to organizations within the Chapter's country, region or city. I<sup>2</sup>SL's mission is to:

- Promote resource-effective and environmentally responsible facilities for science education, testing, medicine, and research and development through advanced and sustainable design, engineering, and operational practices.
- Encourage the development of technologically advanced, energy-efficient, and environmentally responsive laboratories and related facilities throughout the world.
- Facilitate a sustainable "whole-building" approach in designing, engineering, constructing, and operating laboratories and other advanced facilities.

### **Article IV – Membership**

**Section 1.** A member of the Chapter must also be in good standing as an I<sup>2</sup>SL HQ member.

**Section 2. Duration of membership and resignation.** Chapter membership will be assessed on an annual basis. Members who do not pay their annual dues on time, as determined by the Chapter, will terminate their membership. Any member may withdraw from membership by giving written notice of such intentions. All rights, privileges, and interests of a Chapter member shall cease on the termination of membership.

**Section 3. Suspension and expulsion.** Any member may be suspended or terminated with cause. Sufficient cause for termination or suspension of membership includes violation of the bylaws or any other conduct damaging to the interests of I<sup>2</sup>SL or the Chapter as determined by vote of the Board of Directors.

**Section 4. Voting.** All members in good standing shall have voting rights for those items brought before them by the Board of Directors or by a properly approved motion from the floor.

**Section 5. Student Members.** Student members may not vote or hold office but may serve on committees.

**Section 6.** The Board of Directors may choose to offer various grades of membership including affiliates, student, or retired.

## **Article V – Dues**

**Section 1.** All Chapter members are required to be I<sup>2</sup>SL HQ members in good standing, which implies that dues are paid on time.

**Section 2.** The annual dues for each member of the Chapter shall be determined by the Chapter's Board of Directors.

**Section 3.** Members who fail to pay their Chapter dues on time, as determined by the Chapter, shall be notified by the secretary. In the case where payment is not made in a sufficient time, as determined by the Chapter, the member shall be dropped from the rolls and thereupon forfeit all rights and privileges of Chapter membership. Reinstatement will be considered upon request of a member and for good cause shown.

## **Article VI – Meetings**

**Section 1. Annual.** There shall be an annual meeting of the Chapter for election of officers. Notice of the annual meeting, signed by the secretary, shall be emailed to the last recorded address of each member at least thirty (30) days before the time appointed for the meeting. It is the responsibility of the member to ensure that I<sup>2</sup>SL and the I<sup>2</sup>SL Chapter have the member's most up-to-date contact information.

**Section 2. Regular.** Regular meetings of the Chapter shall be held as needed. Notice of time and place shall be emailed to each member at his last recorded address at least ten (10) days in advance of each meeting. It is the responsibility of the member to ensure that I<sup>2</sup>SL and the I<sup>2</sup>SL Chapter have the member's most up to date contact information.

**Section 3. Special.** Special Chapter meetings may be called by the president. Notice of any special meeting shall be emailed to each member at his last recorded address at least ten (10) days in advance with a statement of time and place and information as to the subject or subjects to be considered. It is the responsibility of the member to ensure that I<sup>2</sup>SL HQ and the I<sup>2</sup>SL Chapter have the member's most up to date contact information.

**Section 4. Quorum.** Ten percent of Chapter members in good standing present at any meeting of the Chapter shall constitute a quorum, and, in case there be fewer than this number, the presiding officer may adjourn the meeting until a quorum is present. In the absence of a quorum, Chapter officers are empowered to act for the Chapter.

## **Article VII – Board of Directors**

**Section 1.** The Board of Directors for the Chapter shall have supervision, control, and direction of the affairs of the Chapter.

**Section 2.** The Board shall be composed of at least the Chapter’s president or president-elect, vice-president, and treasurer. The role of secretary is also required, but may be filled by one of the previously mentioned board members.

**Section 3.** The president has the authority to call Board meetings at times and places he/she designates as long as he/she provides the Board at least 10 days advance notice of the meeting.

**Section 4. Quorum.** If appropriate, a majority of the whole Board shall constitute a quorum at any meeting of the Board. Any small number may adjourn from until a quorum is present.

**Section 5. Absence.** If a president is absent from three (3) consecutive meetings for reasons that the Board has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.

**Section 6. Compensation.** Officers shall not receive any compensation for their services. The Board may by resolution authorize reimbursement of expenses incurred in the performance of the Officer’s duties.

**Section 7. Resignation or removal.** Any Board member may resign at any time by giving written notice to the president, the secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the president or the Board.

**Section 8.** Any Board officer vacancies may be filled by the remaining members of the elected officers until a new officer is elected.

## **Article VIII – Officers**

**Section 1.** The elected officers of this Chapter shall be a president or president-elect, one (1) vice president, and a treasurer, any of who may serve as secretary for record keeping. The candidates shall be nominated prior to the annual meeting, and the officers elected by the Chapter during the Chapter’s annual meeting.

**Section 2.** Elected officers shall take office immediately and serve for a term of at least one year and/or until his/her successor is duly elected. Officers may serve more than one year at the discretion of the Board of Directors.

**Section 3.** Vacancies in any elected office may be filled for the balance of the term. Elections can be held at any regular or special meeting where a quorum is present.

**Section 4. President.** The president shall be the principal elective officer of the Chapter and shall preside at meetings of the Chapter and of the Board of Directors. He/She shall be a voting member of all committees and of the nominating committee.

**Section 5. Vice President.** The vice president may be delegated by the president to perform his/her duties in the event of the president’s temporary disability or absence from meetings. He/She shall have other duties as the Board president may assign.

**Section 6. Treasurer.** The treasurer shall keep an account of all monies received and expended for the use of the Chapter and shall make disbursements authorized by the Board and approved by the president and other officers as the Board may prescribe. He/She shall deposit all sums in the bank approved by the Board of Directors, and shall make a report at the annual meeting or when called upon by the president. Funds may be drawn only upon the signature of the treasurer or president or both as prescribed by the Board of Directors. The treasurer, with the approval of the Board, may appoint one or more assistant treasurers to perform duties as the treasurer may assign.

**Section 7. Secretary.** The secretary’s duties shall be to give notice of and attend all meetings of the Chapter, to keep minutes of all proceedings, to attest documents and perform other duties for such official or as may be duly assigned to him/her. Any of the Board elected officers may also serve as secretary.

## **Article IX – Email Vote**

**Section 1.** Whenever, in the judgment of the Board of Directors, any question should be put to a vote of the active membership, and when it deems it inexpedient to call a special meeting for such purpose, the directors may send such a matter to the membership in writing by email for vote and decision, and the question thus presented will be determined according to a majority of the votes received by email within thirty (30) days after such submission to the membership. Any and all action taken in pursuance of a majority email vote will be reviewed at a duly appointed meeting.

## **Article X – Fiscal Year**

The fiscal year shall commence on the first day of April and shall end on the last day of March.

## **Article XI – Logo**

The Chapter shall have access to the trademarked I<sup>2</sup>SL logo with the chapter name beneath that has been approved or created by I<sup>2</sup>SL for use on Chapter-related materials.

## **Article XII – Indemnification**

The Chapter may, by resolution of the Board of Directors, provide the indemnification of the Chapter of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Chapter, except in relation to matters as to which such officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. The Chapter shall not hold I<sup>2</sup>SL HQ or its Board of Directors liable for Chapter expenses, legal defense, or non-conformity with any rules, laws or codes of the country, region or city. The Chapter agrees not to submit a claim for compensation to the I<sup>2</sup>SL HQ for services inadequately performed, personal injuries or property damages sustained by or in connection with a Chapter function or member activity.

## **Article XIII – Use of Chapter Funds**

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall be distributed to Chapter members or the Chapter's Board of Directors. However, funds may be awarded to such individuals due to contractual agreements with a member who is providing a specific service associated with the mission of Chapter and having been approved by the Chapter's Board of Directors.

## **Article XIV – Amendments**

The authority to make amendments to these Bylaws shall be vested in the Chapter's Board of Directors. Any amendments to bylaws must be approved by I<sup>2</sup>SL HQ before being enacted.

## **Article XV – Authorization**

**Section 1.** The Chapter shall not enter into any contracts binding I<sup>2</sup>SL HQ without prior written approval of the I<sup>2</sup>SL HQ Board of Directors. It shall be understood that the Chapter is an extension of I<sup>2</sup>SL HQ and members shall act accordingly. The Chapter must seek through written request specific approval for the use of the I<sup>2</sup>SL logo with the Chapter name beneath and I<sup>2</sup>SL branding wherein it shall acknowledge its commitment to follow I<sup>2</sup>SL's Logo Use Guidelines.

**Section 2.** No members of the Chapter shall enter into any contracts in the name of the Chapter in dealings with others without the written consent and authorization of the Chapter's Board of Directors.

**Section 3.** The Chapter shall comply with I<sup>2</sup>SL HQ requests for reports on activities, meetings, and budgets.

## **Article XVI – Dissolution**

**Section 1.** A Chapter that has not held a meeting within 12 months or does not have officers in good standing with I<sup>2</sup>SL HQ will be considered inactive. All rights and privileges confirmed on the Chapter may be revoked by I<sup>2</sup>SL HQ.

**Section 2.** Dissolution of the Chapter shall be by a unanimous vote of the Chapter's Board of Directors. Upon dissolution, the Chapter shall notify I<sup>2</sup>SL HQ and pay all outstanding and reasonable debts the Chapter has incurred. Any balance shall be deposited via electronic transfer to the I<sup>2</sup>SL HQ bank account (provided at that time) as United States Dollars (US\$).

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of the corporation on the date set forth below.

Date: \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
Secretary