

BYLAWS OF  
THE 2030 DISTRICTS NETWORK

ARTICLE I: PURPOSE

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under the Washington Nonprofit Miscellaneous and Mutual Corporation Act, RCW Chapter 24.06, and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

This corporation's primary purpose shall be to organize local 2030 Districts and to encourage sustainability in the built environment by educating property owners, institutional investors, managers, developers and others about options and resources available toward achieving the 2030 Challenge goals.

The Mission of the corporation is as follows: The 2030 Districts Network develops and sustains local 2030 Districts as they empower and inspire their members and partners to achieve the 2030 Challenge goals.

The Vision of the corporation is as follows: The vision of the 2030 Districts Network is to establish a global network of thriving high performance building districts and cities, uniting communities to catalyze transformation in the built environment and the role it plays in mitigating and adapting to climate change

Section 1. Name: The name of this corporation shall be The 2030 Districts Network (hereinafter, the "Network").

Section 2: Registered office and Agent: The corporation shall maintain a registered office in the State of Washington and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Washington Nonprofit Miscellaneous and Mutual Corporation Act.

ARTICLE II: NONMEMBERSHIP

This corporation shall have no members.

ARTICLE III: BOARD OF GOVERNORS

Section 1. Duties. The affairs of the corporation shall be managed by the Board of Governors.

Section 2. Number. The number of board members may vary between a minimum of eleven and a maximum of twenty-one.

Section 3. Governors. Each governor shall take office at the time and on the date specified by the Board of Governors and shall continue in office for a term of three (3) years and thereafter until his or her

successor has been elected and has qualified or until his or her earlier death, resignation, retirement, or removal. The first Board will include governors with two and three-year terms to begin staggered terms.

Section 4. Representation. A minimum of three Governors will be representatives from the District Advisory Council (DAC). If the number of Governors is equal to or greater than twenty, or the DAC grows by greater than twenty-five, the Board will consider whether additional DAC representation would be necessary to appropriately reflect diversity among Districts. DAC representatives become Governors and serve full three year terms once appointed. Architecture 2030 shall appoint one representative to the board. These representatives will have the same rights as all board members.

Section 5. Removal. Any Board member may be removed, with or without cause, by a simple majority vote of the Board members then in office. Unless waived at least twenty-four (24) hours before such meeting; provided that notice shall be given at least seven (7) days prior to any special meeting the purpose of which is to remove a Governor or to approve a matter which would require the approval of the 2030 Districts Network constituents.

Section 6. Vacancies. Any vacancy in the Board of Governors arising at any time and from any cause, including the authorization of an increase in the number of Governors, may be filled for the unexpired term at any meeting of the Board of Governors by a majority of the Governors then in office. Each Governor so elected shall hold office until the expiration of his or her term, or the unexpired term of his or her predecessor, as the case may be, and until his or her successor is elected and qualifies, or until his or her earlier death, resignation, retirement, removal or disqualification.

Section 7. Quorum and Action. A quorum at a board meeting shall be a majority of the number of board members prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Governors present, except as otherwise provided by these bylaws. Where the law requires a majority vote of the Governors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 8. Regular Meetings. Regular meetings of the Board of Governors shall be held at the time and place to be determined by the Board of Governors, no less than four (4) times per year. Notice will be provided to all board members via electronic calendar invite (email). No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these bylaws.

Section 9. Special Meetings. Special meetings of the Board of Governors shall be held at the time and place to be determined by the Board of Governors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each board member personally or by telephone, email, or by mail not less than two days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the board member at the address shown in the corporate records, is effective when mailed.

Section 10. Meeting by Telecommunication. Any regular or special meeting of the Board of Governors may be held by telephone, telecommunications or electronic means, as long as all Board members can hear or read each other's communications during the meeting or all communications during

the meeting are immediately transmitted to each participating Governor, and each participating Governor is able to immediately send messages to all other participating Governors. All participating Governors shall be informed that a meeting is taking place at which official business may be transacted.

Section 11. No Salary. Board members shall not receive salaries for their Board services, but may be reimbursed for pre-approved expenses related to Board service.

Section 12. Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Governors may be taken without a meeting if a consent in writing or in an electronic transmission (such as email), setting forth the action so taken, is executed by a quorum (as referenced in Article III Section 6) of the constituents of the Board of Governors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called, and shall be placed in the minute book of the corporation as if it were the minutes of a meeting of the Board of Governors.

#### ARTICLE IV: COMMITTEES

Section 1. Executive Committee. The Board of Governors will elect an Executive Committee. The Executive Committee shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions. At least one member of the Executive Committee must be a representative from the Districts Advisory Council.

Section 2. Other Committees. The Board of Governors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Governors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions. Any committee that exercises any authority of the Board of Governors shall be composed of two or more Board members, elected by the Board of Governors by a majority vote of the number of board members prescribed by the Board, or if no number is prescribed, by a majority vote of all Board members in office at that time.

Section 4. Quorum and Action. A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Committee members present.

Section 5. Limitations on the Authority of Committees. No committee may authorize payment of a dividend or any part of the income of the corporation to its Governors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Governors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Governors.

Section 6: Committee Governance. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Governors.

## ARTICLE V: OFFICERS

Section 1. Titles. The officers of this corporation shall be the Chair, Vice Chair, Secretary and Treasurer.

Section 2. Election. The Board of Governors shall elect the officers to serve one and two year terms. An officer may be reelected without limitation on the number of terms s/he may serve.

Section 3. Vacancy. A vacancy of any office shall be filled not later than the third regular meeting of the Board of Governors following the vacancy.

Section 4. Other Officers. The Board of Governors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Governors.

Section 5. Chair. The chair shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filed with government officials or agencies. He or she also shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing.

(a) The chair shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Governors, and the other officers, employees, if any, and agents of the corporation shall be under his or her supervision and control during such interim.

(b) The chair shall see that all orders and resolutions of the Board of Governors are carried into effect. The chair shall keep the Board of Governors and all officers and committees of the corporation fully informed as to the business and affairs of the corporation and shall consult freely with them concerning the business and affairs of the corporation.

(c) The chair shall perform such other duties and have such other authority and powers as the Board of Governors may from time to time prescribe.

Section 6. Vice Chair: The vice chair shall perform the duties and have the authority and exercise the powers of the chair in the absence or disability of the chair. The vice chair shall perform such other duties and have such other authority and powers as the Board of Governors may from time to time prescribe or as the chair may from time to time delegate.

Section 7. Secretary. The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Governors meetings and actions; (b) provision for notice of all meetings of the Board of Governors; (c) authentication of the records of the corporation; and (d) any other duties as may be prescribed by the Board of Governors.

Section 8. Treasurer. The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the

Board of Governors; (c) disbursement of all funds when proper to do so; (d) presentation of financial reports as to the financial condition of the corporation to the Board of Governors; and (e) any other duties as may be prescribed by the Board of Governors.

#### ARTICLE VI: CHIEF EXECUTIVE OFFICER

Section 1. Chief Executive Officer/President/Executive Director. The Board of Governors may, at its option, appoint and employ an Chief Executive Officer(CEO)/President/Executive Director(ED). The CEO/President/ED shall serve for as long as the Board of Governors so decides and may be removed by a majority consensus of the board.

Section 2. Duties. The CEO/President/ED shall be the fiscal agent responsible for the administration of the Network's programs, finances and personnel, within the framework of the policies, procedures and practices established by the Board. The CEO/President/ED shall make an annual report to the Board of Governors regarding the operations of the Network. The CEO/President/ED will also make quarterly reports to the Board of Governors with financial updates and major quarterly developments. The CEO/President/ED shall be an ex officio constituent of the Board of Governors, Executive Committee and may be on all other Board-appointed councils and committees.

Section 3. Review. The CEO/President/ED shall report to the Board of Governors through the Board Chair and the CEO/President/ED's performance shall be reviewed by the Executive Committee on an annual basis.

#### ARTICLE VII: DISTRIBUTION OF ASSETS

Section 1. Distribution of assets. Upon the dissolution of The 2030 Districts Network (this organization), assets shall be distributed to an organization with similar goals and mission for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

#### ARTICLE VIII: BOOKS AND RECORDS

Section 1. Bookkeeping. The Network will keep correct and complete books and records of account and will keep minutes of the proceedings if the Board and committees having any of the authority of the Board

#### ARTICLE IX: FISCAL YEAR AND AUDIT

Section 1. Fiscal Year. The fiscal year will be determined from time to time by the Board

Section 2. Audit. The Board will assure an outside independent financial audit is conducted as needed

Section 3. Audit reporting. The findings of every audit will be reported to the board within six months after the close of each fiscal year

#### ARTICLE X: AMENDMENTS TO BYLAWS

Section 1: These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Governors by a majority vote of Governors present, if a quorum is present. Prior to the adoption of the amendment, each Board member shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

#### ARTICLE XI: CORPORATE INDEMNITY

Section 1: This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Governor, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.

#### ARTICLE XII: ADOPTION OF BYLAWS

The foregoing bylaws were read, approved and duly adopted by the Board of Governors and Constituent of the corporation on the \_\_\_\_ day of \_\_\_\_\_, 2016, and the chair and secretary of the corporation were empowered to authenticate such bylaws by affixing their signatures below. Governance of The 2030 Districts Network must be done in accordance with The 2030 Districts Network Policies and Procedures document.

DATE ADOPTED: \_\_\_\_\_

I certify that these bylaws are a true copy of the bylaws of this corporation.

SIGNATURE BY CORPORATE OFFICER:

\_\_\_\_\_ DATE: \_\_\_\_\_