



U.S. Green Building Council Bylaws

Table of Contents

Article I – Name and Office	page 4
Section 1	Name
Section 2	Office
Article II – Membership	page 4
Section 1	Members
Section 2	Acceptance Procedure
Section 3	Termination
Section 4	Review
Article III – Member Meetings and Voting	page 6
Section 1	Rating System Balloting
Section 2	Representation
Section 3	Annual Meeting
Section 4	Special Meetings
Section 5	Notice
Section 6	Quorum
Section 7	Proxies
Section 8	Voting
Article IV – Board of Directors	page 8
Section 1	Composition
Section 2	Responsibilities
Section 3	Eligibility and Nominations
Section 4	Term
Section 5	Term Limits
Section 6	Election
Section 7	Voting
Section 8	Quorum
Section 9	Meetings
Section 10	Special Meetings
Section 11	Vacancies
Section 12	Removal from Office
Section 13	Compensation of Board of Directors Members
Article V – Officers	page 10
Section 1	Officers
Section 2	Eligibility
Section 3	Duties of the Officers
Section 4	Nomination and Election
Section 5	Terms
Section 6	Vacancies
Section 7	Removal from Office

Article VI– CEO.....page 13
 Section 1 Appointment
 Section 2 Authority and Responsibility

Article VII– Finances.....page 13
 Section 1 Signature on Checks and Notes
 Section 2 Fiscal Year
 Section 3 Audit
 Section 4 Operating Reserve Fund

Article VIII – Indemnification.....page 13

Article IX– Committees.....page 14
 Section 1 Committees
 Section 2 Balance
 Section 3 Meetings and Action of Committees
 Section 4 Voting

Article X – Chapters.....page 15
 Section 1 Definition
 Section 2 Formation
 Section 3 Chapter Rules
 Section 4 Policies

Articles XI – Amendments.....page 15

Bylaws of U.S. Green Building Council

ARTICLE I – NAME AND OFFICE

Section 1 – Name: The name of the corporation is U.S. Green Building Council, Inc., also known as “USGBC.”

Section 2 – Office: USGBC’s principal office will be in the metropolitan Washington D.C. area or in another location approved by the Board of Directors.

ARTICLE II – MEMBERSHIP

Section 1 – Members:

- A. Regular Members. Any organization, including but not limited to the following, may apply to become a Regular Member of USGBC (“Regular Member”):
- Contractors and Builders;
 - Corporate and Retail
 - Educational Institutions
 - Product Manufacturers
 - Federal Government
 - Financial Institutions and Insurance Companies
 - Nonprofit Organizations
 - Professional Firms
 - Professional Societies and Trade Associations
 - Real Estate/Provider
 - State and Local Government
 - Utilities and Energy Services
- B. Associate Members. Any person may apply to become an Associate Member of USGBC (“Associate Member”).
- C. Those wishing to become either a Regular Member or an Associate Member (collectively, “members”) shall complete an application, agree to meet and comply with all policies set forth by USGBC in USGBC’s *Membership Policies and Procedures*, and pay dues and any other fees that the Board may establish. The Board of Directors may set fees in such amounts as it shall deem necessary, including, and without limitation, annual dues.

Section 2 – Admission Procedure: Members shall only be admitted to membership as provided in these Bylaws and in USGBC’s *Membership Policies & Procedures*.

Section 3 – Resignation/Termination: There are no refunds for membership dues. Resignation or termination of membership will not relieve a member of responsibility for any financial obligations, including dues and other amounts due, accrued up to the effective date of membership termination. Membership in the USGBC may be terminated as follows:

- A. At the request of a member to USGBC; such termination shall be considered resignation. In the event of such termination by resignation, dues already paid for the current year will not be refunded. If membership is terminated by member resignation, and for no other basis, the member may rejoin USGBC.
- B. The member has not paid dues or other financial obligations to the USGBC as of the expiration date and after the expiration of any grace period as may be further set forth in USGBC’s *Membership Policies and Procedures*.

Termination of membership for failure to pay dues is automatic and no further process shall be afforded a member in such instance. If membership is terminated by failure to pay dues, the member may rejoin USGBC.

- C. The member is expelled for actions which the USGBC Board of Directors determines are prejudicial to the welfare, interest or character of USGBC, including but not limited to the following:
 - 1. Willful violation of these Bylaws.
 - 2. Extending member benefits to individuals other than the Associate Member or regular employees of the Regular Member;
 - 3. Continued misuse of USGBC intellectual property after receiving a demand to cease and desist from so doing;
 - 4. Re-sale of items or information purchased or received from USGBC at the member discounted rate (including but not limited to the re-sale of reference guides, webcasts or podcasts) unless explicitly authorized by USGBC;
 - 5. Falsely representing relationship with USGBC (for example, stating that USGBC certifies the member’s product); and/or
 - 6. Publishing false information about USGBC.

When USGBC seeks to expel a member, USGBC shall notify the member of the alleged basis for expulsion. In the case of a Regular Member, USGBC shall contact its primary contact and in the case of the Associate Member USGBC shall contact the member as follows: by email and mail (at the email address and mailing address last provided by the member to USGBC), and, in the case of a Regular Member, with a copy to the Regular Member’s CEO/Senior Executive. The member shall reply in writing within 30 days responding to the charge. USGBC staff shall promptly render a decision and determine sanctions by transmitting such decision, by email and by mail, to the Associate Member, or to the primary contact of the Regular Member and to the Regular Member’s CEO/Senior Executive.

The member may appeal the staff decision to USGBC's Board of Directors by making a written appeal within 30 calendar days of receipt of the decision. Such appeal shall be sent by mail to the attention of the USGBC legal department. The written appeal should detail the reasons the member believes the staff decision to have been in error and/or should request sanctions other than those determined by staff. USGBC's Board of Directors shall consider such request at its next regularly scheduled telephone meeting. The member may request the opportunity to participate in the meeting. In its sole discretion, the Board of Directors shall determine whether to permit the member to make an oral presentation to the Board of Directors and at which meeting such presentation shall occur. The Board of Directors shall make a decision on the appeal within 20 days of the later of the meeting at which it reviewed the appeal or the meeting at which the member presentation occurs and shall cause its decision to be rendered to the member in writing. The decision of the Board of Directors is final and may not be further appealed.

USGBC may remove a member's access to discounted pricing if USGBC, in its sole discretion, makes a determination that a member has misused USGBC intellectual property or if a member has provided unauthorized access to the member's account and/or discounted purchase price benefit. As provided in greater detail in USGBC's *Membership Policies and Procedures*, USGBC staff shall notify the member before making such determination.

Section 4 – Review: The Board of Directors shall evaluate all USGBC membership requirements periodically and remove or enact requirements as appropriate for achieving the mission of USGBC.

ARTICLE III – MEMBER MEETINGS AND VOTING

Section 1 – Rating System Balloting: The Board of Directors shall adopt policy and guidance on voting on rating system balloting procedures which shall strive to achieve the goal of consensus.

Section 2 – Representation: Each Regular Member shall be entitled to cast one vote on each matter submitted to a vote of the membership. USGBC shall utilize proportional voting, by which any regular employee of a Regular Member who has a site-user account on the USGBC web site linked to the Regular Member may cast a proportional share of the vote for that Regular Member. Associate Members shall only have the right to vote on matters submitted to Associate Members by the Board of Directors and shall have no right to vote for the election of directors or to vote in rating system balloting.

Section 3 - Annual Meeting: An annual meeting of the membership for business or other purposes—as may be stated in the notice of the meeting—will be held once a year at a time, place and date to be determined by the Board of Directors. Upon the approval of

the Board of Directors, the annual meeting may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section 4 – Special Meetings: Special meetings may be called by the CEO, Chair, Vice Chair, Secretary-Treasurer or Board of Directors at their discretion, or at the written request of at least 10% of the members entitled to vote on the matter which is the subject of such special meeting. Upon the approval of the Board of Directors, special meetings of the members may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section 5 – Notice: Written notice of a meeting, annual or special, stating the place, date and hour of the meeting, (and in cases of a special meeting, stating the purpose or purposes for which the meeting is called) will be given to each member, not less than 20 days or more than 50 days before the date of the meeting. Notice may be given by mail, courier, facsimile, or email. Notice will be deemed given if it is sent to the last address, fax number or email address, as applicable, provided by the member to USGBC and as further set forth in Section 29-401.03 of the D.C. Nonprofit Corporation Act.

Section 6 – Quorum: Only those members current in their dues payments at the record date as set forth in USGBC's *Membership Policies and Procedures* as adopted by the Board of Directors are entitled to vote. One-tenth (10%) of members entitled to vote for the matter of business submitted to them for a vote and present in person, proxy or by teleconference, will constitute a quorum for the transaction of that business. The affirmative vote of a majority of the members entitled to vote on the matter and present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by such members. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is not present or represented at a meeting, the members present at such meeting will have the power to adjourn the meeting until a quorum is present, at which time any business may be transacted that would have been transacted at the meeting as originally called.

Section 7 – Proxies: At any meeting of the membership, a member entitled to vote may vote by proxy executed in writing by the member or its duly authorized representative. A proxy is valid for only one meeting. The number of proxies that a member may represent shall be limited to one.

Section 8 – Voting: A member may vote by mail, Internet, or any other means of electronic communications technology (such vote to be cast at a member meeting). Members who vote by electronic communications technology are deemed present in person for purposes of determining whether a quorum is present.

Section 9 – Voting by Ballot: Any action that may be taken at any meeting of the members may be taken without a meeting so long as, as directed by the Board of Directors, USGBC delivers a ballot to each member entitled to vote on the matter in the manner required by the DC Nonprofit Corporation Code, USGBC’s *Membership Policies & Procedures* and these Bylaws.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Composition: The Board of Directors’ composition includes: (a) seven elected directors and (b) the CEO, who shall serve, ex-officio, as a non-voting member of the Board of Directors.

Section 2 – Responsibilities: All corporate powers shall be exercised by or under the authority of the Board of Directors, and the activities and affairs of USGBC shall be managed by or under the direction, and subject to the oversight, of its Board of Directors.

Section 3 – Eligibility and Nominations: Nominations for elected directorships shall be put forward according to guidelines approved by the Board of Directors, which may include specific requirements for the eligibility of candidates. Subject to such requirements, only employees of Regular Members in good standing are eligible to serve as elected directors; not more than one employee of a given Regular Member may run for a directorship or simultaneously serve as a member of the Board of Directors during a fiscal year. (All candidates from a Regular Member that puts forth more than one candidate will be disqualified if the Regular Member fails to select one of the candidates to run.) Board appointed directors shall not be required to be employees of a USGBC Regular Member. Further, due to conflicts of interest inherent in such positions, no employee of a USGBC Chapter or of an international Green Building Council shall be eligible to be elected or appointed as a director. A Search Committee of the Board of Directors shall review all nominees to ensure that they meet the eligibility requirements and fulfill diversity and leadership criteria for board membership and the Board of Directors shall approve the slate of candidates for directorships before the slate is announced to the members by either electronic mail or U.S. Mail.

Section 4 – Term: Terms for elected directors shall be three (3) years and until their successors are chosen, whichever is later.

Section 5 – Term Limits: Individuals may serve as Directors for no more than a total of two terms, whether or not consecutively served, provided however that the CEO is exempt from such term limit. Further, no individual may serve on the Board in the capacity of a Director for a total of more than six (6) years, except for the CEO, who serves ex-officio. For the purpose of determining the limit of the Board service, service as a Board member for a year or less in filling a vacancy or for a year or less in filling an initial term shall not be counted as a term.

Section 6 – Election: The election process shall be open to all USGBC members in compliance with the *Membership Policies & Procedures* for a period of not less than 30 days. The elected Directors shall be elected by Regular Members pursuant to policy and procedures enacted by the Board of Directors. USGBC shall utilize proportional voting, by which any regular employee of a Regular Member who has a site-user account on the USGBC web site linked to the Regular Member organization may cast a proportional share of the vote for that Regular Member, and then this shall continue unless the Board acts to return to single company votes.

Section 7 – Participation and Voting: Each Board member is entitled to one vote, provided however that the CEO serves as a non-voting Board member. Voting on all matters, including election of Officers or amendments to the Bylaws, may be conducted only in accordance with these Bylaws. Voting by the Board shall occur in a properly noticed meeting of the Board. Directors may participate in such meetings by any means of communication by which all directors participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. Votes during an official meeting may be registered by voice, hand or ballot delivered in person or electronically. Any action required to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the effect of action taken at a meeting of the Board of Directors.

Section 8 – Quorum: A simple majority (51%) of voting Board members then in office present in person or by teleconference will constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board members present at a duly organized meeting may continue to do business until either adjournment or the withdrawal of enough Board members to leave less than a quorum.

Section 9 – Meetings: Regular meetings of the Board of Directors shall be held at locations determined by the Board of Directors. Written notice of such meeting will be given to each Board member at least 10 days prior to the proposed meeting date. Any particulars concerning regular meetings, including but not limited to notice, time and location, shall be determined by the Board, to the extent that these particulars are not determined by these Bylaws. The order of business for meetings of the Board shall be determined by the Board of Directors. The order of business may be altered at any meeting by request of a majority of Board members present. *Robert's Rules of Order Newly Revised* shall govern, except when otherwise provided in these Bylaws or specifically authorized by the Board. The Board of Directors may allow attendance by invited guests at any meeting.

Section 10 – Special Meetings: Special meetings of the Board of Directors may be called by the CEO, Chair or a majority of the Directors, and shall be held at such time and place as the person or persons calling the meeting shall designate. Notice of special meetings shall be given at least forty-eight (48) hours prior to the meeting and may be

given either personally, by mail, courier, facsimile, telephone, email, or any other form of wire or wireless communication.

Section 11 – Vacancies: If a vacancy occurs in any elected position the Board may appoint an individual to fill that seat until the next annual Board election, provided that the appointee meets the relevant eligibility criteria for elected Directors. At the next annual Board election, the seat shall be open for election to fill the remainder of the original term, if any, or to start a new term.

Section 12 – Removal from Office: An elected Director will be removed from the Board of Directors if the person becomes unaffiliated with any Regular Member. A Director may be removed, with or without cause, by a two-thirds vote of the entire Board of Directors at a properly called meeting of the Board of Directors where quorum is present. Causes for such action may include, but shall not be limited to, failure to abide by the USGBC’s Bylaws or Code of Conduct, or no longer meeting eligibility requirements set forth in these Bylaws or otherwise approved by the Board. If any Board member shall fail to attend two (2) consecutive Board meetings within a calendar year without an excuse accepted as satisfactory by the Board, such Board member shall be deemed to have resigned from the Board.

Section 13 – Compensation of Members of the Board of Directors: Board members shall not be entitled to any compensation for their service on the Board of Directors. The Board of Directors shall determine the amount of compensation for the CEO. Travel expenses for Board members may be reimbursed in accordance with USGBC’s adopted Travel and Expense procedures.

ARTICLE V– OFFICERS

Section 1 – Officers: The Officers (the “Officers”) of the Board of Directors shall be a Chair, a Vice Chair, Secretary-Treasurer, and the CEO. The Chair may appoint other assistant officers, each of whom shall have such title and perform such duties as the Chair may designate, provided that such assistant officers shall not serve as directors. The Officer of the Corporation shall be the CEO.

Section 2 – Eligibility: To be eligible to be elected to serve as Chair, Vice Chair, or Secretary-Treasurer, an individual first must have been chosen to serve as a Director during the term of the office of Chair, Vice Chair or Secretary-Treasurer, provided however that this requirement shall not apply to the CEO.

Section 3 – Duties of the Officers: Duties of individual Officers, in addition to serving on the Board of Directors, are as follows:

- A. The Chair shall preside at all meetings of the Board of Directors and membership and shall fulfill the duties of the Chair as set forth in Board-approved policies.

- B. The Vice Chair shall exercise the responsibilities of the Chair in the event of the Chair's absence or disability and shall fulfill the duties of the Vice Chair as set forth in Board-approved policies. Additional responsibilities may be determined and assigned by the Chair.

- C. The Secretary-Treasurer shall use reasonable business judgment to safeguard the funds of USGBC and ensure that accurate accounts of receipts and disbursements are prepared. The Secretary-Treasurer will also review, annually, the budget submitted by the CEO to be discussed and approved by the Board of Directors. The Chair may appoint an Assistant Treasurer to assist the Secretary-Treasurer, and who may perform the duties as the Treasurer to the same extent. The Secretary-Treasurer shall ensure the taking and dissemination of minutes, prepare and sign corporate documents, etc. and perform the duties normally assigned to a Secretary. The Chair may appoint an Assistant Secretary to assist the Secretary-Treasurer, and who may perform the duties as the Secretary to the same extent. The Secretary-Treasurer shall fulfill the duties of the Secretary-Treasurer as set forth in Board-approved policies.

Section 4 – Nomination & Election: The Board of Directors shall vote for and elect the following Officers: Chair, Vice Chair, and Secretary-Treasurer, according to a process and timeline set and agreed to by the Board. The Board will convene a meeting within a specified period of time after receipt of the candidates to vote and elect the Officers.

Section 5 – Terms: The Chair, Vice Chair, and Secretary-Treasurer shall each hold office for one (1) year and until their successors are chosen, whichever is later.

Section 6 – Vacancies: Should any office become vacant, the Board of Directors shall nominate and vote upon, within 60 days, a member of the Board to complete the remainder of the term involved. Such Officers shall meet the eligibility requirements set forth in Section 2 above.

Section 7 – Removal from Office: An Officer may be removed with or without cause by a two-thirds vote of the entire Board of Directors at a properly called meeting of the Board of Directors where quorum is present. Causes for such action may include, but shall not be limited to, failure to abide by USGBC's Bylaws or Code of Conduct, or failure to meet Officer duties as provided for in these Bylaws or in Board-approved policies.

ARTICLE VI – CEO

Section 1 – Appointment: The Board of Directors shall appoint and employ a salaried staff head who shall have the title of CEO and whose terms and conditions of employment shall be specified by the Board of Directors, which may be delegated by the

Board to a committee of the Board. The CEO shall select and employ other staff whose terms and conditions of employment shall be specified by the CEO.

Section 2 – Authority and Responsibility: The CEO shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. The CEO shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the CEO shall, in the name of the corporation, execute such contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors, and shall appoint signatories appropriate to their responsibility and level of authority and in line with recognized accounting principles. The CEO will also prepare an annual business plan including a proposed budget for USGBC that will be reviewed by the Officers and then submitted to the Board of Directors. The CEO may hire and/or appoint as necessary appropriate USGBC staff to provide administrative and program management services and negotiate employment and/or management contracts on USGBC's behalf. These duties include fixing compensation for such USGBC staff within the approved budget.

ARTICLE VII – FINANCES

Section 1 – Signature on checks and notes: All checks shall be signed by the CEO or his or her designee, or as the Board of Directors may from time to time designate, or as stated in these Bylaws.

Section 2 – Fiscal Year: The fiscal year of the corporation will be the calendar year.

Section 3 – Audit: The accounts of USGBC shall be audited not less than annually by a Certified Public Accountant who shall be recommended by the Finance and Audit Committee and appointed by the Board of Directors and who shall provide a report to the Board of Directors.

Section 4 – Operating Reserve Fund: The Board may adopt policies and procedures for an operating reserve fund.

ARTICLE VIII– INDEMNIFICATION

USGBC shall indemnify and hold harmless any Director, officer or employee of USGBC to the maximum extent allowed by Sections 29-406.51 and 29-406.52 of the Act. In providing this indemnification, USGBC shall follow the procedures described in Section 29-406.55 of the Act. Further, USGBC shall indemnify and advance expenses to a Director, officer or employee who is party to a proceeding because he or she is or was a Director, officer or employee of USGBC, except for (a) liability in connection with a

proceeding by or in the right of USGBC other than for reasonable expenses incurred in connection with the proceeding; or (b) liability arising out of conduct that constitutes (i) receipt by the Director, officer or employee of a financial benefit to which he/she is/was not entitled, (ii) an intentional infliction of harm on USGBC or (iii) an intentional violation of criminal law. The Board may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, officer, employee or agent of USGBC or out of acts taken in such capacity, whether or not USGBC would have the power to indemnify the person against that liability under law.

ARTICLE IX – COMMITTEES

Section 1 – Committees: There shall be a Governance Committee and a Finance and Audit Committee. The Board may establish additional committees to assist the Board in carrying out the work of the Board. The majority of members must be current or past Board members. The number of members serving on these committees and members' term length shall be in conformance with committee policies and the committees' charters. Quorum is a simple majority (51%) of the committee membership. The Board of Directors shall appoint the members, chairs and vice-chairs of these committees in conformance with committee policies.

The Board may establish other committees and working groups, including those to develop programs, as it deems appropriate, and shall establish the powers and duties of each. The Board of Directors may establish working groups and shall appoint individuals to serve on committees and carry out other duties as delegated by the Board in committee policies.

Section 2 – Balance: USGBC shall seek to create and maintain its committees in a fair and balanced manner, appropriately representing multiple viewpoints, without dominance by a single interest. The Board of Directors, or any committee designated by the Board, shall review the composition and leadership of committees. Criteria for balanced committee makeup shall be set forth in Board-approved committee policy.

Section 3 – Meetings and Action of Committees: Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provision of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these Bylaws.

Section 4 – Voting: Voting by committees and working groups may be in person, or via telephone, video conference, U.S. mail or electronically as described in the committee policies approved by the Board.

ARTICLE X – CHAPTERS

Section 1 – Definition: A chapter is an incorporated association of persons who have joined together to further the interests of USGBC and which has signed a Chapter Charter prepared by USGBC.

Section 2 – Formation: USGBC may, at its discretion, create any number of chapters it deems appropriate.

Section 3 – Chapter Rules: The bylaws, acts, and decisions of all chapters must be in accordance with the USGBC Articles of Incorporation and these Bylaws and their chapter charters.

Section 4 – Policies: The Board of Directors may establish policies and guidelines for chapters and other forms of affiliation.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended by two-thirds vote of the Board of Directors, so long as such amendment by the Board is not prohibited by Section 29-408.22 of the D.C. Nonprofit Corporation Act. These Bylaws may also be amended by the affirmative vote of a majority of the Regular Members, in person or by proxy, at any regular or special meeting of the membership or by ballot, provided that notice of the substance of the proposed amendment has been sent to each Regular Member at least thirty (30) working days prior to the date of the regular or special meeting involved or prior to the day the ballot is sent. To the extent that any proposed amendment to these Bylaws requires the approval of Associate Members as set forth in Section 29-408 et seq. of the D.C. Nonprofit Corporation Act, the proposed amendment shall be approved by the affirmative vote of a majority of Associate Members, in person or by proxy, at any regular or special meeting of the membership or by ballot, provided that notice of the substance of the proposed amendment has been sent to each Associate Member at least thirty (30) working days prior to the date of the regular or special meeting involved or prior to the day the ballot is sent.