

BYLAWS

INTERGOVERNMENTAL GREEN BUILDING GROUP

ARTICLE I—NAME

The name of this Committee is the Intergovernmental Green Building Group (IGBG) of the Metropolitan Washington Council of Governments (COG).

ARTICLE II—AUTHORITY

The authority of the IGBG derives from Resolution R55-06 adopted by the Board of Directors of COG on November 8, 2006.

ARTICLE III—PURPOSE AND MISSION

The IGBG shall provide for regional coordination and collaboration on the development of regional green building policies and guidelines that individual local governments can apply in the development, implementation, and refinement of green building programs, policies, and/or regulations. The Committee shall also: identify opportunities for the leveraging of resources at the regional level to support local government green building initiatives; identify mechanisms through which regional progress in the application of green building practices can be measured; and support education, outreach, and capacity building in support of local government green building efforts.

The IGBG is a standing technical committee of COG that shall advise and report to the Chief Administrative Officers Committee of COG.

ARTICLE IV—MEMBERSHIP AND TERMS

Section 1. Voting Members

The IGBG shall be composed of one voting member from each of COG's member governments to be appointed by the Chief Administrative Officer of each member government. In that local green building programs affecting private sector development are most likely to be administered through land development processes, the chief administrative officer of any political subdivision of a COG member jurisdiction that retains independent authority over planning and zoning may, at his or her discretion, also appoint a voting member to the IGBG. [Decision point—Should independent towns within Virginia localities (e.g., Leesburg, Vienna, Herndon) have voting rights? Is there any precedent for this at COG? Would it be more appropriate to invite such participation

through non-voting membership? If we do this, is it appropriate to draw a linkage to planning and zoning authority, or are other authorities (e.g., capital project design and administration) also important?] **FOLLOW EXISTING PROTOCOL—DELETE THIS SECTION**

Each voting member on the IGBG may be represented by an alternate to be appointed by the Chief Administrative Officer of the member government. [Decision point—Should we be more flexible in who can vote on behalf of a local government? Should we allow the voting member to designate an alternate who may vary from meeting to meeting (as opposed to requiring official designation by the CAO)?] **THIS SHOULD BE A DECISION FOR EACH LOCAL GOVERNMENT AND IT IS NOT NECESSARY TO INCLUDE IN THE BYLAWS -- DELETE**

Each member and each alternate shall serve until he/she resigns from the IGBG, leaves the employment of the governmental unit, or is replaced by action of the Chief Administrative Officer of his or her local government. [Decision point—Other COG committees require annual appointment by the member government, but these are typically political rather than technical appointments. Is it appropriate to forego the annual appointment process in favor of something more open-ended?] **THE APPOINTMENT PROCESS WILL ALLOW STAFF THE FLEXIBILITY TO INITIATE DIALOGUES WHEN, AND IF A JURISDICTION IS NOT REPRESENTED – DELETE**

Section 2. Non-Voting Members

IGBG meetings shall be open to any employee of member governments and political subdivisions thereof, and any such employee may participate in any Committee business with the exception of formal votes of the Committee. [Decision point—Given the consensus-based, collaborative nature of this Committee, should such an “open tent” ethic be established within the bylaws?]

Private, nonprofit, and/or other non-jurisdictional professionals may attend and participate at IGBG meetings but may not participate in Committee votes. The IGBG may, at its discretion and subject to a consensus or majority position among voting members that is reached consistent with quorum and voting procedures established within Article VI, limit participation by non-governmental individuals if and when circumstances warrant. [Decision point—Is this appropriate? It works against transparency and the current “open tent” approach that is being taken, but there could, conceivably, be problems with the “open tent” approach, and there may therefore be some desire to retain flexibility in the charter to allow for modifications of this approach if problems do arise or can be foreseen. Given that this is a technical group that lacks elected official representation, is the committee exempt from open meeting requirements?] Representatives of interested parties may be invited, at the discretion of the IGBG Chair, to participate in a specific meeting in which their perspective or input would assist the Committee in its actions. [Decision point—Should this discretion be limited to the Chair? Should other officers also have this authority? Should the decision to invite outside groups require a consensus of officers?]

ARTICLE V—OFFICERS

Section 1. Enumeration

Officers of the IGBG shall be the Chair, the first Vice Chair, and the second Vice Chair. One officer shall be selected from each of the District of Columbia, the State of Maryland, and the Commonwealth of Virginia. [Decision point—Is it appropriate to establish this geographical restriction, or should this be more open-ended? Another, broader, option would be to establish that no two officers may be from the same member government.] **THIS PROVISION IS INTENDED TO ENSURE EQUITY IN LEADERSHIP -- DELETE** Each officer shall be a voting member of the IGBG and shall be elected by the voting membership of the IGBG.

Section 2. Terms

The terms of office shall be one (1) year from the date of election. Officers may be reelected to their positions. [Do we want to specify a month during which elections will occur, or should we just let the timing of the initial election dictate when elections will occur?] **NOT NECESSARY -- DELETE**

Section 3. Vacancies

If a vacancy occurs in the office of the Chair, the first Vice Chair shall complete the term of the Chair and the second Vice Chair shall complete the term of the first Vice Chair. Alternately, the second Vice Chair may assume the Chair position if both the first Vice Chair and second Vice Chair agree to this arrangement. A special election will be held to fill the second Vice Chair position for the remainder of the term. [Decision point—Is it best to establish this sort of succession, or should a special election be held for the Chair? Also, is it necessary to cite the geographical restrictions of Section 1 here, or is this unnecessary?] **A SPECIAL ELECTION IN THIS CASE MAY IMPLY “A VOTE OF NO CONFIDENCE” WHICH WOULD CREATE A BIGGER ISSUE -- DELETE**

If a vacancy occurs in the office of the first or second Vice Chair, a special election will be held to fill this position for the remainder of the term.

Section 4. Duties

The Chair shall:

- Preside over all meetings of the IGBG.
- Preserve order and regulate debate.
- Set the agenda for each meeting of the IGBG in coordination with other IGBG officers and subcommittee chairs as appropriate.

- Coordinate with the chairs of subcommittees that may be established by the IGBG in order to evaluate subcommittee progress and identify issues requiring consideration by the full IGBG.
- Perform other duties that the IGBG may assign.

The Vice Chairs shall act to discharge the duties of the Chair in the absence or inability of the Chair to act

ARTICLE VI—QUORUM AND VOTING PROCEDURES

A quorum shall be required for formal actions of the Committee and for Committee decisions on questions brought before it. A quorum shall not be required to hold a meeting for the purpose of accepting reports, information, or discussion of the business of the Committee.

A quorum shall be defined as follows: A majority (50% + 1) of all eligible voting members present in person or by teleconference. [Decision point—If our voting membership is particularly large (e.g., we include representatives of Virginia towns as well as all member governments), is a 50% + attendance rate a reasonable expectation? It is likely that many of our meetings to date will have fallen short of this level. Therefore, should a lower percentage be established for a quorum?] Failing a quorum, the Chairman may submit the question to non-present voting members electronically, together with a brief context of the proposed vote and any written backup material furnished the present members. Non-present members shall have one week to respond electronically to the question. If a majority of voting members does not vote on a motion, either in person or electronically, the motion shall fail.

In all cases, the IGBG shall attempt to achieve consensus on formal actions or questions brought before the Committee. Where consensus is attained during meetings at which a quorum is present, no formal vote shall be required unless a voting member requests such a vote.

ARTICLE VII—MEETINGS

Section 1. Scheduling

Regular meetings shall be held at a frequency agreed to by a consensus or majority of voting members. In general, Committee meetings should be held no more than once each month. The time and place for each meeting shall be set by the Chair in coordination with the Vice Chairs.

Section 2. Meeting Summaries

At the beginning of each meeting, an IGBG member will volunteer to prepare a draft meeting summary. Draft meeting summaries shall be distributed to all members of the IGBG and shall be approved by consensus or by a majority vote.

ARTICLE VIII--SUBCOMMITTEES

In that the IGBG is a technical committee, it is anticipated that much of the Committee's work will be conducted by subcommittees. Subcommittees may be established on an ad hoc basis by a consensus or majority of voting members present at any IGBG meeting. A quorum is not needed to establish a subcommittee. [Decision point—should a quorum be necessary?]

Appointments to subcommittees shall be made as agreed by a consensus or majority of voting members present at the time of, or at an IGBG meeting subsequent to, the establishment of the subcommittee. Subcommittees may include nonvoting IGBG members as well as individuals who are not members of the IGBG. Non-voting IGBG members and non-members may participate as voting members of IGBG subcommittees as determined by a consensus or majority of voting members present at an IGBG meeting. A quorum is not needed for the approval of voting members of subcommittees. [Decision point—Is this appropriate?]

Subcommittee chairs and vice chairs shall be elected by the subcommittee membership. Each subcommittee shall decide how many vice chairs are needed for that subcommittee. Subcommittee chairs shall be employees of government jurisdictions represented on the IGBG but need not be voting members of the IGBG. There are no other geographical restrictions regarding who may serve as a subcommittee officer.

All subcommittees shall report to the IGBG, and no actions may be taken by subcommittees absent direction from the IGBG.

ARTICLE IX—RULES OF PROCEDURE

IGBG and subcommittee meetings are intended to foster open, informal exchanges of information and ideas among meeting participants. Toward that end, a formal structure for discussions is discouraged. [Decision point—Is this appropriate?] The IGBG Chair (and, in the case of subcommittee meetings, each subcommittee chair) retains the right and responsibility, however, to establish ground rules for discussion or to declare a formal meeting procedure as he or she deems necessary to further meeting progress unless overruled by a majority of voting members present.

ARTICLE X—AMENDMENT TO THE BYLAWS

These Bylaws may be amended as follows:

- (a) A proposal to amend the Bylaws may be submitted by any voting member of IGBG at any regular meeting of the Committee.
- (b) A special written notice setting forth the proposed amendment to the Bylaws shall be circulated, electronically and/or through hard copies, to all IGBG members at least ten (10) days before the next regular meeting.
- (c) The IGBG shall act upon the proposed amendment at the next regular meeting following the meeting at which it was proposed. A majority vote consistent with the Quorum and Voting Procedures (Article VI) is required for adoption of the amendment.
- (d) Any amendment to the Bylaws that is adopted by the IGBG shall be subject to review and approval by the COG Board. [Is this appropriate? Is it the standard operating procedure for such amendments?]

[Question: Given that the IGBG is a technical committee that lacks any representation from elected officials, does the initial set of Bylaws need to be approved by the COG Board? If so, does this need to be noted somehow/somewhere within the Bylaws?]

[Question: The COG Board resolution established an ad hoc elected official committee that has a limited existence (its tenure expires on November 8, 2007). Is there a need to establish within the bylaws what the working relationship is between the technical IGBG and the elected official committee, or does the limited duration of the elected official committee obviate this need?]

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