

BYLAWS OF THE **NYS** CHAPTER OF

THE PHIUS ALLIANCE, LLC

As Duly Adopted by the Members

This 8th day of September, 2022

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**BYLAWS OF THE NYS CHAPTER
OF THE PHIUS ALLIANCE, LLC**

THESE BYLAWS are adopted pursuant to the rules and procedures prescribed by the Phius Alliance, LLC (Phius Alliance) and contain provisions to regulate and govern the NYS Chapter of the Phius Alliance, LLC. These Bylaws are to be construed consistently with Phius Alliance requirements

ARTICLE I – PURPOSE

This Local Chapter of the Phius Alliance, LLC {Chapter Name} is organized and operated exclusively for scientific, educational and charitable purposes in accord with Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the “Code”). More specifically, this local Chapter is organized to offer services and programs for professionals who design, develop and construct buildings and residences that are consistent with the climate-specific standards for passive building construction as established.

ARTICLE II – POWERS AND LIMITATIONS

The Chapter, being organized exclusively for scientific, educational and charitable purposes, may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its members, managers, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in accordance wi.

No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on

behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these articles, the Chapter shall not carry on any other activities not permitted to be carried on (1) by a Chapter exempt from federal income tax under section 501(c)(3) of the Code, or (2) by a Chapter, contributions to which are deductible under Section 170(c)(2) of the Code.

Upon dissolution of the Chapter, the Phius Alliance Council shall, after paying or making provision for the payment of all of the liabilities of the Chapter, distribute all of the assets of the Chapter to Phius Alliance or to such organization or organizations organized and operated exclusively for scientific, educational and charitable purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Phius Alliance Council and staff shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Chapter is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

ARTICLE III – MEMBERS

1. MEMBERSHIP

Membership in the Chapter shall be available to any person that is supportive of Phius Alliance. Phius, and Chapter goals and abides in all respects with the corporate policies set forth in these Bylaws.

2. VOTING RIGHTS

A voting ember shall be any individual who has paid annual dues or Lifetime dues to Phius Alliance, and is not delinquent in such dues on the record date. In all matters submitted to the vote of the Members, each voting Member shall be entitled to one vote.

3. TRANSFER OF MEMBERSHIP

The membership rights of a Member may be transferred or assigned upon notification to the Phius Alliance and approval of the Phius Alliance Council.

4. TERMINATION OF MEMBERSHIP

The Chapter Board may, by affirmative vote of a majority of those Members present at any duly convened meeting of the Board, suspend or terminate the membership of a person who becomes ineligible for membership for any reason.

ARTICLE IV – MEETINGS OF MEMBERS

1. ANNUAL MEETING

An annual meeting of the Members shall be held during the month of September at such time and at such place as the Chapter Board may determine, for the purpose of nominating officers and delegates, approving a proposed budget and assessments for the ensuing year, and transacting such other business as may come before the meeting. If for any reason the annual meeting cannot be held on such date, then such meeting shall be held as soon thereafter as is practicable.

2. REGULAR MEETINGS

The Members shall have regular meetings throughout the year as often as decided by the members, but no less than on a quarterly basis, at such times and places as established by its Board.

3. SPECIAL MEETINGS

Special meetings of the Members may be called by the Chapter President, the Board, or at the request of Members..

4. NOTICE OF MEETINGS

Written notice stating the date, time, and place of any meeting shall be delivered either personally or electronically to each Member, as reflected in the records of the Chapter, not less than ten (10) days nor more than thirty (30) days before the date of such meeting. In all cases the purpose or purposes for which such meeting is called shall be stated in the notice.

Telephone communications may not be used in lieu of the above notice provisions. At any duly convened meeting of the Members, a resolution may be approved concerning future meetings. Timely sending of the minutes to each Member may qualify as notice of the next meeting of the Members if the minutes concerning the meeting is clearly set-forth and concise in its composition.

5. RECORD DATE

The record date for any meeting of the Members shall be the date on which notice is delivered.

6. QUORUM

Members holding sixty percent (60%) of the votes which may be cast at any meeting shall constitute a quorum for meeting. In the absence of a quorum, a majority of those Members present may adjourn the meeting to another date and time and shall cause notice of such date and time to be given as provided herein.

7. ACTION BY MEMBERS

In all matters submitted to a vote of the Members, the majority of votes cast shall be a vote of the Chapter membership unless the act of a greater number is required by these Bylaws. Members may not vote by proxy nor under any other power of attorney.

8. ACTION BY MEMBERS WITHOUT A MEETING

Members may act without a meeting if their consent to do so is by a majority of those entitled to vote on the matter and evidenced by a signed consent to take action without a meeting.

ARTICLE V – CHAPTER BOARD

1. GENERAL POWERS

The affairs, business and all legal matters of the Chapter shall be managed by its Board. The may adopt such rules and regulations for the conduct of their meetings and the management of the Chapter as they may deem proper, not inconsistent with these Bylaws and Phius Alliance Rules and Procedures.

2. NUMBER, TENURE AND QUALIFICATIONS

The number of Chapter Board Members shall be no less than three (3) and may vary from time to time up to **nine (9)** by resolution of the Board without amendment of these Bylaws.

Each Chapter Board Member shall hold office for a term of three years unless the Board/the Members expressly elect a Board Member for a shorter term. Board Members may serve no more than three terms of office, after which the Member must retire from the Board for at least one year before being qualified to serve again.

Beginning with the date of adoption of these Bylaws, the first Chapter Board election shall provide for staggered terms of office so that approximately one-third of the Board shall thereafter be elected annually by the Chapter Members.

3. VACANCIES

Any vacancy occurring in the Board by reason of death, removal, or resignation shall be filled by the remaining members of the Board/ the Members as soon as is practicable.

4. REMOVAL OF BOARD MEMBERS

A Board Member may be removed for any reason by a super-majority vote of the Board/Members, at any regular meeting or at a special meeting called for that purpose. Cause for removal may include, among other things, unexcused absence at three (3) consecutive meetings.

5. RESIGNATION

A Board Member may resign at any time by giving written notice to the President or the Secretary of the Chapter. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

6. COMPENSATION

Chapter Board Members shall not receive compensation for their time and effort.

ARTICLE VI – MEETINGS OF THE CHAPTER BOARD

1. ANNUAL MEETING

An annual meeting of the Chapter Board shall be held immediately following adjournment of the annual meeting of the Members for the purpose of electing Officers and for the transaction of such other business as may come before the meeting.

2. REGULAR MEETINGS

The Chapter Board shall hold regular meetings at such place and at such time as may be designated by the President.

3. SPECIAL MEETINGS

Special Meetings of the Chapter Board may be called by the President, the Vice President or no less than two (2) Board Members then in office. The person or persons authorized to call such Special Meeting may fix the place and time, and shall serve notice in accordance with these Bylaws.

4. NOTICE

Unless waived in the manner provided by law, notice of any regular or special meeting of the Chapter Board shall be delivered personally or by email at least ten (10) days prior to the date of the meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at a special meeting shall be specified in the notice or waiver of the notice of such meeting.

5. QUORUM

A majority of those Board Members then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

6. ATTENDANCE

Any meeting of the Chapter Board may be conducted in simultaneous multiple locations if the various locations are effectively connected by conference call lines or web meeting service. Members of the Board or non-Board committee members may participate in and act at any meeting of such Board or committee through the use of a conference call line, web meeting service, or other communication equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

7. MANNER OF ACTING

The vote of a majority of those Board Members present at any duly convened meeting of the Board shall constitute the action of the Chapter Board, unless a greater number is required by law. Board Members shall not be permitted to vote by proxy.

8. ACTION BY CHAPTER BOARD WITHOUT A MEETING

The Board or a committee may act without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Board Members or by all the members of such committee, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Board Members or committee members. All of the approvals evidencing the consent shall be delivered to the Chapter Secretary to be filed in the corporate records. The action taken shall be effective when all the Board Members or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

9. PRESUMPTION OF ASSENT

A Board Member who is present at a Chapter Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Board Members' dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent with the Chapter Secretary before or immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board Member who voted in favor of such action.

ARTICLE VII - OFFICERS

1. OFFICERS

The officers of the Chapter shall be a President, Vice-President, Secretary and Treasurer, each of whom shall be elected by the Chapter Board. The VP may also serve as Treasury or Secretary if necessary.

2. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Chapter Board/by the Members at the Annual Meeting and shall serve three (3) year terms. The President and Secretary shall be elected in even numbered years and the Vice-President and Treasurer shall be elected in odd numbered years. No elected Officer may serve more than two (2) consecutive terms in the same elected position.

3. PRESIDENT

The President shall preside at all meetings of the Members and of the Chapter Board. He or she may sign such contracts, certificates, documents and instruments as the Board shall have authorized and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

4. VICE-PRESIDENT

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Chapter Board.

5. SECRETARY

The Secretary shall keep the minutes of all meetings of the Members and Chapter Board in books provided for the purpose and later uploaded to the Phius Alliance shared Google Drive folder; shall see that all notices are duly given in accordance with these Bylaws or as otherwise required; shall be the custodian of the Chapter's records and shall keep a register of the mailing and email addresses of the Members, as furnished to the Chapter; and in general shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the President or the Board.

6. TREASURER

The Treasurer must follow Phius Alliance requirements and shall have charge and custody of and be responsible for all funds and securities of the Chapter; shall receive and give receipts for monies due and payable to the Chapter from all sources and shall deposit all such monies in the

name of the Chapter in such banks or other depositories as the Chapter Board shall have selected from time to time; and in general shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board.

7. REMOVAL

Any officer may be removed by the Chapter Board/Members whenever in the judgment of the Board the best interests of the Chapter would be served by such removal.

8. VACANCIES

A vacancy by reason of the resignation or termination of an Officer, shall be filled by the Chapter Board/Members as soon as is practicable. An Officer so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE VIII – COMMITTEES

1. STANDING AND SPECIAL COMMITTEES

The Chapter Board shall have the power to appoint such standing and special committees as are necessary to further corporate objectives. Standing committees shall be those committees with responsibilities that go from year to year. Special or ad hoc committees shall be those that have time-limited responsibilities. A special committee may also be called a task force or advisory board.

2. LIMITATION OF AUTHORITY

Committees may not act on behalf of the Chapter unless such authority is specifically delegated to the committee, and if such corporate authority is so delegated, it shall be valid only as to a single issue and not in general terms.

3. MEMBERSHIP

All committee members shall serve at the pleasure of the Board. Members of the committees may be any person deemed to be qualified by the Board who has actively demonstrated a willingness to work toward the goals of the organization. The term of office for committee members shall be one year beginning each year at the annual meeting of the Board unless otherwise specifically designated in the resolution appointing the committee member. Each committee may select its own chairperson, subject to approval by the Board. The Executive Director may attend meetings of any and/or all standing committees in an ex-officio capacity.

ARTICLE IX – IMMUNITY; INDEMNIFICATION; LIABILITY INSURANCE

Chapter Board Members and Officers shall be immune from civil liability to the extent provided by law for the Board and Officers of nonprofit Chapters.

Any person who is or was a Board Member or Officer of the Chapter shall be indemnified against expenses (including attorney's fees), judgments, fines, taxes and penalties and interest thereon, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of any action or proceeding, to the maximum extent and in the manner provided by law.

Upon resolution of the Chapter Board, the Chapter may purchase and maintain insurance on behalf of any person who is or was a Board Member or Officer of the Chapter against any liability asserted against him or her and incurred in any such capacity or arising out of his or her status as such.

ARTICLE X – CONTRACTS, LOAN, CHECKS AND DEPOSITS

1. CONTRACTS

The Chapter Board may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, **contingent on approval from the Phius Alliance national staff and/or Phius Alliance Council**. Any such authority may be general or confined to specific instances.

2. LOANS

No loans shall be contracted on behalf of the Chapter and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Chapter Board. Such authority may be general or confined to specific instances.

3. CHECKS, DRAFTS, ETC

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such officer or agent as the Chapter Board may from time to time by resolution determine. **Any payment must be approved and issued in accordance with Chapter bookkeeping guidelines.**

4. DEPOSITS

All funds of the Chapter shall be promptly deposited to the credit of the Chapter in the account established by the Phius Alliance staff.

5. GIFT ACKNOWLEDGMENT

The President shall acknowledge gifts made to the Chapter in cooperation with Phius Alliance rules and procedures.

ARTICLE XI – BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of Chapter account in accordance with Phius Alliance bookkeeping requirements. The Chapter shall also keep minutes of the proceedings of its Members, Board, and committees having any of the authority of the Board; and shall keep at its principal office a record of the names and addresses of its Members by class. All books and records of the Chapter may be inspected by Phius Alliance staff or representative, any Chapter Member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII – FISCAL YEAR

The fiscal year of the Chapter shall be the same as the fiscal year of Phius Alliance.

CERTIFICATE OF ADOPTION

The undersigned, being the duly elected Secretary of the NYS Chapter of the Phius Alliance, LLC, does hereby certify that the attached Bylaws of said Chapter were adopted by the official act of Members on the 8th day of September, 2022 and the same do now constitute the Bylaws of the Chapter.

Dated this 2nd day of November, 2022.



Signature

_Lauren Berg

Printed Name