

**C G T C** **CARIBBEAN GREEN TECHNOLOGY CENTER**

**Bylaws of the Caribbean Green Technology Center Advisory Board**

Adopted May 31<sup>st</sup>, 2012

**ARTICLE I - NAME, PURPOSE**

Section 1: The name of the organization shall be The Caribbean Green Technology Center of The University of the Virgin Islands Advisory.

Section 2: The Caribbean Green Technology Center (hereinafter, CGTC) is organized exclusively for scientific and educational purposes, more specifically to foster research, education and public service on sustainability, to promote Caribbean inter-Islands' cooperation, to advance interdisciplinary investigations and learning, to collaborate with governmental agencies and industry partners and to research, develop, demonstrate and monitor green and related technology and issues.

**ARTICLE II - MEMBERSHIP**

Section 1: Membership in the Advisory Board shall consist only of the members duly appointed by the President of the University of The Virgin Islands.

**ARTICLE III - QUARTERLY MEETINGS**

Section 1: Quarterly Meetings. The date of the regular quarterly meetings shall be set by the Chair who shall also set the times and places.

Section 2: Notice. Notice of each meeting shall be given to each voting member, by e-mail, not less than two weeks before the meeting.

**ARTICLE IV – ADVISORY BOARD**

Section 1: Board Role, Size, Compensation. The Advisory Board is responsible for overall policy and direction of The Caribbean Green Technology Center, and delegate responsibility for day-to-day operations to the CGTC staff and Advisory Board committees. The Advisory Board shall have up to fifteen and not fewer than nine members. The board receives no compensation other than reasonable expenses related to travel to meetings and conferences.

Section 2: Meetings. The Board shall meet at least once a quarter, at an agreed upon time and place set by the Chair of the Advisory Board.

Section 3: Advisory Board Appointments. Appointments of Advisory Board members shall be made by the President of the University of The Virgin Islands. Appointment of new Advisors or current Advisors to a second term will occur as the first item of business at the September meeting of the Advisory Board.

Section 4: Terms. All Advisory Board members shall serve two year terms, but are eligible for re-appointment every two years with no term limits.

Section 5: Quorum. A meeting must be attended by at least fifty percent of the Board members before business can be transacted or motions made or passed. Members of the Board are required to recuse themselves from any matters for which a conflict of interest would arise (e.g., financial impact, family impact or otherwise.)

Section 6: Notice. An official Board meeting requires that each Board member have email notice two weeks in advance.

Section 7: Officers and Duties. There shall be three officers of the Board consisting of a Chair, Vice Chair, and Secretary. The officers will be elected by majority vote of the Advisory Board. Their duties are as follows:

The Chair shall convene Advisory Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary.

The Vice-Chair will chair committees on special subjects as designated by the Advisory Board and shall assume the responsibilities and duties of the Advisory Board Chair in the case of the Chair's absence or recusal.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

Section 8: Vacancies. When a vacancy on the Board exists, appointments of new members shall be made by the President of the University of The Virgin Islands. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excessive absences from the Board if s/he has three unexcused absences from Board meetings in a calendar year. A Board member may be removed for other reasons by a three-fourths vote of the remaining Advisors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the members of the Advisory Board. Notices of special meetings shall be sent out by the Secretary to each Board member by email two weeks in advance.

## **ARTICLE V - COMMITTEES**

Section 1: The Advisory Board may create committees as needed, such as fundraising, research, outreach, conference, etc. The Advisory Board Chair appoints all committee chairs. Committees of the Advisory Board are subject to the same rules of conduct as the Advisory Board itself. All actions of Committees must first be approved by the Advisory Board through majority vote.

Section 2: The officers of the Advisory Board serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Advisory Board in the intervals between meetings of the Advisory Board, subject to the direction and control of the Advisory Board through majority vote.

Section 3: All matters that are referred to the Board should be sent through the CGTC Director. The Director of the CGTC will be responsible for bringing matters before the Board. The Director would be required to advise all entities that make such requests of the Center and the Board that all discussions/deliberations must take place in a public manner.

#### **ARTICLE VI- SPECIAL MEETINGS**

Section 1: Special Meetings. Special meetings may be called by the Chair of the Advisory Board or the Executive Committee.

#### **ARTICLE VII- AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Advisory Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Advisory Board of The Caribbean Green Technology Center of The University of the Virgin Islands on May 31<sup>st</sup>, 2012.