



*\*\*The Green Business Council of Southern California (GBCSC) was developed under California law for GBCSC only and that sharing it is not a representation that GBCSC may rely on it, so as not to create any liability for GBCSC.\**

**CHARTER  
OF  
Green Business Council of Southern California**

**ARTICLE I: PURPOSE**

Section 1. *Purpose.* The purpose of the *Green Business Council of Southern California* (“GBCSC”) is to provide an educational forum for the interchange of information and expertise and to share best practices to drive and accelerate sustainable development in Southern California. In general, GBCSC will not take positions on issues, or engage in lobbying efforts.

Section 2. *Effective Date of Charter.* This Charter is effective as of August 12, 2014, having been approved by an affirmative vote of at least two-thirds of the Board members of *Green Business Council of Southern California (GBCSC)* present and voting at the meeting of GBCSC Board.

**ARTICLE II: ORGANIZATION**

Section 1. *Structure Green Business Council of Southern California (GBCSC)* shall:

- a) admit to membership only those entities who meet the requirements of Section 2 of Article III;
- b) endeavor to maintain a general membership of between 15 and 30 member organizations;
- c) hold a minimum of six (6) meetings during each calendar year (including Board Meetings)
- d) Every two years elect a Board beginning with the first election in the last quarter of 2015.

Section 2. *Membership Fees.* There is no membership fee.

Section 3: *Definitions of Terms*

- a) Member: A member company/ organization of the GBCSC
- b) Representative: A person representing a member company/ organization of the GBCSC.
- c) Board Member: Representatives of Member Companies who are serving on the Board of GBCSC
- d) Committee: A group of representatives from GBCSC who are serving on a sub group for a purpose or project

## ARTICLE III: MEMBERSHIP

Section 1. *Nominations/ Referrals.* Membership shall be by nomination, referral, or a request for membership and must be approved by a simple majority of present GBCSC Board Members. Interested members must submit the GBCSC Membership Application Form, or a Board Member can submit the form as a nomination on behalf of the company/ organization. Applications will be reviewed and voted on at the next available monthly Board conference call.

Link to application form: <http://goo.gl/DBZ66X> .

Section 2. *Membership Structure.*

- a) Admit to Membership only those companies/organizations that meet the requirements of “Member Rules of Engagement
- b) Limit general Membership to 15-30 companies/organizations
- c) No more than 2 representatives per company/organization (does not include Board Members can attend each event unless otherwise noted.

Section 3. *Member Rules of Engagement*

- a) Member companies/organization should either have established or be committed to establishing formal sustainability practice, as well as measurement and reporting
- b) Member companies/organizations must have at least one representative located in Southern California or able to attend meetings in Southern California
- c) Member representatives must have a desire to influence sustainable development at their company/organization
- d) Member companies must agree:
  - i. to protect the confidentiality of information shared among members - see Article VIII Confidentiality
  - ii. to maintain official meetings/conference calls free from competition and solicitation.
  - iii. to host (or financially sponsor) one Member meeting per year
  - iv. to be actively engaged in council’s Member meetings and for absences not to exceed more than 2 consecutive meetings per calendar year.

Section 4. *Rights of Members.* Any entity which is a Member of GBCSC shall be entitled to attend the regular membership meetings of GBCSC and to vote at such meetings on any matters presented before the membership. Members can sit on GBCSC Committees. Members can be elected to the GBCSC Board if nominated by a current Board Member and approved by a simple majority vote at the next available Board meeting.

Section 5. *Member Representatives.* Each Member shall be entitled to designate up to two “Member Representatives” who can attend the meetings and act on behalf of the member’s absence. Such Member Representative must have an active role in environmental sustainability at his/her company. Notwithstanding anything to the contrary herein, each member shall only have one vote in GBCSC matters even if such member has more than one Member Representative.

## ARTICLE IV: THE BOARD

Section 1. *Original Members.* The initial Board members of the GBCSC are:

Boise Paper  
The Capital Group Companies, Inc.  
CBS Corporation  
Cintas  
Hewlett Packard  
Nestle Waters  
Office Depot Inc.  
Orange Unified School District  
SeaWorld San Diego  
UCLA Sustainability  
U.S. Zero Waste Business Council  
The Walt Disney Company

(Collectively the “Founding Members”).

Section 2. *Composition.* The Board shall consist of at least nine and no more than eighteen Member Representatives, elected every two years. The first election shall take place in the final quarter of 2015. There are nine positions on the board, and each position may be filled by as many as two representatives (not from the same company). Other representatives from the companies with representatives on the Board may attend board meetings, but each company only has one vote.

Section 3. *Responsibilities.* The Board shall be responsible for the general management of the affairs of GBCSC, including (but not limited to): interpretation of the Charter, appointment of committees, approval of members, calling and planning of meetings. The Chairperson shall call Board meetings as often as necessary to conduct properly the affairs of GBCSC. Except as provided to the contrary, any matter before the Board shall be decided by a majority of the Board members present and voting. The members of the Board shall have the powers normally associated with their respective positions (see Duties section 5 below). The members of the Board shall also participate in scheduled Board meetings. Board members may not miss more than two consecutive board meetings (emergency situations will be considered case by case).

Section 4. *Election of Board Members.* Board elections will take place in the final quarter of every other year beginning in 2015. To qualify to run for a Board position, a member representative must have been part of GBCSC for at least one year and participated in two or more committees or projects with GBCSC. Member representatives that qualify can submit a board member application online detailing their interest in the position, their experience in GBCSC and what they bring to the position. The current Board will review all applications and determine and confirm eligibility. The Board will prepare an online ballot and voting will take place by email. Each Member company may have up to two votes- one for each member representative.

Section 5. *Duties.* The current positions within the Board together with a general description of their responsibilities are outlined below:

- a) Advisory (Past Chairperson) Vice President.
  - Provides continuity and maintains institutional knowledge of GBCSC.
  - Serve as a liaison between the GBCSC and other councils and entities such as the Greater Cincinnati Green Business Council (GCGBC) and U.S. Zero Waste Business Council (USZWBC)
  - Shares experience and insights with the GBCSC
  - Assist with charter adjustment/recommendations and new member process
  
- b) Chairperson.
  - The Chairperson will provide leadership to GBCSC
  - The Chairperson will support and sustain the work of GBCSC and provide governance leadership and strategic support.
  - Coordinate with Advisory VP and other Sustainability Council groups, such as Greater Cincinnati Business Council
  - Being informed of all business decisions including legal and fiduciary responsibilities.
  - Planning, presiding over and facilitating board meeting and working with Vice Chairperson in setting agendas.
  
- c) Vice-Chairperson. *Assists the Chairperson. Other duties include -*
  - Work with Chairperson in developing Agenda for Board meetings
  - Ensuring that the agreed tasks and functions of the Board are carried out
  - Presiding at meetings of the Board when the Chairperson is not present and ensure that the decisions made are in line with the aims and objectives of GBCSC
  - Taking over some of the Chairpersons work load when necessary or when requested
  - Alongside the Chairperson, represent GBCSC in the community and promote its aims and ideals
  - With the Chairperson, establish and maintain harmonious relationships with Board members and to encourage effective communication between the organization and the community
  - Ensure that the Board maintains its emphasis on procedure and policy matters and that the authority delegated to any standing committee or/committee staff (future members) is properly observed.
  - Along with Chairperson, Vice-Chair helps guide and mediate Board actions with respect to organizational priorities and governance concerns
  - If the Chairperson needs to leave office midterm, the Vice Chairperson would serve as interim Chairperson until election time.
  
- d) Secretary.
  - Assist chairperson with scheduling the meetings of the membership
    - Minimum 1 Month in advance
  - During Meetings keeps minutes of the meetings
    - Will decide in advance who will be that meeting's note taker.

- Send draft minutes to board members within a week of meeting.
  - Submit minutes to Communications VP to post
  - Coordinate with Strategy and Partnership VP
    - Evaluates meeting topics, ideas and speakers.
    - Work with Strategy and Partnership VP to incorporate topics & meeting agenda items
    - Acts as liaison with members hosting meetings.
    - Take attendance at each Quarterly and Board Meeting to keep track of who's attending.
    - Send out the quarterly minutes to all members and the monthly board meeting minutes to the Board only.
- e) Communications Vice President.
- Updates and Content Management Website for [www.greenbusinesscouncil.com](http://www.greenbusinesscouncil.com) in a timely manner
  - Promote site and organization
  - Responds to inquiries generated from website.
  - Posting of Events, Meeting Agendas, and Meeting Minutes (Board Meetings, Knowledge Center, & Events)
  - Content change or redesign to be planned and reviewed by Board, finalized by vote.
  - Manage format and branding of content for website
  - Upon completion of Knowledge Center materials, form committee to drive awareness and publicize content
  - Collaborate with Membership VP, Speaker VP and other board members as needed. Solicit content from relevant board members.
- f) Membership Vice President.
- Maintain Membership List.
  - Track GM nominations/applications in spreadsheet.
  - Notify Board of membership recruiting needs
  - Every month update Board on GM list (additions and subtractions).
  - Communicate with members as necessary to confirm continued membership
  - Work with Communications VP to ensure active roster is up to date
- g) Strategy and Partnership VP.
- Facilitate developing annual strategy and goals for GBCSC quarterly member meetings.
  - Define template for member meetings to ensure consistency with strategy and GBCSC brand.
  - Recruit individuals as needed to assist with event logistics and execution in concert with host company.
  - Responsible for driving the identification of appropriate speakers for GBCSC events, and assisting the host company in managing their engagements.
  - Outreach and connections with related non-profits and facilitating partnerships, such as co-hosting events

h) Education Vice President.

- Provide cutting edge, comprehensive information to members on sustainability, per their requests
- Facilitating Tool Kit development with subcommittees – per subcommittee timeline
- Identify leaders in the industry that can contribute to development of toolkits and meeting member needs– as needed
- Survey members to better understand their educational needs:
- Provide GBCSC with calendar of important sustainability conferences, workshops, etc. especially pertaining to current GBCSC member issues
- Provide reports, data, legislative updates, etc.
- Work with Communications VP to ensure that content meets GBCSC communication and brand standards and is in the right format to upload on site.

i) Committee Vice President.

- To oversee goals and projects from the board and support staff
- To keep on task and compile sub-committee groups to complete projects at hand
- Meet with sub-committee groups to set up time-lines, agendas, and responsibilities to finish the projects
- Weekly to Bi weekly conference calls if necessary to keep everyone on task to meet deadlines
- Supervise committees

## **ARTICLE V: AMENDMENT OF CHARTER**

This Charter may be amended by an affirmative vote of at least two-thirds of the Board members present and voting at a duly scheduled meeting.

## **ARTICLE VI: ADOPTION OF GROUP POSITION**

GBCSC shall not adopt any formal position on any issue unless:

- a) that position has first been approved by the unanimous vote of the entire Board
- b) email or other majority vote of Members

## **ARTICLE VII. MEETINGS**

Each member will take a turn hosting or financially sponsoring a meeting so that no one member bears a disproportionate burden of hosting the meetings. No member shall miss more than two consecutive meetings per calendar year.

## ARTICLE VIII. CONFIDENTIALITY

In order to promote free and open discussion among members, each member shall protect the confidentiality of information shared among the members, and shall not compete with or solicit other members at the meetings. Members shall be free to share successes and challenges of sustainability efforts with other members. However:

- 1) Members will not share trade secrets;
- 2) Members shall not disclose to non-members (including the press) information that they learn about each other through their affiliation with GBCSC unless that information has been made publicly available by the actions of the respective Member Company; and
- 3) Each Member shall comply with all federal and state antitrust laws. Each Member (including its directors, officers, and employees) shall be responsible for antitrust compliance, avoiding even an appearance of improper activity. Each Member will avoid any discussion or activity that could be construed as having the effect of restraining competition or creating conflict of interest with respect to the price, quality or distribution of any product(s) or the competitive capabilities or opportunities of their competitors, suppliers or customers.
- 4) GBCSC shall not make Member information public via communications such as email, letters, website, social media, and other public outlets without express permission from the individual Member.

### **Agreement Regarding GBCSC Environmental Compliance Benchmarking Meetings**

**Important note: This section cannot be amended or changed in any way without prior approval from legal counsel in addition to the unanimous approval of the entire Board.**

The following are the guidelines for the board meetings of the *Green Business Council of Southern California* at which the participants will discuss mutual concerns regarding environmental compliance and proactive projects related to environmental sustainability. Participation in the meeting constitutes acceptance of these guidelines by each attendee and acknowledgement that all attendees are relying on such mutual acceptance.

The meetings are for discussion and information purposes only, to improve each participant's level of knowledge in this critical area and thereby assist each company's individual efforts to protect the safety of the environment and improve the company's sustainability. It is understood that the companies participating will not be committed or required to pursue or act upon any matter discussed at the meeting, and any information provided by any party to any other party at or in connection with the meeting is provided for informational purposes only and may not be relied upon for accuracy, completeness or any other purpose by the recipients. It is also understood that in the discussions at the meetings the participating companies will not be exchanging any confidential or proprietary information, and any information, plans or ideas shared, or which may be conceived or developed during, as a result of, or in connection with the meeting, may be used or disclosed by any party without liability or compensation due to any other party.

Although it is both important and appropriate that the companies participating in these meetings come together to discuss common safety, sustainability, and environmental compliance issues, each company must be mindful that our companies also may be business competitors. Under the antitrust laws competitors are permitted to engage in cooperative discussions regarding matters such as environmental compliance, so long as those discussions do not reduce competition or have

anticompetitive effects. Therefore each company participating in the meetings agrees that the following will not be discussed at the meeting: (a) pricing; (b) sales or marketing; or (c) any strategic or other competitively sensitive matters.

#### **ARTICLE IX. REMOVAL OF MEMBERS**

A Member company may be removed from membership in the GBCSC through the following procedure:

- a) The request for the removal of a Member company is made in writing by another member and presented to the Board (excluding member company representatives under review)
- b) The proposed removal must be approved by an affirmative vote of at least two-thirds of the Board present and voting at the meeting.

If a Member Company representative is causing issues within GBCSC or not meeting commitments, issues will be considered on an individual case basis and the Board will discuss. The Board will decide, by two thirds vote what notices, warnings or requests for resignation that get communicated to the representative.

Any violation of confidentiality or gross misconduct is grounds for immediate dismissal from the organization.

#### **ARTICLE X. RESIGNATION**

Any Member shall be free to resign from the GBCSC at any time upon written notice to the Chairperson and Communications Vice President of the Board. If the Chairperson is resigning they must notify the Vice Chairperson and Communications VP. The Communications Vice President shall remove all references to the resigned Member from the GBCSC website within 10 days of receiving notice of resignation.

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