

BYLAWS
OF ENGINEERS WITHOUT BORDERS – USA, INC.
A Not-For-Profit Corporation

ARTICLE I. NAME AND ORGANIZATION

- 1.0 **Name.** The name of the organization is Engineers Without Borders USA, Inc., hereinafter referred to as EWB-USA.
- 1.1. **Organization.** EWB-USA is a not-for-profit, secular, non-governmental organization. EWB-USA will not organizationally affiliate with or be sponsored by any governmental, political, or religious entity. All policies, activities, products, and services of EWB-USA shall be consistent with and subject to:
- 1.1.1 **Maintenance of Tax Status.** All requirements to maintain the status of EWB-USA as a not-for-profit organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (the Code) qualifying at all times as an organization to which tax-deductible contributions may be made pursuant to applicable sections of the Code, and
- 1.1.2 **Adherence to Law.** Applicable federal, state, and local antitrust, trade regulation, and other laws, regulations, and legal requirements, and
- 1.1.3 **Adherence to Governing Documents.** The Articles of Incorporation, the Bylaws, and the EWB-USA Governance Policies.

ARTICLE II. MEMBERSHIP

- 2.0 **Categories of Membership.** There shall be two (2) categories of membership: Student and Professional.
- 2.0.1 **Student Member.** A Student Member is an individual enrolled at least half time in a secondary or post secondary educational program.
- 2.0.2 **Professional Member.** A Professional Member is an individual who may be a faculty member, a practicing professional or interested volunteer and will represent a broad cadre of professionals with expertise in many specialties including health, cultural, participatory, water resources, civil engineering, etc.

2.0.2.1 **Supporting Professional Member.** A Supporting Professional Member is a Professional Member who is not engaged in an EWB-USA project.

2.0.2.2 **Life Professional Member.** A Life Professional Member is a Professional Member who has attained through payment or award a lifetime Professional Membership in EWB-USA and who is exempt from further payment of dues.

2.1 **Membership Rights and Privileges.** A member who is current in their dues shall be eligible for all the rights and privileges of their associated category and classification of membership.

2.1.1. **Termination of Membership.** The Executive Director may terminate the membership of any individual who becomes ineligible for membership, who violates the EWB-USA Code of Volunteer Conduct, or who shall be in default in the payment of dues.

2.2 **Dues and Fees.** Dues for members shall be established by the Executive Director with concurrence of the Executive Committee of the Board. Members who are current in their dues shall be considered to be in Good Standing.

2.3 **Membership Meetings.** If required for the conduct of EWB-USA business, Membership Meetings may be called by the President or Secretary.

ARTICLE III BOARD OF DIRECTORS, OFFICERS, AND BOARD MEETINGS

3.0. **Board of Directors.** The corporate powers of EWB-USA shall be vested in the Board of Directors. The Board of Directors is responsible for overall policy, direction and the affairs, activities, and concerns of EWB-USA. The Board of Directors shall oversee EWB-USA in accordance with the applicable laws and the provisions of these Bylaws and the EWB-USA Governance Policies.

The Board of Directors shall comprise between ten (10) and fifteen (15) Directors, all of whom must be members in good standing of EWB-USA. A minimum of two (2) Directors shall be drawn from the membership of the Council of Regional Presidents, one (1) of which represents professional chapters and one (1) of which represents student chapters. One (1) Director shall represent and be drawn from the membership of the Faculty Leadership Council. Two (2) Directors shall represent the American Society of Civil Engineers (ASCE); these two (2) Directors shall meet all requirements for Board membership stated in

these Bylaws and shall be nominated by ASCE, and approved in accordance with these Bylaws.

The Secretary shall attend all meetings of the Board of Directors.

3.1 **Officers.** The Officers of EWB-USA shall be a President, President-Elect, Past President, Treasurer, and Secretary. All Officers, except for the Secretary, shall be Directors.

3.1.2 **Qualification for President-Elect.** A Director shall have served a minimum of one (1) term on the Board of Directors prior to filling the office of President-Elect.

3.2 **EWB-USA Founder.** The Founder of EWB-USA, Bernard Amadei, shall be an ex-officio member of the Board of Directors, the Executive Committee and all committees of EWB-USA.

3.3 **Term of Office.** Terms begin at the start of the fiscal year.

3.3.1 **Term of Office for President-Elect, President and Past President.** The President-Elect shall serve a one (1) year term. The President shall serve a one (1) year term which commences at the conclusion of the term as President-Elect. The Past President shall serve a one (1) year term which commences at the conclusion of the term as President. Upon election to President- Elect, the term of the elected officer will extend through their term as Past President.

An individual who has served as Past President shall not be re-elected to the Board of Directors.

3.3.2 **Term of Office for Treasurer.** The Treasurer shall serve a term coincident with their term as a Director or until replaced through the Officer election process.

3.3.3 **Term of Office of the Secretary.** The Executive Director serves as the Secretary of the Board of Directors so long as the Executive Director is an employee of EWB-USA..

3.3.4 **Term of Office for Non-Officer Directors.** Directors who are not Officers shall serve a three (3) year term and may be elected for one (1) additional consecutive term. Having served two (2) consecutive terms, a Non-Officer Director may return to the Board for additional terms following a one (1) year break in service.

3.3.5. **Resignation or Removal of Directors.** A Director may resign at any time by giving written notice of such resignation to the Secretary. The incapacitation of any Director or neglect in the performance of duties of the office may be grounds for removal from office. A Director may be removed from the Board of Directors by a two-thirds (2/3) vote of the Board of Directors in attendance.

3.3.5.1 **Removal of Officers from Office.** An Officer, with the exception of the Secretary, may be removed from office by a two-thirds vote of the Board of Directors in attendance. Removal of an Officer from office also constitutes removal of that Director from the Board of Directors.

3.4 **Director and Officer Election.** New Directors and Officers are elected at the fourth (4th) regularly scheduled meeting of the Board of Directors each fiscal year to replace those Directors and Officers whose terms will expire at the end of the fiscal year.

3.4.1 **Candidacy for Officers and Directors.** Candidacy may be established either through self-nomination to the chair of the Governance Committee or through solicitation by the Governance Committee of potential candidates. Self-nominees shall have the sponsorship of a current member of the Board of Directors or Governance Committee. If a candidate is solicited by the Governance Committee, the Governance Committee serves as sponsor for that candidate. Candidates submitted by the Council of Regional Presidents, Faculty Leadership Council, and from ASCE for their representatives are automatically included on the recommended slate.

3.4.2 **Nomination of Officers and Directors.** The Governance Committee shall recommend to the Board of Directors a slate of nominees for election no less than thirty (30) days prior to the fourth (4th) meeting at which the slate will be voted upon. The Board of Directors may request that additional nominees be added to the slate of nominees.

3.4.3 **Electing Officers and Directors.** Election of Officers and Directors shall be held at the fourth (4th) regularly scheduled meeting of the fiscal year and shall be by majority vote of the Board of Directors in attendance.

Election of Board of Directors' members nominated by ASCE shall be automatic, except in the case where the EWB-USA Executive Director or EWB-USA Board of Directors' President communicates an objection to a proposed nominee within thirty (30) days of the nomination by ASCE. If such objection is communicated, ASCE shall nominate some other

person. If no nominee is set by the election, that Director position shall be vacant until another suitable candidate is proposed.

- 3.4.4 **Director Election to Fill a Vacancy.** At the regularly scheduled meeting at which the Board of Directors is informed of a vacancy on the Board of Directors, the Board of Directors may choose, by majority vote of those attending, to fill the remaining portion of the unexpired term or they may postpone that action.
- 3.5 **Director Duties.** Duties of the Directors shall include, but not be limited to, dialogue with constituents; preparation for, attendance at and participation in meetings of the Board of Directors; the duties of any office held; and other official assignments.
 - 3.5.1 **Additional Duties of the President.** The President shall be responsible for the general supervision of the affairs of the Board of Directors and shall preside at the 4 annual meetings of the full Board of Director's. The President may call special meetings of the Board of Directors.
 - 3.5.2 **Additional Duties of the President-Elect.** In addition to becoming familiar with the responsibilities of the office of President, the President-Elect serves as an advisor to the President and other officers. The President-Elect shall serve as chair of the Governance Committee.
 - 3.5.3 **Additional Duties of the Past President.** Upon conclusion of a term as President, the President shall become the Past President. The Past President shall serve as an advisor to the President and other officers.
 - 3.5.4 **Additional Duties of the Treasurer.** The Treasurer shall oversee the management of the financial affairs of EWB-USA, the Finance Committee, and preparation of the annual financial report. The Treasurer shall present the annual financial report to the Board of Directors. The Treasurer shall assist in the preparation of the budget and make financial information available to Board of Directors, members and the public.
 - 3.5.5 **Additional Duties of the Secretary.** The Secretary shall give notice of, attend, and ensure minutes are kept for each Board of Directors' meeting. The Secretary shall assure that corporate records are maintained.
- 3.6 **Meetings of the Board of Directors.** All meetings are called by the President. A quorum shall consist of two-thirds of the Directors attending the meeting as defined in 5.3 of these bylaws.

- 3.6.1 **Regular Meetings.** There shall be at least four (4) meetings of the Board of Directors each year. In years in which there is an Annual International Conference, one (1) meeting of the Board shall be held at the time of the Annual International Conference.
- 3.6.2 **Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President, Secretary, or on the request of any two (2) Directors. Special meetings shall be limited in scope to the issue or issues specified in the meeting notice.
- 3.6.3 **Notice of Meetings.** Notice of all meetings of the Board of Directors shall be sent by the Secretary to each Director at least five (5) business days prior to the meeting. Such notice shall include the agenda for the meeting.
- 3.6.4 **Minutes of Meetings.** Minutes of all meetings of the Board of Directors shall be recorded and distributed by the Secretary to all Directors within fifteen (15) business days after the meeting.

ARTICLE IV ORGANIZATIONAL ELEMENTS

- 4.0 **Organizational Elements.** The Board of Directors may, at its discretion, establish and discharge Organizational Elements such as student chapters, professional chapters, committees, and regional governance as necessary or desirable to conduct the affairs of EWB-USA.

Membership of Organizational Elements shall be determined by procedures and policies approved by the Board of Directors. Leadership of Organizational Elements shall be appointed or elected in accordance with procedures and policies approved by the Board of Directors. Unless determined otherwise by the Board of Directors, all Organizational Elements shall be comprised only of members of EWB-USA in Good Standing.

The Board of Directors may delegate to Organizational Elements such authority as is appropriate to support the organizational element's charge, including the establishment of subcommittees or ad-hoc task committees.

- 4.0.1 **Limitations of Authority of Organizational Elements.** No Organizational Element shall speak for EWB-USA as a whole unless authorized by the Board of Directors. Additionally, no Organizational Element shall contravene by its actions any act, policy, or procedure of EWB-USA.
- 4.1 **Regions.** Regions are geographic groupings of student and professional chapters. The Board of Directors has established seven (7) Regions within the United States.

4.1.1 **Regional Governance.** The Board of Directors shall approve and maintain a policy handbook to provide oversight and management of the Regions.

4.1.2 **Regional Boards.** Each Region shall have a Regional Board, whose objective shall be to facilitate student and professional chapter development, education, and cooperation within geographic boundaries of the Region.

The Regional Board shall support these student and professional chapters as they mentor and support students and professionals involved in EWB-USA approved projects and activities.

Each Regional Board shall comprise between ten (10) and twenty (20) members, all of whom must be members in good standing of EWB-USA and reside within the Region. In addition to the Regional Officers, each Regional Board shall be assigned a liaison from the Board of Directors and an EWB-USA staff person, both of whom shall participate in meetings of the Regional Board.

4.1.2.1 **Regional State Representatives.** The Regional Board shall have among its membership an individual who represents each state within the Region's geographic boundaries. The Regional State Representative will disseminate information from EWB-USA and the Regional Board to their Chapters, and communicate the needs of the Chapters within their state. The Regional State Representative shall help facilitate the formation of new Chapters throughout their state. The Regional State Representative shall facilitate cooperation between Chapters in the state, particularly between Student and Professional Chapters.

4.1.3 **Region Committees.** The Regional Board may establish committees composed of at least two (2) persons to further the organizational needs of the Region. Establishment shall be by means of a charter or charge which shall define the mission and the term of its charter. Such committees shall report to the Regional Board.

4.1.3.1 **Regional Executive Committee.** There shall be a Regional Executive Committee, consisting of the Regional Officers (e.g. President, Vice President, Treasurer) of the Regional Board.

4.2 **Chapters.** Chapters are groupings of members, typically based on geography, which assist in accomplishing the mission of EWB-USA. Chapters may be either Professional or Student.

4.2.1 **Professional Chapters.** An EWB-USA Professional Chapter is a volunteer organization of EWB-USA members working together to support the mission and goals of EWB-USA.

EWB-USA Professional Chapters are established upon execution of a formal chapter agreement. The Executive Director shall have the right to revoke the chapter agreement if the Executive Director determines the conduct of the Chapter is in breach of any provision of that agreement.

4.2.2 **Student Chapters.** An EWB-USA Student Chapter is a volunteer organization of EWB-USA members that reports to a University or College in accordance with the rules, policies and procedures of that University or College.

EWB-USA Student Chapters are established upon execution of a formal chapter agreement. The Executive Director shall have the right to revoke the chapter agreement if the Executive Director determines the conduct of the Chapter is in breach of any provision of that agreement.

4.3 **Organizational Committees.** The Board of Directors may establish organizational committees of the Board of Directors composed of at least two (2) persons, which may include members in good standing of EWB-USA who are not currently serving as Directors.

4.3.1 **Board and Advisory Committee Appointments.** The President of EWB-USA shall appoint all Board and Advisory committee Chairs. Committee Chairs shall appoint committee members unless otherwise specified in the Bylaws, Policies, or Procedural and General Resolutions.

In appointing members to committees, consideration shall be given to representation from the Regional Boards as well as representation from different geographic locations, practice areas and experience bases, and diversity.

4.3.2 **Executive Committee.** The Executive Committee shall consist of the President, President-elect, Past President, and Treasurer. The Secretary shall attend all meetings of the Executive Committee. Meetings of the Executive Committee shall be held at the call of the President or the Secretary.

The duties of the Executive Committee are to: 1) consider and act upon time sensitive matters provided; however that the authority herein conferred upon said committee shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him/her under these Bylaws; 2) preliminarily screen, discuss and recommend matters that are to be brought before the Board of Directors, including setting the agenda of meetings of the Board of Directors; 3) recommend to the Board of Directors annual performance goals for the Board of Directors and Executive Director; 4) conduct an annual review of the performance of the Board of Directors and Executive Director against the annual performance goals set by the Board of Directors, and report those results to the Board of Directors.

The Executive Committee shall report on its activities at each meeting of the Board of Directors. The Secretary shall provide minutes of the Executive Committee meetings to the Board of Directors not later than two (2) weeks after the Executive Committee meeting.

- 4.3.3 **Finance Committee.** The Finance Committee shall consist of four (4) members of the Board of Directors and be chaired by the Treasurer.

The Finance Committee oversees the financial activities of EWB-USA and advises the Executive Committee and Board of Directors on significant financial matters. Specifically, the Finance Committee: 1) coordinates operating and financial plans and determines if financial resources are available for planned activities; 2) works with leadership and staff to guide fund raising activities and develop funding sources; 3) maintains reserves at the target level set by the Board of Directors; 4) ensures an appropriate system of internal financial controls; 5) oversees the preparation of the annual proposed budget; 6) monitors actual results in comparison to budget and historical actual results; 7) oversees the investment management goals, performance and policies; 8) maintain financial policies; and 9) provide alternate plans for consideration in the event that financial resources of the organization are below the levels for appropriate operations.

- 4.3.4 **Governance Committee.** The Governance Committee shall consist of the President-Elect, the Past President, one (1) current or former member of the Board of Directors, appointed by the President; two (2) non-Board of Directors members, appointed by the Council of Regional Presidents; and one (1) non-Board of Directors member, appointed by the Faculty Leader Council.

The Governance Committee manages the process for identifying, screening, and recruiting new members of the Board of Directors and is responsible for proposing any necessary changes to the EWB-USA By-Laws.

- 4.3.5 **Audit Committee.** The Audit Committee shall consist of between four (4) and six (6) members, two (2) of whom shall be current members of the Board of Directors. The President, President-Elect, and Treasurer shall not serve on the Audit Committee.

The Audit Committee reviews and presents the annual audit to the Board of Directors.

- 4.3.6 **Council of Regional Presidents.** There shall be an EWB-USA Council of Regional Presidents consisting of the Presidents of each Regional Board. Each meeting of the Council of Regional Presidents shall also include the appropriate EWB-USA staff and the EWB-USA Executive Director. The EWB-USA President-Elect shall serve as the Board of Directors' liaison to the Council of Regional Presidents.

The role of the Council of Regional Presidents is to keep open communication among Regional Boards and EWB-USA staff; to maintain continuity among the Regions; and to contribute to the development of EWB-USA policies, and support development and management of Regions.

- 4.3.7 **Faculty Leadership Council.** There shall be a Faculty Leadership Council of EWB-USA comprised of between nine (9) and fifteen (15) members in good standing. In addition to a Director from the Board of Directors, the Council shall include Faculty Advisers from EWB-USA Student Chapters that are active and in good standing. Each meeting of the Faculty Leadership Council shall also include the appropriate EWB-USA staff and the EWB-USA Executive Director.

The role of the Faculty Leadership Council is to provide open communications among Faculty Advisers, Regional Board Officers, and EWB-USA staff; to maintain continuity among the EWB-USA Student Chapters; to provide input and review of EWB-USA processes and procedures that affect Student Chapters; and to contribute to the development and provision of resources and training for EWB-USA.

- 4.3.7 **Other Appointments..** All other ad-hoc appointments shall be carried out by the Executive Director as necessary to carry out assigned duties.

ARTICLE V GOVERNING PROCEDURES

5.0 **Conflict of Interest.** All Governing Members shall faithfully discharge their duties and shall refrain from knowingly engaging in any outside matters of financial interest incompatible with the impartial, objective, and effective performance of their duties. They shall not realize personal gain in any form which would influence improperly the conduct of their duties. They shall not knowingly use their position or power for personal or political gain. They shall not knowingly engage in any activity that a reasonable person would consider being contrary to the best interests of EWB-USA.

Any Governing Member, defined as an Officer, Director, or other elected or appointed member of EWB-USA at all Organizational Element levels defined in these Bylaws, must disclose possible Conflicts of Interest in writing to the Executive Director or President, who shall take appropriate action to address the conflict.

5.1 **Service to EWB-USA.** Governing Members shall not receive any salary or other compensation for their service as in these roles, but may be entitled to reimbursement of reasonable expenses, if any, incurred by them as part of their defined duties. This provision does not prohibit any Governing Member from serving EWB-USA in another capacity and receiving compensation for service in that capacity if appropriate.

5.2 **Property and Records.** Governing Members shall return the organizational elements' tangible property and records, and all records relating to intellectual property and work products to EWB-USA when discharged, or when requested by the Board of Directors. Such materials, and any tangible or intangible property including intellectual property and electronic work products of the organizational element are solely the property of EWB-USA.

5.3 **Meetings.** EWB-USA allows for the conduct of meetings face-to-face, by teleconference or similar communication means, or a combination of methods so long as all persons participating in the meeting can hear each other.

5.3.1 **Action without a Meeting.** Any action required or permitted to be taken by the Board of Directors or any Organizational Element may be taken without a meeting if the action to be taken is agreed to by all Governing Members in writing.

5.3.2 **Attendance at Meetings.** Any Governing Member who does not attend two (2) consecutive meetings of the Board of Directors or Organizational Element shall be automatically removed from the Board of Directors or

Organizational Element at the conclusion of the second missed meeting, unless retained by a majority vote of the Governing Members present.

- 5.4 **Rules of Order.** All EWB-USA Board and Committee meetings shall be conducted in general accordance with the current edition of Robert's Rules of Order, Newly Revised insofar as such rules are not inconsistent with or in conflict with these Bylaws, or with provisions of law. Should a conflict arise among Robert's Rules of Order, the Bylaws, EWB-USA Governance Policies, and Procedural and General Resolutions, the order of precedence shall be first the Bylaws, second the Policies, third the Procedural and General Resolutions, and then Robert's Rules of Order
- 5.5 **Non-Liability of Governing Members.** The Governing Members shall not be personally liable for the debts, liabilities, or other obligations of the EWB-USA.
- 5.6 **Indemnification of Governing Members and Employees.** The Governing Members and employees of EWB-USA shall be indemnified by EWB-USA to the fullest extent permissible under the laws of the State of Colorado.
- 5.7 **Official Method of Communication.** Membership notifications shall be deemed to have been brought to the attention of the membership of EWB-USA if they are sent via electronic mail and posted on the EWB-USA web site.

ARTICLE VI MANAGEMENT

- 6.0 **Fiscal Year.** The fiscal year of EWB-USA shall be from January 1 through December 31.
- 6.1 **Financial Policies.** The Board of Directors shall establish and periodically review financial policies for the oversight of EWB-USA funds.
- 6.1.1 **Requirement for Annual Budget.** At its third (3rd) regularly scheduled meeting of the current fiscal year, the Board of Directors shall receive for their review and comment a proposed Annual Budget for the following fiscal year. The Board of Directors shall adopt an Annual Budget for the following fiscal year at its fourth (4th) regularly scheduled meeting of the current fiscal year.
- 6.1.2 **Expenditure Authorization.** The Board of Directors is required to approve any expenditure or financial commitment exceeding ten thousand dollars (\$10,000) which is not specifically incorporated in the approved budget. Additionally, any purchase exceeding two hundred thousand dollars (\$200,000), even if contained in the approved Annual Budget, shall

be specifically authorized by the Executive Committee of the Board of Directors prior to execution.

6.1.2.1 **Requirement for Competitive Bid.** For any EWB-USA purchase exceeding ten thousand dollars (\$10,000), the Executive Director will seek a minimum of three (3) competitive bids.

6.1.3 **Investment Policy.** The Finance Committee shall maintain a long-term investment policy. An independent investment manager will be secured by the Board of Directors upon recommendation of the Finance Committee and the Finance Committee will monitor the performance of that investment manager.

6.1.4 **Line of Credit.** EWB-USA may maintain an appropriate line of credit which may be drawn upon by the Executive Director. The Executive Director shall report use of the line of credit to the Finance Committee within five (5) business days of its use.

6.1.5 **Financial Reserves.** EWB-USA shall work to achieve a target reserve equal to seventy-five percent (75%) of annual operating expense.

6.2 **Limitation on Spending.** No Member, Officer, Director, Committee, Employee, Agent or Representative of EWB-USA shall have any right, authority or power to expend money of the Organization to incur liability on its behalf or to make any commitment that will or may be deemed to bind or involve EWB-USA in any expense or financial liability unless such expenditure, liability, or commitment has been authorized or delegated by the Board of Directors.

6.3 **EWB-USA Executive Director.** EWB-USA shall employ an Executive Director who is hired by and serves the Board of Directors. The Executive Director shall serve as the Secretary of EWB-USA.

The Executive Director has day-to-day responsibilities for managing the affairs of EWB-USA according to the policies and directions approved by the Board of Directors.

ARTICLE VII AMENDMENT AND DISSOLUTION

7.0 **Amendment.** These Bylaws may be amended by a two thirds (2/3) majority vote of the Board of Directors provided that a written notice of the proposed amendment shall have been given at a previous meeting of the Board of Directors. No amendment to these Bylaws which impacts the affiliation between

ASCE and EWB-USA shall become effective until the ASCE Board of Directors provides its concurrence to the amendment, which shall not unreasonably be withheld.

- 7.1 **Dissolution.** The Board of Directors, in the event of dissolution, shall comply with the provisions of the Colorado State Statute for dissolving a 501(c)(3) corporation.

The above Amended and Restated Bylaws were approved and adopted by the Board of Directors of the corporation on the 14th day of January, 2014.



Secretary