

CONSTITUTION AND BYLAWS

of the

Denver Chapter

of

ENGINEERS WITHOUT BORDERS-USA

CONSTITUTION

ARTICLE I - Name, Location and Objectives

Section 1. The name of this association shall be the Engineers without Borders Denver Chapter (EWB-DENVER) of Engineers without Borders-USA (EWB-USA), hereafter referred to as the Chapter.

Section 2. The objective of the Chapter shall be to implement and carry on sustainable development projects in the US and abroad, while training members to become future project mentors and leaders; to mentor local student chapters and facilitate chapter development; to involve and educate the local community about issues related to EWB-USA; and to promote and foster ideas and projects related to sustainable development in a manner consistent with the objectives of EWB-USA and by the guidelines laid out in the EWB-USA project sourcebook.

Section 3. In the pursuit of the objectives, the Chapter shall not operate in conflict with the Constitution, Bylaws, Rules of Policy and Procedure, etc. of the EWB-USA where applicable.

ARTICLE II - Membership

Section 1. The membership of this Chapter may consist of professionals and college/university students. Such will be deemed voting members of the Chapter upon subscribing to the Constitution and Bylaws of this Chapter by payment of current year Chapter dues, as provided in the Bylaws.

ARTICLE III - Executive Committee

Section 1. The Executive Committee shall manage the affairs of the Chapter in accordance with the laws under which the Chapter is organized and with the provisions of the Constitution. Thus, the Executive Committee has the principal responsibilities of developing policy, authorizing all financial expenditures, scheduling meetings, and directing the business of the Chapter.

Section 2. Meetings of the Executive Committee may occur in person, via telephone conference call, or via other electronic means as approved by all the

members of Executive Committee. The voting of the Executive Committee may be conducted as a voice vote, or via a proxy as provided in the Bylaws.

Section 3. The Executive Committee, in which the governance of the Chapter shall be vested, may consist of the following positions:

1. The President
2. The Vice President
3. The Secretary
4. The Treasurer
5. The Fundraising Chair
6. The Membership Chair
7. The Project Chair
8. The Outreach Chair
9. The Past President of the Chapter (ex-officio)

Section 4. Each Voting Member of the Chapter shall be eligible for election to the Executive Committee upon meeting the prescribed qualifications.

(a) Voting Members shall be eligible for election to the Executive Committee after one full year of Chapter membership; this requirement is waived if the Voting Member is a signator of the Professional Partners Agreement establishing EWB-DENVER.

(b) The most recent past President of the Chapter shall be an ex-officio member of the Executive Committee, but shall not have voting privileges in the business matters of the Chapter.

Section 5. The term of office of the members of the Executive Committee shall be one year. This term shall begin on the first day of September and shall continue for the period above mentioned, or until a successor is duly selected.

Section 6. In the event of a vacancy in the office of President, the Vice-President shall succeed to that office. Vacancies in the remaining offices of the Executive Committee shall be filled by the President, by making new selection(s) from among the Voting Members, with approval of a majority of the Executive Committee. All vacancies filled shall be for the remaining term. A Vice-President, succeeding to the office of President, shall have the privilege of being a candidate for that office at the next election.

Section 7. Resignations should occur in writing and given to the Secretary two weeks prior to the official resignation date. In the case of unacceptable meeting attendance or misconduct as agreed upon by the Executive Committee, the Executive Committee led by the President or Vice President shall vote on dismissal of the specific Executive Committee member. Acceptable voting shall reflect at least a majority of the Executive Committee members. If there is a tie, the ex-President may vote. Dismissals shall be communicated two weeks prior to

the voting procedures and shall not include the presence of the member being charged.

Section 8. The duties of the regularly elected officers shall be as defined in this Constitution and as directed by the Executive Committee.

(a) The duties of the President shall be to:

- lead the development of Chapter strategies that are in the best interest of the Chapter and its activities
- conduct the operation and business of the Chapter with the elected officers and coordinate with the Region and EWB-USA National.
- ensure all orders and resolutions of the Chapter are carried into effect
- ensure that the Chapter is operating in accordance with EWB-USA policies and protocols such as submitting the Annual Report each year in accordance with EWB-USA requirements.

(b) The duties of the Vice-President shall be to:

- perform the duties assigned to him or her by the President,
- provide assistance in the operation and business of the Chapter
- prepare the Annual Report to EWB-USA
- perform the duties and exercise the powers of the President in the absence or disability of the President

(c) The duties of the Secretary shall be:

- preparation of official minutes of all meetings of the Executive Committee and Chapter;
- responsible for internal communication both between the Chapter and membership as well as the Chapter, the Region and the National EWB-USA organization. This includes overseeing the content of the website.
- to assist in administrative management of all meetings of the Chapter.
- to review and approve of all Chapter marketing materials

(d) The duties of the Treasurer shall be:

- to receive, record and account for income
- to pay out, record and account for all approved expenses of the Chapter
- to prepare the financial section of the Annual Report of the Chapter for use of the Vice-President
- responsible for the accounts of the Chapter and subject to audit as prescribed in the Bylaws of this Region and/or EWB-USA National policies.
- a voting Member of the Fundraising Committee.

Section 9: The following positions can be filled or be vacant as determined necessary by the Executive Committee. When filled, these officers are a part of the Executive Committee. One person may hold more than one of the following positions; however, they will only have one vote within the Executive Committee.

- (a) The duties of the Fundraising Chair shall be to:
- liaison between the Executive Committee and Fundraising Committee
 - organize fundraising events as required for the operation of the Chapter and for the execution of specific projects
 - lead the fundraising committee
 - create avenues for the acquisition of monetary funds for the Chapter and related projects
- (b) The duties of the Membership Chair shall be to:
- liaison between the Executive Committee and Membership Committee
 - answer questions from prospective members
 - spearhead recruitment efforts
 - keep an up-to-date list of current paid members.
 - update members on upcoming events on a monthly basis
 - follow-up with members who no longer work on projects or attend the monthly general chapter meetings
- (c) The duties of the Projects Chair shall be:
- liaison between the Executive Committee and Project Committee
 - responsible for Project Tracking as defined by and agreed upon by the Project Committee
 - responsible for ensuring all Project Committee duties are executed
- (d) The duties of the Outreach Chair shall be:
- liaison between the Executive Committee and Outreach Committee
 - to provide initial communication on behalf of the Chapter with entities outside of the Chapter and EWB-USA such as professional organizations, newspapers, potential partners, etc. Subsequent communication may be delegated to an appropriate party.
 - responsible for ensuring that all outside communication is up-to-date and consistent
 - to assist the Secretary with overseeing the Chapter website
 - to review all Chapter marketing material and forward to the Secretary for final approval

Section 10: The following regular position is not a part of the Executive Committee:

- (a) The duties of the Webmaster are to create and maintain the Chapter website and to update and add information as requested by the Executive Committee.

Section 11: Other positions and officers can be created by the Executive Committee as deemed necessary. Appointment of the other positions and officers by the Executive Committee is allowed for the first term of the position or officer. All subsequent terms will be filled by vote from the voting members of the

Chapter. In the event of other position or officer vacancy, the Executive Committee may exercise their first term powers as stated in this section. These new positions or officers can be included as part of the Executive committee, voting or non-voting members, if approved by majority vote of the Executive Committee.

ARTICLE IV - Committees

Section 1: The Executive Committee may create committees as needed. The Executive Committee appoints all committee chairs, not already stated herein, for the additional committees.

ARTICLE V – Projects

Section 1: All projects undertaken or assisted by the Chapter must be consistent with the mission of EWB-USA.

Section 2: The structure and schedule of projects will be determined by the project leader and not by the Executive Committee.

Section 3: Projects requesting funding from the Chapter must submit a written proposal with budget estimate to the Executive Committee. Submitted proposals will be discussed at the next meeting of the Executive Committee. Decisions on funding allocations must be supported by a majority vote of the voting members of the Chapter.

Section 4: Members of the Chapter are free to participate in the projects of other EWB chapters. Members are also free to participate in the projects of other organizations, although they cannot associate the EWB name with said project.

ARTICLE VI - Amendments

Section 1: This Constitution and Bylaws may be amended only by one of the procedures listed below in Section 2 and 3.

Section 2: Standard Procedure

(a) A proposed amendment shall have the signatures of one-third of the Executive Committee members and shall be promptly presented thereafter at the next meeting of the Executive Committee.

(b) Within ten days of presentation to the Executive Committee, the Secretary shall present the proposed amendment to the Voting Members of the Chapter by letter ballot or via electronic means, as approved by the Executive Committee, setting a date within three weeks thereafter for the counting of ballots.

(c) For approval, it shall receive an affirmative vote of not less than two-thirds of the Voting Members of the Chapter casting ballots. At least one-third of the Voting Members must participate in the voting.

(d) If approved by the Chapter, the Secretary shall immediately amend the Constitution and/or Bylaws, and present the amended document(s) to the members of the Executive Committee for review and approval. The Secretary shall read the amended Constitution and/or Bylaws into the record at the next regularly scheduled meeting of the Executive Committee.

Section 3: Expedited procedure

(a) The above procedure may be bypassed if an amendment is presented in writing to Executive Committee and approved by a unanimous vote of the Executive Committee with all members present.

(b) The amendment shall be proposed to the voting members at the monthly Chapter meeting following the presentation to the Executive committee. Voting will occur at the Chapter meeting and absentee votes will be submitted via email to the Chapter Secretary within three business days. For approval, it shall receive an affirmative vote from a majority of the Voting Members of the Chapter casting ballots. At least one-third of the Voting Members have to participate in the voting.

(c) If approved by the Chapter, the Secretary shall immediately amend the Constitution and/or Bylaws, and present the amended document(s) to the members of the Executive Committee for review and approval. The Secretary shall read the amended Constitution and/or Bylaws into the record at the next regularly scheduled meeting of the Executive Committee.

ARTICLE VII - Miscellaneous Provisions

Section 1. No part of the net earnings of the Chapter shall inure to the benefit of any private individual and no substantial part of the activities of the Chapter shall be carrying on lobbying, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including publishing or distributing of statements) any political campaign on behalf of any candidate for public office, or in the promotion of any religious belief or social values in contradiction to the mission and objective of EWB-USA.

Section 2. Should dissolution of the Chapter occur, the assets remaining after the payment of the debts of the Chapter shall be conveyed to EWB-USA.

BYLAWS

ARTICLE I - Election of Executive Committee Members

Section 1. Voting Members of the Chapter shall nominate one or more qualified Members of the Chapter for the offices of President, Vice-President, Secretary, Treasurer, and, if they are filled positions: Fundraising Chair, Membership Chair, Project Chair, and Outreach Chair. A Voting Member must second all nominations.

Section 2. Nominations shall be submitted to the Secretary of the Chapter on or before the June Chapter meeting. The seconding of the nomination process will occur on or before the July meeting of the Chapter.

Section 3. Following the nomination process, the Secretary shall prepare and distribute the ballots via paper or electronic means for absentee ballots to voting members of the Chapter for the election to be held at the August Chapter meeting. The candidate receiving the highest number of votes for each office shall be declared elected. Officers shall assume office on the first day in September.

Section 4. No member may serve more than six consecutive years as a member of the Executive Committee. No member of the Executive Committee may serve more than two consecutive terms in the same office. A member who has reached six years in the Executive Committee may run again after two years away.

ARTICLE II - Meetings

Section 1. The regular Chapter meeting schedule for the year shall be determined at the beginning of the chapter year (September).

Section 2. The Secretary shall publish notice of regular meetings to the membership at least ten days before the meetings are held. The meetings shall be announced via electronic mail and on the Chapter website.

ARTICLE IV – Dues

Section 1. For national membership, dues will be paid to and as required by EWB-USA.

Section 2. The Chapter can assign additional annual local dues as seen fit by the Executive Committee.

1. Current annual Chapter dues are \$0.00 per member.
2. Changes in local dues must be ratified by a majority vote of the Voting Members of the Chapter.
3. Local dues are not to exceed EWB-USA annual dues.

4. Members who have paid local dues and not National dues are voting members of the Chapter, but may not participate in trips related to EWB-USA projects.

ARTICLE V - Management

Section 1. The Executive Committee may take actions on behalf of the Chapter provided that:

1. It does not involve an expenditure of over \$500.
2. Expenditures between \$500-\$1,000 can be approved by electronic ballot and must be approved by a majority of the voting members of the Chapter returning ballots one week after approval is requested.
3. Expenditures over \$1,000 will be ratified at the next meeting and must be approved by a majority of the voting members of the Chapter.

Section 2: Expenditures by the Executive Committee require unanimous approval of the Executive Committee if they exceed \$75. Expenditures under \$75 can be approved by a majority of the Executive committee.

ARTICLE VI – Savings Clause

Section 1. Should any section of this Constitution found to be illegal, the remaining sections shall remain intact and in force.