

## **BYLAWS OF ENGINEERS WITHOUT BORDERS – INTERNATIONAL**

### **ARTICLE I: NAME, ORGANIZATION, AND MISSION**

**Section 1. Name.** The name of the organization is Engineers Without Borders-International, hereinafter referred to as EWB-I. EWB-I is a registered organization in the U.S.A.

**Section 2. Organization.** EWB-I is an international federation of national Engineers Without Borders (EWB), or its literal translation, hereinafter referred to as Member Associations (MAs). EWB-I is a not-for-profit, non-governmental organization. EWB-I will not organizationally affiliate with or be sponsored by any governmental, political, or religious entity.

**Section 3. Mission.** EWB-I's mission is to facilitate networking, collaboration, exchange of information and assistance among its Member Associations and aid in the development of their capacity to assist developing communities through education, capacity building and implementation of sustainable engineering programs.

**Section 4. Purposes.** EWB-I's Member Associations share a similar philosophy, which is to partner with organizations and underserved communities to improve the quality of life through education, capacity building, and the implementation of sustainable engineering programs. EWB-I creates relationships amongst like-minded organizations, regardless of political, economic, religious or other boundaries.

### **ARTICLE II: MEMBERSHIP**

**Section 1: Membership.** The membership of EWB-I shall consist of national EWB/ISF organizations, who shall achieve status as Member Associations by approval of their application by the Executive Committee of EWB-I, upon recommendation by the Membership Committee of EWB-I. All Member Associations must share in the mission, vision, and values of EWB-I. All Member Associations are required to bear the name of "Engineers Without Borders" or its literal translation.

**Section 2: Categories and Qualifications of Member Associations.** There shall be three categories of membership as follows:

**Section 2.1: Full Member:** To qualify for Full Member status, a Member Association must demonstrate incorporation in its country as a nonprofit voluntary organization in addition to the attributes required on the Membership Application.

**Section 2.2: Provisional Member:** This category of membership applies to Member Associations that have met the requirements for Full Membership, but have not yet received official registration as a non-profit voluntary organization in its own country.

**Section 2.3: Start-Up Member:** This category of membership applies to groups of individuals who want to start a EWB/ISF organization within their country but are in the conceptual stages of development. Start-Up organizations shall submit a letter to EWB-I expressing an interest in forming a country EWB. Upon approval by the Secretary, these groups may be granted Start-Up status.

**Section 2.4: Dues and Fees.** Dues for Membership Associations shall be established by the Executive Committee. Members who are current in their dues shall be considered to be in Good Standing. The Executive Committee, in its sole discretion, may make exceptions to the requirement of dues payment on a case by case basis based upon demonstration of financial need or economic hardship and support for EWB-I activities by the MA. All MAs whose dues have been duly waived by the Executive Committee will be considered Members of Good Standing.

**Section 2.5: Voting Privileges.** Only Full and Provisional Member Associations in Good Standing shall be authorized to elect officers and directors of EWB-I or to vote in General Assembly meetings. Start-Up Member Associations and those not in Good Standing may participate in the General Assembly but may not vote.

**Section 3.0: Resignation.** Resignation by a Member Association shall be by written notice to the Secretary.

**Section 4: Removal.** Membership of a Member Association may be terminated by majority vote of the Executive Committee if it is found that such association no longer meets the provisions of the Bylaws, Mission, Vision, or values of EWB-I, or for other proper cause. The Member Association shall be provided notice six (6) months prior to consideration by the Executive Committee, along with the reasons for proposed termination. The Member Association shall be given the opportunity to attend the meeting where termination is presented for consideration by the Executive Committee.

### **ARTICLE III: GENERAL ASSEMBLY**

**Section 1: General Assembly.** The membership of EWB-I shall constitute the General Assembly, whose purpose shall be to offer input and recommendations in carrying out the mission, vision, and core values of EWB-I.

**Section 2: Meetings.** The General Assembly shall hold at least one (1) meeting per year, which may be held either in person or virtually. Virtual meetings must have an opportunity to vote either verbally or electronically within the meeting. The General Assembly meetings are to be focused on mission-driven issues and shall only contain the minimum necessities of good governance. Topics that may be considered during meetings of the General Assembly may include:

- advise and comment upon strategic initiatives of EWB-I
- monitor progress of EWB-I in achieving goals and objectives
- review yearly financial accounts.
- provide input on policies impacting the Member Associations

**Section 3: Delegate.** All Full and Provisional Member Associations in Good Standing shall be entitled to one vote in the General Assembly. Two weeks prior to any General Assembly, each Member Association shall inform the Secretary of the Delegate appointed to attend the General Assembly and to cast the Member Association's vote. Each Member Association must designate its own Delegate, as proxy voting will not be allowed.

**Section 4: Special Meetings.** Special meetings of the General Assembly may be called by the majority vote of the Executive Committee or by petition of not less than ten (10) Member Associations.

**Section 5: Notice.** The Secretary shall notify the members of the General Assembly not less than thirty (30) days prior to any regular or special meeting.

**Section 6: Chair.** The President of the Executive Committee shall preside at all meetings of the General Assembly.

**Section 7:** The quorum of a General Assembly is considered to be a simple majority of the number of Full or Provisional Member Associations.

**Section 8: Action Without Meeting.** Any action required or permitted to be taken by the General Assembly may be taken without a meeting if all voting members consent in writing to the adoption of a resolution authorizing the action.

**ARTICLE IV:  
EXECUTIVE COMMITTEE, OFFICERS, AND EX COM MEETINGS**

**Section 1. Executive Committee.** The Executive Committee shall be responsible for the operation of EWB-I and is responsible for reporting to the General Assembly the affairs and activities of EWB-I. The Executive Committee shall be comprised of nine (9) elected directors who shall be elected by vote of the Member Associations and an additional two (2) appointed directors who will be appointed by the Executive Committee as necessary to fill specific needs.

The Executive Committee members shall be Members in Good Standing of their Member Association.

**Section 2. Roles and Responsibilities.** The roles and responsibilities of the Executive Committee include:

- Budget and audit approval
- Approval of Board policy
- Determination of the need and size of a Secretariat, establish the roles and select individuals for those roles
- Review, approve, and appoint committees
- Set agendas for General Assembly meetings
- Approve membership applications
- Develop and monitor progress of EWB-I

The Executive Committee may exercise all such powers of EWB-I and do all such lawful acts and things that are not by statute or by these Bylaws directed or required to be exercised or done by others. At its sole discretion, the Executive Committee may assign responsibility for day-to-day operations to the staff and committees as provided for in these Bylaws.

**Section 3. Terms:** The elected Executive Committee Members shall serve a three (3) year renewable term, which shall be staggered such that three (3) Directors shall be elected in each year. The appointed Executive Committee members shall serve a three (3) year term. All Director terms shall begin and expire on a calendar year basis.

**Section 3.1 Officers:** The Executive Committee shall appoint from among its standing Directors a President, President-elect, Treasurer, and Secretary. The President shall serve a two (2) year term, with a President-elect selected every other year for a one-year term. It is expected that the President-elect will assume the President position at the end of their one-year term. All other officers shall serve a three (3) year term.

**Section 3.2 Executive Compensation.** Executive Committee members shall not receive any salary or other compensation for their service as Directors, but they may be entitled to reimbursement of reasonable expenses, if any, incurred by them as approved by the Executive Committee. Nothing herein shall be construed to preclude any Executive Committee member from serving EWB-I in any other capacity and receiving compensation for service in that capacity.

**Section 3.3 Resignation or Removal.** An Executive Committee member may resign at any time by giving written notice of such resignation to the Secretary. Any member shall continue service unless having earlier resigned or been removed until a successor takes office. An Executive Committee member may be removed for cause from the Executive Committee by a two-thirds (2/3) vote of the whole Executive Committee.

**Section 3.3.1 Attendance.** Any Executive Committee member who does not attend two consecutive meetings of the Executive Committee shall be automatically removed from the

Executive Committee as of the beginning of the second meeting, unless retained by a majority vote of the Executive Committee members attending such second meeting.

**Section 3.3.2 Member in Good Standing.** Any Executive Committee member who is not a Member in Good Standing of their Member Association shall be automatically removed from the Executive Committee upon notification to the Secretary of EWB-I from the Member Association from which they were nominated from.

**Section 3.4. Vacancies.** A vacancy occurring in the Executive Committee shall be filled by appointment by the Executive Committee. A member elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office and shall hold such office until such person's successor is duly elected and qualified.

**Section 3.5 Duties of the President.** The President shall preside at all meetings of the Executive Committee and General Assembly. The President shall sign as President of the EWB-I conveyances, mortgages, leases, promissory notes, contracts, obligations, certificates, and other papers and instruments in writing that may require such signature, unless the Executive Committee shall otherwise direct, and perform such other duties as the Executive Committee may determine. The President shall be empowered to appoint any committees and chairpersons for those committees as deemed necessary for the effective functioning of EWB-I.

**Section 3.6 Duties of the President-elect.** In the absence of the President or in the event of his/her death, resignation, or his /her inability or refusal to perform his duties, the President-elect shall perform the duties and exercise the powers of President, and shall perform such duties as the Executive Committee shall from time to time prescribe. In case of the President-elect's inability to act, a replacement shall be elected by a majority of the Executive Committee.

**Section 3.7. Duties of the Secretary.** The Secretary shall keep the minutes of all meetings of the General Assembly and the Executive Committee and shall see that all notices are duly given in accordance with the provisions of these Bylaws.

**Section 3.8. Duties of the Treasurer.** The Treasurer shall oversee the management of the financial affairs of EWB-I, and preparation of the annual financial report. The Treasurer shall present the annual financial report to the Executive Committee. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Executive Committee members and the public.

**Section 3.9 Duties of the Secretariat.** From time to time, as the Executive Committee deems appropriate, the Executive Committee may designate a Secretariat for EWB-I. The Secretariat shall attend all Executive Committee and General Assembly meetings, answer questions, and carry out the duties as assigned by the Executive Committee. The Secretariat, as appropriate, shall appoint staff, independent contractors, other suppliers, and agents to act on behalf of EWB-I.

**Section 4. Meetings.** There shall be at least four (4) regular meetings of the Executive Committee yearly.

**Section 4.1 Special Meetings.** Special meetings of the Executive Committee may be called at any time by the President, Vice President, Secretary, or on the request of any two (2) members of the Executive Committee. All members must be given at least seven (7) business days' notice of a special meeting. Special meetings shall be limited in scope to the issue or issues specified in the meeting notice. Meetings can be held in person or by teleconferencing.

**Section 4.2 Notice of Meetings.** Notice may be given by confirmed electronic mail. Agenda items shall be filed with the Secretary of EWB-I in advance of the meeting according to a schedule established by the Secretary fifteen (15) days in advance of the meeting.

**Section 4.3 Teleconferencing.** Directors may participate in any meeting of the Executive Committee by Conference call or similar communications equipment by means of which all persons participating in the Meeting can hear each other, and such participation in a meeting shall constitute attendance at the Meeting.

**Section 4.4 Quorum.** At all regular or special meetings of the Executive Committee, a majority of the members shall be sufficient to constitute a quorum for the transaction of business, and the act of a majority of the voting members present at any regular or special meeting at which there is a quorum shall be the act of the Executive Committee, except as may be otherwise specifically provided by these Bylaws or other applicable instrument or law.

**Section 4.5 Actions.** Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if consent in writing or by confirmed electronic mail, setting forth the action to be taken, is filed with the minutes of the meeting.

## **ARTICLE V. ELECTIONS**

### **Section 1. Nomination.**

The Nominating Committee shall solicit candidates for the Executive Committee from all Member Associations in Good Standing at least ninety (90) days prior to an election and shall publish that resulting list of candidates not less than sixty (60) days prior to the election. No more than one candidate may be proposed on behalf of each Member Association.

It is viewed as essential to have representation from each geographic continent in the Executive Committee membership to provide for balanced representation. If candidates are not found that provide representation from each continent, the Nominating Committee may either solicit candidates that provide that representation or provide a recommendation for approval to the Executive Committee that balanced representation will not be achieved at the specific election.

**Section 2. Oversight and Balloting.** The Executive Committee shall be responsible for setting up, monitoring and providing other oversight duties regarding all aspects of the nomination and election processes of EWB-I. The Executive Committee shall approve rules to ensure a fair election and shall make those Rules accessible to Member Associations.

EWB-I may conduct the vote by mail ballot, electronic mail or any other means of electronic transmission approved by the Executive Committee, upon due consideration for ensuring the accuracy, integrity, and verifiability of results.

**Section 2.1 Duration of Election.** EWB-I shall announce a date and time by which casting of ballots shall be concluded, which shall be not less than fourteen (14) days from the date of transmission of ballots. Ballots must be cast not later than the stated deadline in order to be counted.

## **ARTICLE VI. Miscellaneous**

**Section 1 Non-Liability.** The Executive Committee shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**Section 2 Insurance for Corporate Agents.** Except as may be otherwise provided under provisions of

law, the Executive Committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including an officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under these Bylaws or provisions of law.

**Section 3. Conflicts of Interest.** A conflict of interest shall be defined as any activity, transaction, relationship, service or consideration that is, or appears to be, contrary to the best interests of EWB-I or one of its Member MAs , or in which the interests of an individual or organization, with whom a Executive Committee Member has a professional or personal relationship has the potential to be placed above those of EWB-I. Any Executive Committee Member must disclose in writing such a possible conflict of interest to the Executive Committee's President or the Secretariat, who shall take appropriate action to address the conflict.

## **ARTICLE VII: COMMITTEES**

**Section 1: Committees.** The Executive Committee, may, by resolution adopted by a majority, establish committees of the Executive Committee composed of at least two (2) persons, which may include individuals from EWB-I member MAs in good standing of EWB-I who are not currently serving on the Executive Committee.

**Section 2: Meetings and Actions of Committees.** Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Executive Committee.

## **ARTICLE VIII: FISCAL MANAGEMENT**

**Section 1. Fiscal Year Definition.** Unless decided otherwise by the Executive Committee, the fiscal year of the Corporation shall begin the first day of January of each year.

**Section 2. Books and Accounts.** The books and accounts of the Corporation shall be kept by the Treasurer or by the Secretariat of the Corporation, who shall be directly responsible to the Treasurer.

**Section 3. Closing of Fiscal Year.** At the close of each fiscal year, the President of EWB-I shall cause to be prepared annually a full and correct statement of affairs of the Corporation, including, but not limited to, a balance sheet and fiscal statement of operations for the preceding year, which shall be submitted to the General Assembly within sixty (60) days from the close of the fiscal year, and which shall be filed with the Secretary of the Corporation. The yearly report of EWB-I, including the Auditing report if one occurs, shall be distributed to all Member MAs within ninety (90) days after the end of the fiscal year.

**Section 4. Fiscal Auditing.** The President and Treasurer shall determine if an external audit of the books and records of the Corporation are necessary.

**Section 5. Checks and Drafts.** With prior authorization of the Treasurer, all notes and contracts shall be executed on behalf of the Corporation by the President. All checks and drafts executed on behalf of the Corporation shall be authorized and/or signed by the Treasurer, President, and or Secretariat.

**Section 6. Excess Expenditures.** In no event shall expenditures be authorized wherein the expenditures would exceed available funds. No part of the net earnings of the Corporation shall be inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws and the Articles of Incorporation of EWB-I.

## **ARTICLE IX: CORPORATE RECORDS AND REPORTS**

**Section 1. Maintenance of Corporate Records.** The corporation shall keep at its principal office (for the time being located in Denver, Colorado, United States of America): (a) minutes of all meetings of directors and committees of the Executive Committee indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; (b) adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and (c) a copy of the corporation's Bylaws as amended to date, which shall be open to inspection by the Directors of the corporation at all reasonable times during office hours.

Section 2. Distribution of Activity Records of the Executive Committee. The Executive Committee shall provide all notice of activities, such as meeting minutes, to the Member Associations via the [www.ewb-international.org](http://www.ewb-international.org) website.

## **ARTICLE X: DISSOLUTION OF THE CORPORATION**

At any duly constituted meeting of the Executive Committee, by a two-thirds (2/3), the Executive Committee may dissolve the corporation provided that a written notice of this proposed action shall have been given at a previous meeting of the Executive Committee and MAs have been given a chance to voice their concerns. In the event EWB-I is dissolved as a legal entity, all assets remaining after all creditors and obligations are satisfied shall be transferred to another like-minded nonprofit organization.

## **ARTICLE XI: AMENDMENT OF BYLAWS**

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a two thirds (2/3) majority vote of the duly elected Executive Committee provided that a written notice of such proposed amendment shall have been given at a previous meeting of the Executive Committee.