

ARTICLES OF INCORPORATION and BYLAWS OF ENGINEERS WITHOUT BORDERS – INTERNATIONAL, INC.

ARTICLE I: NAME, ORGANIZATION, AND MISSION

Section 1. Name. The name of the organization is Engineers Without Borders-International, Inc., hereinafter referred to as EWB-I.

Section 2. Organization. EWB-I is a not-for-profit, secular, non-governmental organization. EWB-I will not organizationally affiliate with or be sponsored by any governmental, political, or religious entity.

Section 3. Mission. The mission of EWB-I is to facilitate links and collaboration among its member groups toward improving the quality of life of disadvantaged communities worldwide through education and implementation of sustainable engineering projects, while promoting new dimensions of experience for engineers, engineering students, and similarly motivated non-engineers.

ARTICLE II: MEMBER GROUPS

Section 1: Categories of Group Membership. There shall be three categories of group membership: *full member groups, provisional member groups, and start-up groups*, hereinafter referred to as Member Groups.

Section 2: Qualifications – Member Groups

1. Member: To qualify for Member status, a EWB group must be incorporated in its country as a non-profit voluntary organization. It must be well-established and have a verifiable track record of active projects and a sizable and diversified body of members and chapters. It must show good project management and accounting. The group must have an active interest in participating in the EWB-I platform of coordination, collaboration, and mutual partnerships. It must share the vision and mission of EWB-I. The group must be in position to show that it is the only EWB group incorporated with a national status in its region or that it is part of a coalition of EWB groups in its region having a similar status. The group must show that it has had collaborative work and partnership with other established groups in its country or abroad.
2. Provisional Member : This category covers EWB groups that are well underway in establishing their organization, but still lack a few important elements in their organization and/or programs. A Provisional Member group must share the vision and mission of EWB-I. It must show a plan to build up its membership and carry out projects to support sustainable community development. A Provisional Member group must be registered as non-profit voluntary organization in its own country. It must be in position to show that it is the only EWB group incorporated with a national status in its region or that it is part of a coalition of EWB groups in its region having a similar status. Provisional Member groups will receive assistance and mentoring from other Member groups of EWB-I, subject to available resources.
3. Start-Up Organization. This category covers groups who want to start a EWB 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. EWB-I will note their interest and provide written guidance on what they must do in order to become a EWB-I member. A Start-Up organization will receive assistance and mentoring from Member groups of EWB-I, subject to available resources. All start-up groups must share the vision and mission of EWB-I.

Section 3: Requirements – Member Groups. Member Groups of EWB-I are national organizations sharing the mission, vision, and values of EWB-I. Member organizations must be officially registered at the national level and have their respective articles of incorporation and bylaws in good standing. All member organizations are required to bear the name “Engineers Without Borders”, “Engineers Without Frontiers” or one of their translations.

Section 4: Termination of Membership. The Governing Board of Directors reserves the right to terminate the membership of any Member Group at any time when such Member Group does not comply with the purposes, values, and mission of EWB-I.

Section 5: Membership Meeting. There shall be at least (1) one annual face-to-face *Membership Meeting* of EWB-I. A minimum of (10) ten Member Groups (full, provisional, or start-up) present in person or *by proxy* shall constitute a quorum for transaction of business at the annual Membership Meeting. Other meetings may be called by the President.

ARTICLE III: GOVERNING BOARD OF DIRECTORS, OFFICERS, AND BOARD MEETINGS

Section 1. Governing Board Role, Size and Compensation. The governance of EWB-I shall be under the direction of a Governing Board of Directors, hereinafter referred to as the *Governing Board*. The Governing Board is responsible for overall policy and direction and the affairs, activities, and concerns of EWB-I. The Governing Board shall comprise between five (5) and eleven (11) members, each of whom must belong to a Member Group of EWB-I in good standing. The composition of the Governing Board should reflect balanced representation from all five continents.

Directors 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 Directors under procedures established by the Governing Board. Nothing herein shall be construed to preclude any Director from serving EWB-I in any other capacity and receiving compensation for service in that capacity.

Section 2. Powers of the Governing Board. The Governing Board has the powers and authority expressly conferred upon it by these Bylaws. The Governing Board 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 Governing Board may assign responsibility for day-to-day operations to the staff and committees as provided for in these Bylaws.

Section 3. Terms of Directors. Each Director shall hold office for a term of three (3) years, which may be renewable (for a second term) if desired by the Director and approved by a majority vote of the Governing Board. The term of any Director commences at the start of the calendar year. The term of a Director shall expire at the end of the calendar year in which his or her third year of service is reached. Half of the Governing Board must be replaced at the end of three years.

Section 4. Governing Board Elections. During the fourth quarter of each calendar year and during its annual meeting, the Governing Board of Directors may elect new Directors. New Directors shall be elected by a majority of Directors present at such a meeting, provided there is a quorum. New Directors may also be elected from time to time as deemed appropriate by the Governing Board.

Section 5. Election Procedures. During the third quarter of each calendar year, each Member Group of EWB-I will be contacted for new Directors' nominations to replace those whose terms will expire at the end of that calendar year. All nominations must be sent to the EWB-I Secretary prior to the end of the third quarter. Each Member Group of EWB-I can only nominate one individual to the Board of Directors.

Section 6. Resignation or Removal. A Director may resign at any time by giving written notice of such resignation to the Secretary. Any Director shall continue service unless having earlier resigned or been

removed until a successor takes office. A Director may be removed from the Governing Board by a two-thirds (2/3) vote of the whole Governing Board.

Section 7. Vacancies. A vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of directors is present. A director 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 8. Regular Meetings. There shall be at least one (1) annual face-to-face meeting of the Governing Board preceding the annual Membership meeting.

Section 9. Special Meetings. Special meetings of the Governing Board may be called at any time by the President, Vice President, Secretary, or on the request of any two (2) Directors. All Directors 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 10. Notice of Meetings. Notice may be given personally, by first class mail, by confirmed facsimile, or 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. Whenever any notice of a meeting is required to be given to any Director of the corporation under provisions of these Bylaws, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. Teleconferencing. Directors may participate in any meeting of the Governing Board 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 12. Quorum. At all regular or special meetings of the Governing Board, a majority of the Directors 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 Governing Board, except as may be otherwise specifically provided by these Bylaws or other applicable instrument or law.

Section 13. Actions. Any action required or permitted to be taken by the Governing Board 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.

Section 14. Board Decisions. The Governing Board can set its own rules to reach decisions. In the absence of agreed upon rules, a majority vote shall be the basis of decisions. In case of a tie, the President shall be empowered to cast the deciding vote.

Section 15. Attendance. Any Director who does not attend two consecutive meetings of the Governing Board, in person or by tele-conferencing, shall be automatically removed from the Governing Board as of the beginning of the second meeting, unless retained by a majority vote of the Directors attending such second meeting.

Section 16. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 17. Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Governing Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, 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 18. Officers, Election, and Terms of Office. The officers of EWB-I shall be a President, President-Elect, one Vice-President, a Secretary, and a Treasurer. No director except the President-Elect may hold more than one office at a time. All officers shall serve a term of three (3) years. No elected officer shall serve more than two (2) consecutive terms. By simple majority, the Governing Board shall elect every three years, the President, President-Elect, Vice-President, Treasurer, and Secretary. The President-Elect shall be elected at the beginning of the last year of office of the current President. The President-Elect shall assume the office of President, without further action of the Governing Board, after one year of service as President-Elect.

Section 19. Removal of Officers. Any officer may be removed by affirmative vote of two thirds (2/3) of the directors then in office, whenever in their judgment the best interest of EWB-I would be served thereby. Removal from elected office does not constitute removal from the Governing Board.

Section 20. Office Vacancy. Any office which becomes vacant for whatever reason shall be filled by the Governing Board at a special meeting of the board called for the purpose of filling the vacancy which was created. Such vacancy shall be filled by the affirmative vote of two thirds (2/3) of the directors of such special meeting.

Section 21. Duties of the President. The President shall preside at all meetings of the Governing Board and of the members. The President shall be Chairperson of the Board of Directors, and of the Executive Committee (see Article IV). The President shall call special meetings of the members, the Governing Board, and the Executive Committee, as may be deemed proper. 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 Governing Board shall otherwise direct, and perform such other duties as the Governing Board 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. The President shall serve as an advisor to the new President and other officers for the one year period after his or her term of office expires.

Section 22. Duties of the Vice-President. 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 Vice President shall perform the duties and exercise the powers of President, and shall perform such duties as the Governing Board shall from time to time prescribe. In case of the Vice-President's inability to act, a replacement shall be elected by a majority of the Governing Board.

Section 23. Duties of the President-Elect. In addition to becoming familiar with the responsibilities of the office of the President, the President-Elect serves as an advisor to the President and other officers.

Section 24. Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the Governing Board and the Executive Committee and shall see that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary shall perform all duties instant to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Governing Board.

Section 25. 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 Governing Board. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Governing Board members and the public.

Section 26. 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 Groups, or in which the interests of an individual Director or organization, with whom a Director has a professional or personal relationship has the potential to be placed above those of EWB-I. Any Director must disclose in writing such a possible conflict of interest to the Governing Board's President or the Executive Director, who shall take appropriate action to address the conflict.

ARTICLE IV: EXECUTIVE COMMITTEE

Section 1. Composition of the Executive Committee. The Executive Committee shall be composed of the President, President-Elect, one Vice-President, a Secretary, and a Treasurer. The President shall serve as Chairperson.

Section 2. Duties of the Executive Committee. The Executive Committee may act on behalf of the Governing Board between meetings of the Board when circumstances require. The actions of the Executive Committee shall be reported to the Governing Board at the next meeting of the Governing Board. Meetings of the Executive Committee may be called by the President or by (3) members of the Committee. Three (3) members shall constitute a quorum of the committee.

ARTICLE V: THE EXECUTIVE DIRECTOR

The Executive Director is hired by, and serves at the pleasure of, the Governing Board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all Governing Board meetings, report on the progress of the organization, answer questions of the Governing Board members, and carry out the duties described in the job description. The Governing Board may designate other duties as necessary. The Executive Director manages the affairs of EWB-I according to the policies and directions given by the Governing Board. The Executive Director receives policy, program, and budget direction from the Governing Board. The Executive Director shall, subject to direction from the Governing Board, appoint staff, independent contractors, other suppliers, and, agents to act on behalf of EWB-I.

ARTICLE VI: COMMITTEES

Section 1: Committees. The Governing Board, may, by resolution adopted by a majority of the Directors in office, establish committees of the Governing Board composed of at least two (2) persons, which may include individuals from EWB-I member groups in good standing of EWB-I who are not currently serving as Directors. The President of EWB-I shall appoint all committees, Chairs, and shall appoint all committees members in consultation with the Chair of the 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 Governing Board, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its members for the Governing Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Governing Board, or by the committee. The Governing Board may also adopt rules and regulations pertaining to the meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VII: FISCAL MANAGEMENT

Section 1. Fiscal Year Definition. Unless decided otherwise by the Board of Directors, 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 Executive Director of the Corporation, who shall be directly responsible to the President.

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 Board of Directors 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, shall be distributed to all Member Groups within ninety (90) days after the end of the fiscal year.

Section 4. Fiscal Auditing. The President of the Corporation shall cause to be prepared an external audit of the books and records of the Corporation at such time as is determined by the Governing Board.

Section 5. Checks and Drafts. With prior authorization of the Board of Directors, 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 and the Executive Director, for amounts over \$5000 and in such a manner as shall from time to time be determined by resolution of the Governing Board.

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 VIII CORPORATE RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep at its principal office (for the time being located in Boulder, Colorado, United States of America): (a) minutes of all meetings of directors and committees of the Governing Board 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. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have other such rights to inspect the books, records and properties of the corporation as may be required under the provisions of these Bylaws, and provisions of law.

Section 3. Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

ARTICLE IX: DISSOLUTION OF THE CORPORATION

At any duly constituted meeting of the Governing Board, by a two-thirds (2/3) vote of the whole Governing

Board, the Governing Board may dissolve the corporation provided that a written notice of this proposed action shall have been given at a previous meeting of the Governing Board and member groups 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 non-profit organization.

ARTICLE X: 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 Governing Board of Directors provided that a written notice of such proposed amendment shall have been given at a previous meeting of the Governing Board.