STATUTES 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.

Section 2. Organization. EWB-I is a not-for-profit, secular, non-governmental organization. EWB-I will not organizationally affiliate with 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 Qualifications – Member Groups

1. To qualify for Member status, an EWB group must be incorporated or recognized in its country as a non-profit voluntary organization. The group must be generally recognized in the engineering community as an officially established organization, for instance through support agreements with a national technical university, the national association of engineers or the national association of consulting engineers.

2. A web site enabling contact and information being made public must be established.

3. EWB-I’s vision, mission and value statement must be accepted and adhered to.

4. The organization must be based on a democratic structure comprising a registered membership, democratic election of a board and a chairman.

5. It must have a verifiable track record of active projects. It must show good project management and accounting.

6. Start-Up Organization. This 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 guidance on what they must do in order to become an EWB-I member. A Start-Up organization will receive assistance and mentoring from Member Associations of EWB-I, subject to available resources. All start-up groups must share the vision and mission of EWB-I. Start-up groups will not be registered on the EWB-I web site, but the countries having start-up groups will be mentioned.

Section 2: Termination of Membership. The General Assembly reserves the right to terminate the membership of any Member Group at any time when such Member Group does not comply with the statutes, purposes, values, and mission of EWB-I.
Section 5: Membership Meeting. There shall be at least (1) one annual General Assembly meeting of EWB-I.

ARTICLE III: GENERAL ASSEMBLY

Section 1 The General Assembly is the governing body of EWB-I. It is made up of representatives of all accepted Member Associations (MA). The general Assembly meets every year. Date and agenda is decided by the Executive Committee with eight weeks notice. Member Associations must inform two weeks ahead of the General Assembly who will be representing them. Vote by proxy is accepted. Any participant may only be representing two other MAs by proxy.

Section 2. The General Assembly has the power to

- Amend the present Statutes,
- Admit new members,
- Expel members,
- Elect the President
- Elect the Executive Committee,
- Determine annual membership fees,
- Approve budgets and accounts

Section 3. The Executive Committee. The EC consists of a President, and 10 members. The Secretariat of EWB – I shall serve as a non-voting ex officio member of the EC. The President and the EC members are elected by the General Assembly. Mandates are for three years except the Secretariat. One third of the mandates are being renewed every year. One re-election is allowed, giving a total possible period of service of six years, except the Secretariat, which shall serve for the duration as determined by the EC. The EC appoints among the members a Vice-President, a Treasurer and a Secretary. The EC will employ a Secretary General and other administrative and technical staff as may be required.

Section 4. EC Meetings. There shall be at least one annual face-to-face meeting of the EC preceding the annual General Assembly Meeting. In addition teleconferencing meetings should be scheduled every 3 months.

Section 5. Special Meetings. Special meetings of the EC may be called at any time by the President, or on the request of any three (3) EC members. All EC members must be given at least two weeks 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 6. Teleconferencing. EC members may participate in any meeting of the EC by conference call, 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 7. Quorum. At all regular or special meetings of the EC, 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 EC..
Section 8. Actions. Any action required or permitted to be taken by the EC 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 9. EC Decisions. The EC 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 10. Non-Liability of EC Members. The EC members shall not be personally liable for the debts, liabilities, or other obligations of the EWB-I.

Section 11. Removal of Officers. Any officer may be removed by affirmative vote of two thirds (2/3) of the EC members 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 EC.

Section 12. Office Vacancy. Any office which becomes vacant for whatever reason shall be filled by the EC at a special meeting of the EC 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 EC members of such special meeting.

Section 13. Duties of the President. The President shall preside at all meetings of the EC and of the members. The President shall be Chairperson of the EC. The President shall call special meetings of the members and the EC, 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 EC shall otherwise direct, and perform such other duties as the EC 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 14. Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the EC shall see that all notices are duly given in accordance with the provisions of these Statutes. 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 15. 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 EC. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to EC members and the General Assembly.

Section 16. 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 EC member or organization, with whom an EC member has a professional or personal relationship has the potential to be placed above those of EWB-I. Any EC member must disclose in writing such a possible conflict of interest to the President, who shall take appropriate action to address the conflict.

ARTICLE IV: COMMITTEES

Section 1: Committees. The EC, may, by resolution adopted by a majority of the EC Members, establish committees composed of at least two (2) persons, which may include individuals from EWB-I MAs who are not currently serving as EC Members. 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 Statutes concerning meetings of the EC, with such changes in the context of such Statute provisions as are necessary to substitute the committee and its members for the EC and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the EC, or by the committee. The EC 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 Statutes.

ARTICLE V: FISCAL MANAGEMENT

Section 1. Fiscal Year Definition. Unless decided otherwise by the EC, the fiscal year of EWB-I shall begin the first day of January of each year.

Section 2. Books and Accounts. The books and accounts of EWB-I shall be kept by the Treasurer or any designated administrative assistance 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 EC within sixty (60) days from the close of the fiscal year, and which shall be filed with the Secretary of EWB-I. The yearly report of EWB-I, including the Auditing report, shall be distributed to all MAs within ninety (90) days after the end of the fiscal year.

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

Section 5. Checks and Drafts. With prior authorization of the EC, all notes and contracts shall be executed on behalf of the EWB-I by the President. All checks and drafts executed on behalf of the EWB-I shall be authorized and/or signed by the President or the Treasurer, for amounts over $5000 and in such a manner as shall from time to time be determined by resolution of the EC.

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 EWB-I 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 Statutes of EWB-I.

ARTICLE VI: 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 EC 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 EWB-I's statutes as amended to date, which shall be open to inspection by the Board of EWB-I at all reasonable times during office hours.

Section 2. 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 VII: DISSOLUTION OF THE ORGANIZATION

At any duly constituted meeting of the General Assembly, by a two-thirds (2/3) vote of the whole General Assembly, the General assembly may dissolve EWB-I provided that a written notice of this proposed action shall have been given and approved by 2/3 majority at a previous meeting of the EC and all 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 non-profit organization.

ARTICLE VIII: AMENDMENT OF STATUTES

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

Approved by the Governing Board 10.04.2012, rev. 23.08.2012