

BYLAWS of ENGINEERS WITHOUT BORDERS INTERNATIONAL

Last updated: January 2024

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 Board of EWB-I, upon recommendation by the Secretary 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 an in-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 Board. Members who are current in their dues shall be considered to be in Good Standing. The Board, 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 Board 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.

Section 3. 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 Board 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 Board, along with the reasons for proposed termination. The Member Association shall be given the opportunity to attend the Board meeting where termination is presented.

ARTICLE III. BOARD OF DIRECTORS, OFFICERS, AND BOARD MEETINGS

Section 1. Board of Directors. The Board of Directors (hereinafter referred to as Board) shall be responsible for the operation of EWB-I. The Board shall be comprised of nine (9) elected directors who shall be elected by vote of the Member Associations and may also include two (2) appointed directors who may be appointed by the Board itself.

Elected Board members shall be Members in Good Standing of their Member Association.

Section 2. Roles and Responsibilities. The roles and responsibilities of the Board 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 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 Board may assign responsibility for day-to-day operations to the staff and committees as provided for in these Bylaws.

The EWB-I Board may authorize reimbursement of travel expenses for events where attendance will further the objectives of EWB-I.

EWB-I may endorse, publicize, support, sign-on, etc. (endorse) to public statements, policies, charters, etc. (policy). For such an endorsement to occur, a Member Association or Director shall request the Secretary forward the policy for Board consideration. The Board at its meeting following the request will be provided information on the policy and its history, and the Board will be asked to consider endorsement of the policy. Endorsement of a policy by EWB-I does not imply endorsement of the policy by its Member Associations. Member Associations may endorse policies without approval of EWB-I, even if EWB-I has chosen not to provide its own endorsement.

Section 3. Terms. The elected Board members (hereinafter referred to as Directors) 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 Board members (hereinafter also referred to as Directors) shall serve up to a three (3) year term. All Director terms shall begin and expire on a calendar year basis.

Section 3.1 Officers. The Board shall appoint from among its Directors a President and President-elect, and may appoint from among its Directors a Treasurer and Secretary. The Board may also choose to appoint the Executive Director as either or both 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 office of the President at the end of their one-year term. All other officers shall serve a three (3) year term, or in the case of the Executive Director, a three (3) year renewable term.

Section 3.2 Executive Compensation. Board 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 Board. Nothing herein shall be construed to preclude any Board member from serving EWB-I in any other capacity and receiving compensation for service in that capacity.

Section 3.3 Resignation or Removal. A Director may resign at any time by giving written notice of such resignation to the Secretary. A Director may be removed for cause from the Board by a two-thirds (2/3) vote of the whole Board.

Section 3.3.1 Attendance. Any Director who does not attend two (2) consecutive meetings of the Board shall be automatically removed from the Board as of the beginning of the second meeting, unless retained by a majority vote of the Board members attending such second meeting.

Section 3.3.2 Member in Good Standing. Any Director who is not a Member in Good Standing of their Member Association shall be automatically removed from the Board upon notification to the Secretary.

Section 3.4. Vacancies. A vacancy occurring in the Board shall be filled by appointment by the Board. A Director selected to fill a vacancy shall be selected for the unexpired term of their predecessor's term in office.

Section 3.5 Duties of the President. The President shall preside at all meetings of the Board. 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 Board shall otherwise direct, and perform such other duties as the 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.

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 Board 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 Board.

Section 3.7. Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the General Assembly and the Board 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 Board. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board and the public.

Section 3.9 Duties of the Secretariat. From time to time, as the Board deems appropriate, the Board may designate a Secretariat for EWB-I. The Secretariat shall attend all Board and General Assembly meetings, answer questions, and carry out the duties as assigned by the Board. 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 Board yearly.

Section 4.1. Special Meetings. Special Meetings of the Board may be called at any time by the President, President-elect, Secretary, or on the request of any two (2) Directors. All Directors shall 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 may 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 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 Board by conference call or similar means through which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute attendance at the meeting.

Section 4.4. Quorum. At all regular or special meetings of the 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 Board, 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 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 5. Advisory positions. The Board may offer the immediate past president the Board advisory role of Past President. The Board may establish and offer Board advisory roles to other individuals with desired expertise. These roles will be non-voting. The Board shall be responsible for setting up the specific responsibilities of these advisory roles and overseeing their involvement. The Board shall also determine the duration of each role, after which the role automatically ends, unless extended by the Board.

ARTICLE IV. ELECTIONS

Section 1. Nomination. The Nominating Committee shall solicit candidates for the Board from all Member Associations in Good Standing. No more than one (1) candidate may be proposed from each Member Association.

It is viewed as essential to have representation from each geographic continent to provide for balanced representation.

The Board may designate the Secretary to fulfill the duties of the Nominating Committee.

If the number of nominations received does not exceed the number of available positions, the Board may declare the nominees elected.

Section 2. Oversight and Balloting. The Board 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 Board 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 Board.

Section 2.1. Duration of Election. EWB-I shall announce a date and time by which casting of

ballots shall be concluded. Ballots must be cast not later than the stated deadline in order to be counted.

ARTICLE V. Miscellaneous

Section 1. Non-Liability. The Board and its Directors 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 Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including an officer, Director, 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 Associations, or in which the interests of an individual 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 President or the Secretariat, who shall take appropriate action to address the conflict.

ARTICLE VI. COMMITTEES

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

Section 2. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws.

ARTICLE VII. FISCAL MANAGEMENT

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

Section 2. Books and Accounts. The books and accounts shall be kept by the Treasurer or by the Secretariat.

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. The yearly report of EWB-I, including the Auditing report if one occurs, shall be distributed to all Member Associations.

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

Section 5. Checks and Drafts. With prior authorization of the Treasurer, all notes and contracts shall be executed by the President, or Executive Director if so designated by the Board. All checks and drafts 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 shall inure to the benefit of, or be distributable to, its Directors, members, trustees, Officers or other private persons, except that EWB-I 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. EWB-I shall keep at its principal location: (a) minutes of all meetings of the Board; (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 Board. The Board shall provide all notice of activities, such as meeting minutes, to the Member Associations via the www.ewb-international.org website.

ARTICLE IX. DISSOLUTION OF THE CORPORATION

At any duly constituted meeting of the Board, by a two-thirds (2/3) vote of the whole Board, the Board may dissolve the corporation provided that a written notice of this proposed action shall have been given at a previous meeting of the Board and further provided that the Member Associations 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 X. AMENDMENT OF BYLAWS

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