

CONSTITUTION AND BYLAWS
of the
LEHIGH VALLEY PROFESSIONALS CHAPTER
of
ENGINEERS WITHOUT BORDERS-USA

Article I. Name

The name of this association shall be the Engineers Without Borders – Lehigh Valley Professionals (EWB-LVP), a professional member chapter of Engineers Without Borders-USA (EWB-USA), hereafter referred to as the Chapter.

Article II. Region

Section 2.01 The Chapter's region shall be defined as set forth in this section.

Section 2.02 The Chapter's geographic boundaries shall be the Greater Lehigh Valley area.

Article III. Objectives

Section 3.01 The objective of the Chapter shall be to:

- (a) Implement and carry out sustainable development projects in the US and abroad.
- (b) Train members to become future project mentors and leaders.
- (c) Mentor local student chapters and facilitate chapter development.
- (d) Involve and educate the local community about issues related to EWB-USA.

Section 3.02 At all times, the chapter shall strive 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 3.03 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 and of its Chapters, where applicable.

Article IV. Membership

Section 4.01 The membership of this Chapter shall consist of professionals, who reside or work within the geographic boundaries as defined in Article I. Such will be deemed voting members of the chapter upon subscribing to the Constitution and Bylaws of this Chapter by payment of current year national dues, affiliated with EWB-LVP, as provided in these Bylaws.

Section 4.02 The Chapter shall recognize, for purposes of membership eligibility, any person with skills, experience, education, certification or licensure, which is complementary to the goals of the Chapter and EWB-USA as a Professional.

Article V. Meetings

Section 5.01 The meeting schedule for the year shall be determined at the beginning of the chapter year.

Section 5.02 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 or via telephone.

Article VI. Dues

Section 6.01 For national membership, dues will be paid to and as required by EWB-USA. To be a voting member of the Chapter, the national dues must be paid in full and the member must affiliate with the local Chapter.

Article VII. Executive Committee

Section 7.01 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.

The Executive Committee shall develop an annual operating budget, outlining the funding available for committee activity. This budget shall be submitted for approval of a simple majority by the general membership, each year, at the September general membership meeting. The fiscal year of the Chapter is to run from September 1st through August 31st of the following calendar year.

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

- (a) An expenditure was specifically included within the approved annual budget. Any unbudgeted expenditures would be considered Extraordinary Expenditures.
- (b) Extraordinary Expenditures by the Executive Committee require approval by a simple majority vote of the Executive Committee (satisfying the quorum requirements of Section 7.04(a), below) if they are less than \$5,000. Extraordinary Expenditures of \$5,000 or more require the approval by 2/3^{rds} majority of an Executive Committee quorum.

Section 7.02 The Executive Committee, in which the governance of the Chapter shall be vested, may consist of the following positions:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Fundraising Chair
- (f) Membership Chair
- (g) Communications Chair
- (h) Project Coordination Chair
- (i) Community Outreach Chair
- (j) University Relations Chair
- (k) Past President of the Chapter (ex-officio)

Section 7.03 Meetings of the Executive Committee may occur in person, via telephone conference call, or via other electronic means as approved by the all members of Executive Committee. The preference is for in person meetings with provision for absent members to participate remotely through appropriate electronic means.

Section 7.04 The voting of the Executive Committee may be conducted as a voice vote, or via a written proxy.

- (a) For an Executive Committee vote to render a decision, there must be a quorum of at least six Executive Committee voting members, at least one of which is the President or Vice President.
- (b) Each member of the Executive Committee shall cast a single vote, regardless of any multiple committee positions held.
- (c) Voting decisions determined by a simple majority of voting Executive Committee members present; or a plurality when there are more than two choices under consideration of the vote.

Section 7.05 Election of Executive Offices

(The election process utilized to elect the first officer slate of the new Chapter shall follow the process described below to the greatest extent possible. This includes installation of the first set of offices immediately upon certification of the election, instead of the normal September 1 installation date. The formal election process will be in force beginning with the election for officers with a term beginning September 2009.)

- (a) Elected officers of the Chapter will be President, Vice-President, Secretary, and Treasurer.
- (b) Each Voting Member of the Chapter shall be eligible for election to the Executive Committee after one full year of membership in the Chapter (*to take effect September 1, 2009*).
- (c) At the March Executive Committee Meeting, the Past President shall assemble and chair an Election Committee consisting of at least two voting members of the Chapter. This committee will conduct the nomination process and tally election results.
- (d) At the April General Membership meeting each year, the Election Committee will solicit nominations for the offices of President, Vice-President, Secretary, and Treasurer. Voting members of the Chapter may nominate any member, including themselves, eligible to be a Chapter Officer, according to Section 7.05(b), above. In addition, the Election Committee may, at their discretion, recruit candidates for officer positions. The committee should confirm the intended candidate's willingness to serve prior to offering said candidate's name in nomination to the general membership. All nominations must be seconded by another voting member.
- (e) The Election Committee will record all nominations and provide the approved ballot to the Chapter Secretary before the next Executive Committee meeting.
- (f) At, or before, the May general membership meeting, the Secretary shall prepare and distribute the ballots via paper or electronic means to voting members of the Chapter. The Election Committee will confirm member voting eligibility and tally the voting results. The candidate receiving the highest number of votes for each office shall be declared elected. Any tie in voting will be settled by a coin toss. The Election Committee will certify and report the election results to the Chapter Secretary before the next Executive Committee meeting and announce the results at the June general membership meeting.

- (g) Elected Officers shall assume office on the first day in September. The term of office shall be one year, or until a successor is duly selected.
- (h) No member may serve in the office of President in consecutive years (unless filling a partial term if the office is vacant). No member may serve more than four consecutive years as an officer of the Chapter. A member who has reached four consecutive years as an officer may run again after two years out of office.

Section 7.06 The most recent past President of the Chapter shall be an ex-officio member of the Executive Committee, and have full Executive Committee voting privileges in the business matters of the Chapter.

Section 7.07 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 7.08 In the event of a vacancy in the office of President during an existing term of office, 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 simple 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 7.09 Resignations should occur in writing and given to the Secretary two weeks prior to the official resignation date. In the event that a member of the Executive Council has not attended a simple majority of the general membership and Executive Council meetings during a six month period, the Executive Committee led by the President or Vice President shall be permitted to vote on dismissal of the specific Executive Committee member. Acceptable voting shall reflect at least fifty-one percent of all Executive Committee members. Dismissals shall be communicated two weeks prior to the voting procedures and shall not include the presence of the member being charged.

Section 7.10 The duties of the regularly elected officers shall be as defined in this Constitution and Bylaws as directed by the Executive Committee.

- (a) The duties of the President shall be to conduct the operation and business of the Chapter with the elected officers and coordinate with the Region and EWB-USA. The President shall see that all orders and resolutions of the Chapter are carried into effect.

- (b) The duties of the Vice-President shall be to perform the duties assigned to him or her by the President, to provide assistance in the operation and business of the Chapter, and to prepare the Annual Report to EWB-USA. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.
- (c) The duties of the Secretary shall be the preparation of official minutes of all meetings of the Executive Committee; he or she shall be responsible for internal communication between the Chapter and membership as well as the Chapter, the Region and the National EWB-USA organizations, this includes overseeing the content of the website. Additionally, the secretary shall assist in administrative management of all meetings of the Chapter.
- (d) The duties of the Treasurer shall be to receive, record and account for income and to pay out, all approved expenses of the Chapter. He or she shall prepare the financial section of the Annual Report of the Chapter for use of the Vice-President; he or she shall be responsible for the accounts of the Chapter and subject to audit as prescribed in the Bylaws of this Region; he or she shall be a voting member of the Fundraising Committee.

Section 7.11 The following positions can be filled or be vacant as determined necessary by the Executive Committee. When the position is occupied, the incumbent shall be considered a member of the Executive Committee.

- (a) Fundraising Chair
- (b) Communications Chair
- (c) Membership Chair
- (d) Projects Coordination Chair
- (e) University Relations Chair
- (f) Community Outreach Chair

Section 7.12 Committee Chair positions will be decided by each committee's membership. Chair appointments will be for a one year period, renewable each year.

Article VIII. Committees

Section 8.01 The Executive Committee may create committees as needed. There shall be six standing committees, which are the Fundraising Committee, Membership Committee, Project Coordination Committee, Community Outreach Committee, University Relations Committee and Communications Committee.

Section 8.02 Committee Chair positions will be decided by each committee's membership. Chair appointments will be for a one year period, renewable each year.

Section 8.03 Committee Membership - The committee chair shall solicit interested committee members. Committee membership will be by self-selection, based on preferences expressed by each member interested in committee service, except as required in section 7.08(c). Committee membership is limited to voting members of the Chapter. A two-month grace period, administered by the committee chair, will allow a prospective member to attend, but not vote at, committee meetings to determine their interest and commitment in joining EWB-LVP.

Each committee chair may define the number of committee members desired to support the committee's responsibilities. If there is a mismatch between interested members and the needs of the committee, relative to other committees, the Executive Committee reserves the right to assign members to under-served committees, following to the greatest extent, the individual member's expressed preferences.

Section 8.04 Committee Meetings - Committee meetings will be open to any Chapter member.

Section 8.05 Fundraising Committee: The duties of the fundraising committee shall be to organize fundraising events as required for the operation of the Chapter and for the implementation of specific projects. The committee shall contact individuals, businesses and organizations to solicit funds for the Chapter and to organize fundraising events.

Section 8.06 Membership Committee: Answer questions from prospective members, spearhead recruitment efforts, and to keep an up-to-date list of current members.

Section 8.07 Project Coordination Committee: Select Chapter projects and effectively manage them. Appoint a Project Manager for each active Chapter project. Report to the Executive Committee on project needs and status and in turn report information from the Executive Committee back to Project Managers.

Section 8.08 Community Outreach Committee – Develop and implement programs targeting public awareness and K-12 education supporting EWB's mission within the communities covered by EWB-LVP's geographical region. Programs should demonstrate the contributions of engineering/science professionals and illustrate the need for philanthropic actions.

Section 8.09 Communications Committee - Coordinate with the Executive Committee to determine what materials should be presented to the public. Create and maintain a website for the Chapter.

Section 8.10 University Relations Committee: Coordinate activities with and support for EWB student chapters affiliated with University engineering programs in the Chapter's geographical area. Promote interaction between student chapters and offer professional mentorship on EWB student chapter projects.

Article IX. Projects

Section 9.01 All projects undertaken or assisted by the Chapter must be consistent with the mission of EWB-USA.

Section 9.02 Each project will have a Project Manager appointed per section 8.07, above. The structure and schedule of projects will be determined by the Project Manager and not by the Executive Committee.

Section 9.03 The Project Manager must submit a written project 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 ratified by a simple majority vote of the voting members of the Chapter. No commitment of expenditures may occur prior to Executive Committee approval.

Section 9.04 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.

Section 9.05 Only members in good standing of EWB-USA may participate in trips related to EWB projects.

Section 9.06 A Field Supervisor will be designated for each field project by the project Coordination Committee. This Field Supervisor will have the responsibility to execute the authority described in Section 9.07 and assure conformance with the behavior guidelines described in section 9.08

Section 9.07 The Project Budget will specify a contingency amount, above and beyond the expected costs, which can be spent at the discretion of the Field Supervisor during the in-field project implementation, provided adequate and appropriate documentation is provided to the Executive Committee upon return from the field trip. This contingency amount is intended to allow for continuity of the effort in the field in the event of unexpected or extraordinary expenses. Any unused contingency will be re-applied to

subsequent phases of the project, or transferred to another project of the Chapter, at the Executive Committees discretion.

Section 9.08 Member/Student Guidelines for In-Field Behavior

- (a) Guidelines for Member and affiliated student-member behavior, particularly when in the field on projects, will be developed by the Project Coordination Committee, so as to insure EWB-USA and the local chapter are represented in a positive manner, consistent with the mission of the organization.
- (b) The Field Supervisor and Project Manager will be responsible to enforce behavior guidelines on their respective project. If necessary, the Executive Committee will serve as final arbiter in such issues.

Article X. Amendments

Only one of the procedures listed below in Section 10.01 and 10.02 may amend this Constitution and Bylaws.

Section 10.01 Standard Procedure

- (a) A proposed amendment shall have the signatures of one-third of the Executive Committee members and shall be promptly presented by the chapter Secretary 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 canvassing of the 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 have to 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 10.02 Emergency 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 within one week of presentation to the Executive committee and voting will be closed the following week. For approval, it shall receive an affirmative vote from a majority of the Voting Members of the Chapter casting ballots. At least two-thirds 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 XI. Chapter Documents

- Section 11.01 The Secretary shall be responsible for the creation of all official documents.
- Section 11.02 The Secretary shall be responsible for the presentation of all documents for official Chapter consideration.
- Section 11.03 No documents shall be signed unless previously approved by a vote of the chapter or Executive Committee.
- Section 11.04 No document shall be considered official until the president and secretary have signed it. The Vice President and Treasurer shall possess signature powers in the absence of the President and/ or Secretary.
- Section 11.05 The official copy of the Chapter's Constitution and By Laws is to be maintained by the Vice President.
- Section 11.06 The Vice President shall further be responsible for maintaining all official Chapter Resolutions and similar documents.
- Section 11.07 The Secretary shall maintain signed copies of all documents held by the vice president. The Secretary shall further be responsible for all further documents deemed official in this Article.
- Section 11.08 All official documents shall be provided to the membership in a portable document format (PDF). Since only the official signed copies of all documents may be considered official, all electronic documents shall be labeled "Unofficial Copy" within the header, footer or as a watermark.

Article XII. Miscellaneous Provisions

Section 12.01 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 the EWB-LVP or EWB-USA.

Section 12.02 The Chapter shall recognize the Code of Ethics of the American Society of Civil Engineers (ASCE), and the National Society of Professional Engineers (NSPE).

Section 12.03 Should dissolution of the Chapter occur, the assets remaining after the payment of the debts of the Chapter shall be conveyed to the closest Professional Chapter of EWB-USA, as determined by EWB-USA.

Article XIII. Savings Clause

Section 13.01 Should any section of these By Laws be found to be illegal, the remaining sections shall remain intact and in force.