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## **CONSTITUTION AND BYLAWS of Central Houston Professional Chapter of ENGINEERS WITHOUT BORDERS-USA**

### **CONSTITUTION**

#### **ARTICLE I – Name, Location and Objectives**

1. Chapter Name – The name of this association shall be the Engineers without Borders Houston Professional Chapter (EWB-Houston), hereafter referred to as the Chapter.
2. Geographical Boundaries – The Chapter’s geographic boundaries shall generally be defined as the city of Houston, Texas and surrounding communities. Chapter meetings shall be conducted in Houston, Texas.
3. Chapter Objectives – The objectives of the Chapter are:
  - to design and implement community driven sustainable engineering projects worldwide, usually involving smaller scale infrastructure
  - to establish long term relationships with host communities and local NGO’s to assure the basic infrastructure needs of the community are met and remain sustainable long term
  - to mentor EWB student chapters
  - to develop members into responsible leaders by providing transformative experiences and innovative professional educational opportunities with a global perspective.
  - to involve and educate the local community about issues related to sustainable development and EWB-USA

In the pursuit of the objectives, the Chapter shall not operate in conflict with the Constitution, Bylaws, Rules of Policy and Procedure, objectives and guidelines of EWB-USA, where applicable.

#### **ARTICLE II -Membership**

1. Definition of a Member – A “Member” of this Chapter shall be defined as a professional who
  - (a) resides or works within the geographic boundaries as defined in Article I, and
  - (b) chooses to be an active member in Engineers without Borders-USA, and
  - (c) subscribes to the Constitution and Bylaws of this Chapter as evidenced by payment of the current year EWB-USA dues and EWB-Houston dues, if applicable.

Membership may be extended to others residing outside the Chapter boundaries on a case-by-case basis.

2. Voting Members – A Voting Member is a Member as defined by Article II Section 1 who submits a vote on a matter of Chapter business under consideration.

3. Member Travel – Participation in Chapter project travel is restricted to Members in accordance with the bylaws of EWB-USA.

### **ARTICLE III – Executive Board**

1. Executive Board – Elected Positions – The Executive Board shall consist of the following positions:

1. President – The duties of the President shall be to conduct the operation and business of the Chapter with the elected officers and coordinate with other chapters, the region and EWB-USA. The President shall see that all orders and resolutions of the Chapter, including the projects, are carried into effect in accordance with the EWB-USA process. The President shall preside over the Board and Chapter meetings.
2. Vice President – The duties of the Vice-President shall be to perform the duties assigned 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.
3. Secretary – The duties of the Secretary shall be the preparation of official minutes of all meetings of the Executive Board and the Chapter. The Secretary shall be responsible for internal communication between the Chapter and membership. The Secretary shall maintain a record of all external communications with other chapters, the Region and EWB-USA organizations. Additionally, the Secretary shall assist in administrative management of all meetings of the Chapter, and assist in the coordination of all chapter business requiring member voting.
4. Treasurer – The duties of the Treasurer shall be to receive, record, and account for income and to pay out, record, and account for all approved expenses of the Chapter. The Treasurer shall prepare the financial section of the Annual Report of the Chapter for the Vice-President. The Treasurer shall be responsible for the accounts of the Chapter and subject to audit as prescribed in the Bylaws of this Chapter. The Treasurer shall also collect membership dues, if applicable.
5. Fundraising Chair – The duties of the Fundraising Coordinator shall be to organize fundraising events as required for the operation of the Chapter and for the implementation of specific projects. The Fundraising Coordinator will work with the Treasurer and project staff to assure that funds collected are banked and allocated in accordance with the purpose for which they were collected. The Fundraising Coordinator shall lead the Fundraising Committee and create avenues for the acquisition of monetary funds for the Chapter and related projects.

2. Executive Board – Appointed Positions – The following positions are created at the discretion of the Board and appointed by the Board:

- (a) Outreach Chair – The duties of the Outreach Coordinator are to coordinate with the Executive Board to determine what materials should be presented to the public, to work

with other local professional organizations and companies to organize public relations events and to oversee outreach activities. The Outreach Coordinator shall be the director of the Outreach Committee.

- (b) Membership Coordinator – The duties of the Membership Coordinator shall be to provide the first point of contact for individuals interested in becoming chapter members, maintain a master e-mail list, and maintain general chapter meeting attendance records.
- (c) Quality Assurance (QA)/ Training Program Chair – The duties of the QA/Training Program Chair shall be to interface with the EWB-USA Quality management process and resources along with our project & team leads to ensure quality work and drive work process improvements. Training and qualification issues should be addressed to enhance the members knowledge of given subjects, including technology, project management, cultural awareness, language, or health as related to current Chapter functions and EWB project process.
- (d) University Liaison – The duties of the University Liaison shall be to establish and maintain communications and cooperation with the student chapters with which the Chapter has affiliations, including the coordination of Student Project Professional Mentors. The University Liaison shall be the official point of contact for Student Chapters.
- (e) Program Coordinator – The duties of the Program Coordinator is to keep track of programs & projects associated with the chapter and to relay needs and report on progress to the Executive Board. This person also represents the project managers with the Executive Board and addresses their needs.
- (f) Communications Officer – The duties of the Communications Officer are to coordinate with the Executive Board to determine what materials should be presented to the public. This officer works with the Webmaster to present information and keep the website up to date.

2. Purpose of the Executive Board – The Executive Board shall manage the affairs of the Chapter in accordance with the bylaws under which the Chapter is organized and the provisions of the Constitution. The Executive Board has the principal responsibilities of developing policy, authorizing all financial expenditures, scheduling meetings, ratifying project selection, approving project staffing assignments, overseeing project execution, appointing Board members, and generally directing the business of the Chapter.

3. Board Meetings – Meetings of the Executive Board may occur in person, via telephone conference call, or via other electronic means as approved by the members of Executive Board. The voting of the Board may be conducted as a voice vote, or via a proxy as provided in the Bylaws. The Executive Board meetings will be open to observers from the Chapter membership.

4. Board Member Eligibility – Each Member of the Chapter shall be eligible for election to the Executive Board upon meeting the following qualifications.

- (a) Members shall be eligible for election to the Executive Board after one full year of membership.
- (b) The Outreach Chair, Membership coordinator, QA/Training Program Chair, Program coordinator, Communications Officer, and University Liaison are appointed and dissolved by the Executive Board.

5. Term of Board Members - The term of office of the members of the Executive Board shall be one year. This term shall begin on the first day of January and shall continue for the period above mentioned, or until a successor is duly selected. A Member shall only be eligible to hold one elected position at a time.

6. Board Vacancies

- (a) In the event of a vacancy in the office of President, the Vice-President shall succeed to that office. Vacancies in the remaining offices of the Executive Board shall be filled by the President, by making new selection(s) from among the Members, with approval of a majority of the Executive Board. 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. There is no restriction on persons filling positions on the Board in successive terms.
- (b) In the absence of qualified individuals for any Board positions, the President may assign the duties, without additional voting privileges, to other Board members.

7. Resignations – Resignations should occur in writing and be given to the Secretary two weeks prior to the official resignation date. The Executive Board led by the President or Vice President may request dismissal of an Executive Board member for non-participation or inappropriate behavior. Notification of a dismissal proceeding shall be communicated to all Board members two weeks prior to the meeting. The member in question, should they choose, shall have the opportunity to explain their behavior. Dismissal shall require at least fifty-one percent vote of all Executive Board members, not including the offending member.

8. Non-Executive Board Positions (non voting)

- (a) Past-President Advisor – The most recent past President of the Chapter shall be an ex-officio member of the Executive Board to provide continuity from term to term, but shall not have voting privileges in the business matters of the Chapter. The Past President shall be on the Executive Board to maintain continuity from term to term and shall advise the Board on the direction of EWB-Central Houston and its relationship with EWB-USA.
- (b) Student Project Professional Mentors – The duties of Student Project Professional Mentors are to facilitate interaction between the Chapter and the various university chapters in the region. The Professional Mentors are responsible for attending student project meetings, mentoring students on project development and management, updating students on the professional Chapter projects, and working with student chapters at local schools to facilitate interaction and collaboration between chapters. In addition, Professional Mentors

shall assist students in connecting with other professionals for project support.

- (c) Webmaster – The duties of the Webmaster are to create and maintain the chapter website and to update and add information as requested by the Executive Board.
- (d) Miscellaneous Positions – Other positions and officers can be created by the Executive Board as deemed necessary and filled by vote from the Members of the Chapter. These officers can be included as part of the Executive Board if approved by a two thirds vote of the Executive Board.

#### **ARTICLE IV – Committees**

1. Committee Formation – The Executive Board may create committees as needed. Each committee shall be run by a Committee Chair and have Members serve on the Committee. There shall be two standing chapter committees: the Fundraising Committee and the Outreach Committee.

2. Fundraising Committee – The Fundraising Committee shall be responsible for coordinating all Chapter fundraising activities, including contacting individuals, businesses and organizations to solicit funds for the Chapter, and providing assistance and guidance to project-level fundraising efforts.

3. Outreach Committee – The Outreach Committee shall be responsible for advertising the Chapter to professionals in the City of Houston and surrounding areas. A primary objective of outreach activities shall be to educate the local community about issues related to sustainable development. The Outreach Committee shall work with members of other professional organizations and companies to organize public relations events. The Outreach Committee shall maintain a record of other organizations and companies contacted, as well as the frequency of contact.

#### **ARTICLE V – Projects and Project Managers**

1. Project Requirements – All projects undertaken or assisted by the Chapter must be consistent with the mission of EWB-USA.

2. Project Manager Selection – A Project Manager is chosen from the members working on a particular project team, and appointed by the Board.

3. Project Manager Duties – A Project Manager is the point of contact with whom EWB-USA can communicate about a particular project. The duties of a Project Manager include:

- (a) determining the structure and schedule of projects;
- (b) overseeing projects in which EWB-Houston members are participating;
- (c) assuming responsibility for keeping the projects on schedule and budget;
- (d) ensure that projects follow the EWB-USA project process; reviewed by the EWB-USA Technical Advisory Committee or other appropriate Technical Advisory Committee.

(e) Secure project funding and own all cost management

4. Project Funding – Project managers are responsible to secure project funds with assistance from the Chapter Fundraising Chair. All fundraising efforts must be approved by the Executive Board. Projects requesting funding from general Chapter funds must submit a written proposal with budget estimate to the Executive Board. Submitted proposals will be discussed at the next meeting of the Executive Board. Decisions on funding allocations must be supported by a majority vote of the Members of the Executive Board.

#### **ARTICLE VI – Actions of the Executive Board**

##### 1. Use of Chapter Funds

- (a) The Executive Board manages all expenditures of non-project specific funds.
1. Incidental expenditures below \$100 can be approved and committed by any elected officer and the Treasurer.
  2. Expenditures below \$500 can be approved by e-mail authorizations of any two (2) elected officers (President, VP, Secretary, or Fundraising Chair) and the Treasurer.
  3. Expenditures equal to or greater than \$500 shall require majority approval (51%) of the Executive Board.

##### 2. Appoint non-elected Board Members, project managers and Miscellaneous Positions

- (a) All appointments require majority approval (51%) of the Executive Board.

#### **ARTICLE VII – Executive Board Elections**

- (a) Elections shall be held in December of each year.
- (b) Following the nomination process, the Secretary shall prepare and distribute the ballots via paper or electronic means. The candidate receiving the highest number of votes for each office shall be declared elected.
- (c) The term of office of the Board members shall be one year. This term shall begin on the first day of January and shall continue for the period above mentioned, or until a successor is duly selected.
- (d) There shall be no restrictions on indefinite re-election to Board positions. In order to promote the greatest participation from all active Chapter members, the Executive Board supports voluntary compliance with the following general guidelines:
- (a) No member should serve more than six consecutive years as a member of the Executive Board;
  - (b) No member of the Executive Board should serve more than two consecutive terms in the same office; and
  - (c) A member who has reached six years in the Executive Board may run again after two years away

#### **ARTICLE VIII – Amending this Constitution**

1. Voting Requirements – Amendments to this Constitution must be approved by 2/3 of the Executive Board and 2/3 of the Voting Members.

2. Amendment Procedure

- (a) Within ten days of presentation to the Executive Board, the Secretary shall present the proposed amendment to the Members of the Chapter by letter ballot or via electronic means, as approved by the Executive Board, setting a date within three weeks thereafter for the canvassing of the ballots.
- (b) For approval, it shall receive an affirmative vote of not less than two-thirds of the Voting Members of the Chapter casting ballots.
- (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 Board 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 Board.

**ARTICLE IX – Miscellaneous Provisions**

1. Prohibitions – No Chapter Funds shall inure to the benefit of any private individual. No part of the activities of the Chapter shall include lobbying, campaigning, or otherwise attempting to influence legislation. The Chapter shall not participate in, or intervene in any political campaign on behalf of any candidate for public office (including publishing or distributing of statements).

2. Dissolution of the Chapter – Should dissolution of the Chapter occur, the assets remaining after the payment of the debts of the Chapter shall be conveyed to EWB-USA.

**ARTICLE X – Savings Clause**

1. Should any section of this Constitution found to be illegal, the remaining sections shall remain intact and in force.

Adopted \_\_\_\_\_ by the undersigned members of the Engineers without Borders-USA Central Houston Professional Chapter:

\_\_\_\_\_  
*President*

\_\_\_\_\_  
*Vice-President*

\_\_\_\_\_  
*Secretary*

\_\_\_\_\_  
*Treasurer*

**BYLAWS**

**ARTICLE I – Other Volunteer Engagement**

Section 1: 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.

**ARTICLE II – Meetings**

Section 1. The meeting schedule for the year shall be determined at the beginning of the chapter year and made public. The Board shall meet monthly, unless by vote the Board shall agree to delay.

Section 2. The Board shall convene the general Chapter on a monthly basis.

Section 3. The order of business for meetings shall be prescribed by the presiding officer. The following business shall be reviewed on a regular basis: minutes and actions from previous meetings, treasurer’s report, the fundraiser’s report, and a status report from each project manager.

**ARTICLE IV – Dues**

Section 1. For national membership, dues will be paid to and as required by EWB-USA.

Section 2. The Chapter can assign additional annual local dues to defray the general expenses of the Chapter, as seen fit by the Executive Board.

- 1. Current annual Chapter dues are \$0 per member.
- 2. Changes in local dues must be ratified by a majority vote of the Members of the Chapter.
- 3. Local dues are not to exceed EWB-USA annual dues.

Adopted \_\_\_\_\_ by the undersigned members of the Engineers without Borders-USA Central Houston Professional Chapter:

\_\_\_\_\_  
*President*

\_\_\_\_\_  
*Vice-President*

\_\_\_\_\_  
*Secretary*

\_\_\_\_\_  
*Treasurer*