

# CONSTITUTION AND BYLAWS

Of the

**Nashville Professional Chapter**

OF

**ENGINEERS WITHOUT BORDERS-USA**

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## **CONSTITUTION**

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

Section 1. The name of this association shall be the Engineers without Borders- Nashville Professional Chapter (EWB-NASH) of Engineers without Borders-USA (EWB-USA), hereafter referred to as the "Chapter".

Section 2. The Chapter's geographic boundaries shall be defined as the area around and including the Nashville Tennessee area and surrounding counties. Nothing in the geographic boundary statement shall be construed to limit membership of any interested parties in the region from joining the group.

Section 3. The objective of the Chapter shall be to implement and carry on sustainable development projects in the US and abroad, while training members to become future project mentors and leaders; to mentor local student chapters and facilitate Chapter development; to involve and educate the local community about issues related to EWB-USA; and 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 4. 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.

### **ARTICLE II - Membership**

Section 1. 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 Chapter dues, as provided in the Bylaws.

### **ARTICLE III - Executive Committee**

Section 1. 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.

Section 2. Meetings of the Executive Committee may occur in person, via telephone conference call, or via other electronic means as approved by all the members of Executive Committee. The voting of the Executive Committee may be conducted as a voice vote, or via a proxy as provided in the Bylaws.

Section 3. The Executive Committee, in which the governance of the Chapter shall be vested, will consist of the following:

1. The President
2. The Vice President(s)
3. The Secretary
4. The Treasurer
5. Other positions as deemed necessary and approved by the Chapter.

Section 4. Each Voting Member of the Chapter shall be eligible for election to the Executive Committee upon meeting the prescribed qualifications.

(a) The most recent past President of the Chapter shall be an ex-officio member of the Executive Committee, but shall not have voting privileges in the business matters of the Chapter.

Section 5. The term of office of the members of the Executive Committee 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.

Section 6. 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 Committee shall be filled by the President, by making new selection(s) from among the Voting Members, with approval of a 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. Resignations should occur in writing and given to the Secretary two weeks prior to the official resignation date. In the case of unacceptable meeting attendance, the Executive Committee led by the President or Vice President shall 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.

Section 8. The duties of the regularly elected officers shall be as defined in this Constitution and 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, to prepare the Annual Report to EWB-USA, and report to the executive committee on any relevant committee business. 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 both between the Chapter and membership as well as the Chapter, Region, and EWB-USA. 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, record, and account for 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 the Region; he or she shall be a Voting Member of the Fundraising Committee.

Section 9: The following positions can be filled or be vacant as determined necessary and approved by the Executive Committee. When filled these officers are a part of the Executive Committee. When not filled, the President shall assign the duties associated with each of these positions to members of the Executive Committee or Chapter, as deemed necessary.

(a) The duties of the Fundraising Chair shall be to organize fundraising events as required for the operation of the Chapter and for the implementation of specific projects. He or she shall lead the fundraising committee and create avenues for the acquisition of monetary funds for the Chapter and related projects.

(b) The duties of the Communications Officer are to coordinate with the Executive Committee 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.

(c) The duties of the Membership Coordinator are to answer questions from prospective members, spearhead recruitment efforts, and to keep an up-to-date list of current members. The Membership Coordinator shall also update members on upcoming events on a monthly basis.

(d) The duties of the Projects Coordinator are to organize project development, track projects associated with the Chapter, and relay needs and report progress to the Executive Committee and in turn report information from the Executive Committee back to the project team/leader(s).

Section 10: The following regular positions are not part of the Executive Committee. When not filled, the President shall assign the duties associated with each of these positions to members of the Executive Committee or Chapter, as deemed necessary.

(a) The duty of Student Liaisons are to facilitate interaction between the Chapter and university chapters. The Student Liaisons are responsible for attending student chapter meetings, mentoring and updating students on Chapter projects, and working with student chapters at local schools to stimulate interaction and collaboration between chapters. In addition, Student Liaisons shall assist students in connecting with professionals for project mentorship and other needs.

(b) The duties of the Webmaster are to create and maintain the Chapter website and to update and add information as requested by the Executive Committee and the Communications Officer.

Section 11: Other positions and officers can be created by the Executive Committee as deemed necessary and filled by vote from the Voting Members of the Chapter. These officers can be included as part of the Executive Committee if approved by a two-thirds vote of the Executive Committee.

## **ARTICLE IV - Committees**

Section 1: The Executive Committee may create committees as needed and approved. There shall be one standing committee which is the Fundraising Committee. The Executive Committee appoints all committee chairs for additional committees.

(a) Fundraising Committee: The duties of the fundraising committee are to contact individuals, businesses, and organizations to solicit funds for the Chapter and to organize fundraising events.

## **ARTICLE V – Projects**

Section 1: All projects undertaken or assisted by the Chapter must follow the guidelines of, receive proper approval from, and be consistent with the mission of EWB-USA.

Section 2: The structure and schedule of projects will be determined by the project leader and not by the Executive Committee.

Section 3: Projects requesting funding from the Chapter must submit a written 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 supported by a majority vote of the Voting Members of the Chapter or a unanimous vote of the Executive Committee.

Section 4: 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 without EWB-USA approval.

## **ARTICLE VI – Amendments**

Section 1: This Constitution and Bylaws may be amended only by one of the procedures listed below in Section 2 and 3.

Section 2: Standard Procedure

(a) A proposed amendment shall have the signatures of one-third of the Executive Committee members and shall be promptly presented 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 3: 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 one-third 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 VII - Miscellaneous Provisions**

Section 1. 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 EWB-USA.

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

## **BY-LAWS**

### **ARTICLE I - Election of Executive Committee Members**

Section 1. Voting Members of the Chapter shall nominate one or more qualified members of the Chapter for the offices of President, Vice President, Secretary, Treasurer, and any other positions deemed necessary by the sitting Executive Committee.

Section 2. Nominations shall be submitted to the Secretary of the Chapter at or before the November general meeting, during which the nominations shall be made final.

Section 3. After the nominations have been made final, the Secretary shall prepare and distribute ballots via paper or electronic means to Voting Members of the Chapter. Election results shall be tallied and presented at the December general meeting. The candidate receiving the highest number of votes for each office shall be declared elected. Officers shall assume office on the first day in January.

Section 4. No member may serve more than six consecutive years as a member of the Executive Committee. No member of the Executive Committee may serve more than two consecutive years in the same office. A member who has reached six years in the Executive Committee may run again after two years away.

### **ARTICLE II - Meetings**

Section 1. The meeting schedule for the year shall be determined at the beginning of the Chapter year and may be amended as deemed necessary.

Section 2. 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.

Section 3. Voting

- A Quorum is not necessary in matters of General Business. General Business decisions of the Chapter shall be determined by majority vote of the Chapter members present.
- The Secretary will make all effort to provide notice of upcoming votes to the membership prior to meetings.
- Absentee balloting will take place by either hardcopy or electronic mail and returned to the Secretary prior to the vote.
- On business that comes up during the meeting that requires votes, the votes of the members present will be binding.

### **ARTICLE III - 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 as seen fit by the Executive Committee, provided that the local dues do not exceed EWB-USA annual dues.

### **ARTICLE IV - Management**

Section 1. The Executive Committee may take actions on behalf of the Chapter provided that any expenditure over \$75 has unanimous approval of the Executive Committee.

### **ARTICLE V - Savings Clause**

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