

**CONSTITUTION AND BYLAWS**  
**OF THE**  
**ENGINEERS WITHOUT BORDERS**  
**ORANGE COUNTY PROFESSIONAL PARTNERS**

*March 5, 2008*

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**CONSTITUTION**

**ARTICLE I - NAME, LOCATION, AND OBJECTIVES**

- Section 1. The name of this organization shall be Engineers Without Borders - Orange County Professional Partners (EWB OC). EWB OC is a Chapter of Engineers Without Borders-USA (EWB-USA). EWB OC shall be referred to as the “Chapter” throughout this Constitution and Bylaws.
- Section 2. The Chapter boundaries shall be defined as the area including Orange County, California.
- Section 3. The headquarters of the Chapter shall be located in Orange County, California.
- Section 4. The objective of the Chapter shall be to partner with developing communities worldwide in order to improve their quality of life. This partnership involves the implementation of sustainable engineering projects, while facilitating student and professional development and cooperation. The Chapter will: train members to become project mentors and leaders; mentor and support local engineering students and facilitate chapter development; 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 5. In pursuit of the objectives, the Chapter shall not operate in conflict with the Constitution, Bylaws, Rules of Policy and Procedure, or other guidelines of EWB-USA, where applicable.

**ARTICLE II - MEMBERSHIP**

- Section 1. The membership of the Chapter shall consist of individuals in good standing with EWB-USA, registered as Members of this Chapter.
- Section 2. Each Member shall become a Voting Member of the Chapter, upon acceptance of the Constitution and Bylaws of the Chapter and by payment of current year EWB-USA dues as regulated by the Chapter.

### **ARTICLE III - EXECUTIVE BOARD**

- Section 1. The Executive Board shall manage the affairs of the Chapter in accordance with this Constitution and Bylaws. The Executive Board has the principal responsibilities of developing policy, authorizing financial expenditures, scheduling meetings, and generally directing the business of the Chapter. The Executive Board shall serve in the best interest of the Chapter's members.
- Section 2. Actions requiring official approval by the Executive Board require approval by the majority of Executive Board members. Votes may be registered in person, via phone, via a signed letter, or by proxy through a fellow Executive Board member.
- Section 3. Meetings of the Executive Board shall be held in person, unless otherwise approved by the Executive Board to be held via other means.
- Section 4. The Executive Board shall consist of the following positions:
- a) President
  - b) Vice President of Internal Affairs
  - c) Vice President of External Affairs
  - d) Vice President of Student Chapters
  - e) Secretary
  - f) Treasurer
  - g) Past President (*ex officio*)
- Section 5. Each Voting Member of the Chapter shall be eligible for election or appointment to the Executive Board upon meeting the prescribed qualifications.
- a) Voting Members shall be eligible for election to the offices of President, Vice President, Secretary, and Treasurer.
  - b) No one person may hold more than one Executive Board position concurrently.
  - c) The most recent active President of the Chapter, located within the jurisdiction of the Chapter, and active in the Chapter, shall be the Past President.
- Section 6. The term of office of the Past President, President, Vice President, Secretary, and Treasurer shall be one year. This term shall begin on the first day after the first Executive Board Meeting in the fiscal year, and shall continue for the period mentioned above, or until a successor is duly selected.
- Section 7. In the event of a vacancy in the office of President, the Vice-President of Internal Affairs shall succeed to that office. Any vacancies on the Executive Board will be filled by the President by making a selection from among the Voting Members with the approval of the Executive Board. All vacancies filled shall be for the remainder of the term.
- Section 8. Resignations should occur in writing and be given to the Executive Board a minimum of two weeks prior to the official resignation date.
- Section 9. The duties of the regularly elected officers shall be as defined in this Constitution and as directed by the Executive Board.
- a) The duty of the President shall be to conduct the business of the Chapter with the elected officers. The President shall:
    - (1) Be the chief executive officer of the Chapter.
    - (2) Coordinate between the Chapter, the West Coast Region, and EWB-USA.

- (3) Ensure that all orders and resolutions of the Chapter are carried into effect.
  - (4) Have cosignatory power over the Chapter's account with the Treasurer.
  - (5) Prepare agendas for meetings.
  - (6) Initiate ad hoc committees as seen fit, with the approval of the Executive Board.
  - (7) Preside over all the Executive Board and Board of Directors meetings of the Chapter.
  - (8) Assist with fundraising.
- b) The duty of the Vice President of Internal Affairs shall be to help conduct the business of the Chapter. The Vice President shall:
- (1) Assist the President in the Chapter's operations.
  - (2) In the absence or disability of the President, perform the duties and exercise the powers of the President.
  - (3) Assist the Past President with the Annual Report to West Coast Region of EWB-USA.
- c) The duty of the Vice President of External Affairs shall be to help conduct the business of the Chapter. The Vice President of External Affairs shall:
- (1) Coordinate with other organizations to further the goals of the Chapter.
  - (2) Promote the Chapter.
  - (3) Assist with fundraising.
  - (4) In the absence or disability of the President and of the Vice President of Internal Affairs, perform the duties and exercise the powers of the President.
- d) The duty of the Vice President of Student Chapters shall be to help conduct the business of the Chapter. The Vice President of Student Chapters shall:
- (1) Be a liaison with the Student Chapters.
  - (2) Promote the chapter.
  - (3) Assist with the creation of new Student Chapters located within Orange County and neighboring counties.
  - (4) In the absence or disability of the President and of the Vice President of Internal Affairs and of the Vice President of External Affairs, perform the duties and exercise the powers of the President.
- e) The duty of the Secretary shall be to help conduct the business of the Chapter. The Secretary shall:
- (1) Assist in administrative management of all meetings of the Chapter.
  - (2) Record and distribute minutes of meetings.
  - (3) Maintain internal communication between the Chapter and membership as well as the Chapter, the Region, and the EWB-USA organizations.
  - (4) Oversee the content of the Chapter's website.
  - (5) Track membership status for Members.
  - (6) Maintain and update official copies of the Constitution and Bylaws.

- f) The duty of the Treasurer shall be to help conduct the business of the Chapter. The Treasurer shall:
  - (1) Receive, record, and account for income and distribute, record, and account for all approved expenditures of the Chapter.
  - (2) Prepare the financial section of the Annual Report of the Chapter for use by the Past President.
  - (3) Be responsible for the accounts of the Chapter and be subject to audit as prescribed in the Bylaws of the Chapter.
  - (4) Have cosignatory power over the Chapter's account with the President.
  - (5) Prepare a record of transactions on a monthly basis to be reviewed and accepted at the monthly Board of Directors meetings.
  - (6) Pay all bills as approved by the Executive Board or Board of Directors.
  - (7) Verify returning funds from EWB-USA.
  - (8) Assist with fundraising.
  
- g) The duty of the *ex officio* Past President shall be to conduct the business of the Chapter. The Past President shall:
  - (1) Prepare and submit the Annual Report to West Coast Region of EWB-USA.
  - (2) Promote the Chapter.

#### **ARTICLE IV - COORDINATORS AND COMMITTEES**

- Section 1. The Coordinators shall be appointed as needed by majority vote of the Executive Board to carry out the business of the Chapter. The Executive Board and Coordinators shall be referred to collectively as the "Board of Directors."
  
- Section 2. The Executive Board shall prepare a policies and procedures manual detailing the responsibilities of the Coordinator positions.
  
- Section 3. All Coordinators shall report activities to the Board of Directors at each board meeting or as necessary. It shall be the Coordinator's responsibility to execute assigned task(s) in a timely manner or as determined by the Executive Board.
  
- Section 4. The Coordinators may, at their discretion, create committees to assist with performing the responsibilities of the position.

## **ARTICLE V - AMENDMENTS**

- Section 1. The Constitution and Bylaws may be amended only by the following procedure:
- a) A proposed amendment shall have a minimum of one-third of the signatures of the Executive Board members and shall be promptly presented thereafter at the next meeting of the Executive Board.
  - b) Within fourteen days of approval by the Executive Board, the Secretary shall set the amendment as an agenda item for the next Board of Directors Meeting.
  - c) During the next Board of Directors meeting, if a proposed amendment receives approval by not less than two-thirds of the votes (according to the voting rules set by the Executive Board), then it will be deemed approved.
  - d) If approved by the Chapter, the Secretary shall immediately amend the Constitution and/or the Bylaws and present the amended document(s) to the members of the Executive Board for review and approval. The Secretary shall present the amended section(s) at the next regularly scheduled General Meeting.

## **ARTICLE VI - 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. The Chapter shall not participate in, nor intervene in (including publishing or distributing literature or public statements), any political campaign on behalf of any political issue or candidate for public office.
- 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, according to EWB-USA regulations.
- Section 3. In case the Vice President of Student Chapters is Member of a Student Chapter within the County, s/he will be considered a Member of this Chapter.
- Section 4. The fiscal year for this Chapter begins on March 1 and ends on the last day of the following February.
- Section 5. In case of deadlock in votes of the Executive Board or the Board of Directors, the President shall cast a second vote.

# **BYLAWS**

## **ARTICLE I - MEETINGS**

Section 1. The Secretary shall publish notice of regular meetings to the membership. The meetings shall be announced via electronic mail, postal mail, or telephone.

Section 2. Types

a) Board of Directors

- (1) The purpose is to conduct the official business of the Chapter.
- (2) On a monthly basis, or at the discretion of the Executive Board.
- (3) Members/participants should receive a minimum of one week notice prior to meeting.
- (4) Run in accordance to the most current Robert's Rules of Order.
- (5) A quorum shall consist of four Executive Board members.

b) Executive Board

- (1) The purpose is to have closed meetings to discuss issues as they relate to the Chapter
- (2) The frequency will be on an as needed basis as required by the President.
- (3) A quorum shall consist of the majority of the Executive Board members.

c) Board Orientation

- (1) Purpose – To make the Board of Directors familiar with the objectives of the Chapter, Policies and Procedures, and the expected duties of each position.
- (2) Board Orientation shall be set by the Executive Board.

d) General

- (1) Purpose – To promote active participation of the General Membership in Chapter activities, to encourage interaction and networking among Chapter members, for social function, and to conduct official business as it relates to the General Membership. The date and location of the General Meeting shall be determined by the Board of Directors.
- (2) General meetings shall occur a minimum of once per year.
- (3) Members/participants should receive a minimum of one week notice prior to meeting.

## **ARTICLE II - ORDER OF BUSINESS**

Section 1. The order of business shall be that prescribed by the presiding officer.

## **ARTICLE III - GUESTS**

Section 1. Any member of the EWB-USA or its affiliates, who is not a Member of the Chapter, shall have the privilege of attending meetings. Any Member at the meeting may invite guests to attend. The presiding officer shall review the order of business for the meeting and determine if there are any items which should not be discussed with the guests present. These items shall then be moved to the end of the meeting and all guests shall be excused prior to those deliberations.

## **ARTICLE IV - DUES**

Section 1. Annual dues shall be as directed by EWB-USA.

Section 2. Additional dues may be set by the Board of Directors, and shall not exceed EWB-USA's annual dues.

## **ARTICLE V - ELECTION OF EXECUTIVE BOARD MEMBERS**

Section 1. Executive Board officers shall be elected in a general election by Voting Members through ballot voting.

Section 2. An Election Committee shall exist for the sole purpose of ensuring proper and fair elections and shall exist only from immediately prior to immediately after the election cycle. This committee shall consist of the Past President and at least three Voting Members appointed by the Executive Board. No Voting Member running for office may serve on the Election Committee.

Section 3. Elections shall be held no later than the last day of February of an election year.

Section 4. Voting Members of the Chapter shall nominate one or more members of the Chapter (themselves included) in good standing for the offices of the Executive Board. All nominees must be Voting Members of the Chapter and Members of EWB-USA.

Section 5. The Executive Board shall provide a list of nominees for open positions. Additional nominations shall be effective upon the delivery of nomination papers signed by the lesser of: (a) 5% of the Voting Membership, or (b) five (5) Voting Members. Nominations shall be submitted to the Secretary of the Chapter at least four weeks prior to the election period.

Section 6. Following the nomination process, the Secretary, in conjunction with the Election Committee, shall prepare and distribute the ballots via paper or electronic means. The Election Committee shall be responsible for counting the votes and certifying the election results. The candidate receiving the highest number of votes for each office shall be declared elected. Officers shall assume office on the first day after the first Executive Board Meeting of the fiscal year.

Section 7. No Member may serve more than six full consecutive terms as an officer of the Executive Board. No Executive Board Officer may serve more than two full consecutive terms in the same office. A Member who has served six full consecutive terms may run again after one year out of office.

## **ARTICLE VI - RECALLS**

- Section 1. A recall may be initiated by either a member of the Executive Board or any Voting Member provided that each has additional co-signers from the majority of the Executive Board, or that the Voting Member has supporting signatures from the lesser of twenty five (25) Voting Members or 25 percent (25%) of the General Voting Membership, which consists of all Voting Members of the Chapter.
- Section 2. To initiate a recall, a petition explicitly stating the reason(s) for recall with supporting signatures shall be presented to the Secretary, who will in turn, present the petition to the Board of Directors. The Executive Board shall in good faith verify the validity of the petition by verifying that the recall is based on a violation of the constitution, or of the bylaws, of programmatic policies. The Board of Directors shall approve by majority the validity of the petition.
- Section 3. The officer shall be recalled by referendum with a quorum of four of the remaining Executive Board Members or 33% of the Voting Members.
- Section 4. The Board of Directors shall determine and announce the date and location of the referendum no later than ten (10) days after a valid petition is received.
- Section 5. The referendum shall be held no more than thirty (30) days after the date has been announced and shall be announced no less than ten (10) days prior the date the referendum is held.
- Section 6. A minimum vote of two-thirds (2/3) of total votes cast by the General Voting Membership voting the referendum is required for any officer to be recalled.

## **ARTICLE VII - MANAGEMENT**

- Section 1. An Audit Committee shall be appointed by the President-Elect at the March meeting of the Executive Board. The Treasurer shall close the accounts at the end of March and prepare them for audit. The audit shall be completed and a report submitted to the Executive Board members at the April Executive Board meeting.

## **ARTICLE VIII - FINANCIAL MANAGEMENT**

- Section 1. All expenditures greater than \$200 shall require the approval of the Executive Board and require signatures from two of the officers (President, Vice President, Secretary, and Treasurer).
- Section 2. The Executive Board shall review and update, as necessary, the budget annually.

## **ARTICLE IX - PROJECTS**

Section 1. Projects undertaken by the Chapter shall adhere to the following guidelines:

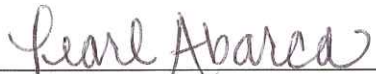
- a) All projects undertaken or assisted by the Chapter must be consistent with the mission of EWB-USA.
- b) The structure and schedule of projects will be determined by the Project Leader and not by the Executive Board.
- c) Projects requesting funding from the Chapter must submit a written proposal with budget estimate to the Executive Board. Submitted proposals will be discussed at the next meeting of the Board of Directors. Decisions on funding allocations must be approved by the Executive Board Members.
- d) Members of the Chapter in good standing 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 may not associate the EWB name with said project without approval of the Executive Board. The approval will be granted according to EWB-USA guidelines.

## **ARTICLE X - SAVINGS CLAUSE**

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

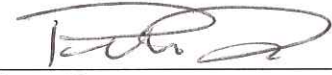
**CONSTITUTION AND BYLAWS**  
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**ORANGE COUNTY PROFESSIONAL PARTNERS**

**PRESIDENT**

  
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Pearl Abarca

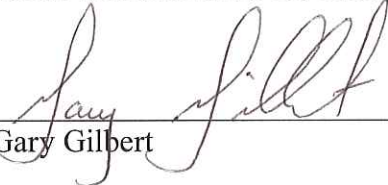
*March 5, 2008*  
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Date

**VICE PRESIDENT OF INTERNAL AFFAIRS**

  
\_\_\_\_\_  
Peter Do

*March 5, 2008*  
\_\_\_\_\_  
Date

**VICE PRESIDENT OF EXTERNAL AFFAIRS**

  
\_\_\_\_\_  
Gary Gilbert


*March 5, 2008*  
\_\_\_\_\_  
Date

**VICE PRESIDENT OF STUDENT CHAPTERS**

  
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Diego Rosso

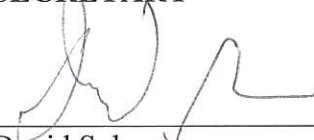
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Date

**TREASURER**

  
\_\_\_\_\_  
Erik Brown

*3/5/08*  
\_\_\_\_\_  
Date

**SECRETARY**

  
\_\_\_\_\_  
David Suh

*3/5/2008*  
\_\_\_\_\_  
Date