



BYLAWS

United States Society on Dams

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President Date

Devin A. Bunde-Birnett

Vice President Date

Sean Harris

Secretary-Treasurer Date

Approved by
The Board of Directors

August 16, 2018

Date

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1. ARTICLE I – OFFICES

1.1. PRINCIPAL OFFICE

The principal office of the United States Society on Dams (USSD), herein referred to as “Society”, in the State of Colorado shall be located in the Denver metropolitan area. The Society may have such other offices, either within or outside of the State of Colorado, as the Board of Directors may designate, or as the business of the Society may require from time to time.

1.2. REGISTERED OFFICE

The registered office of the Society, as a corporation, shall be in the State of Colorado, and may be, but need not be; identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors to reflect the address of the principal office.

2. ARTICLE II – BOARD OF DIRECTORS

2.1. MANAGEMENT

The Board of Directors shall direct the business and affairs of the Society. These Bylaws may be revised when deemed necessary by the Board of Directors with a majority vote. In the management and control of the property and business affairs of the Society, the Board of Directors is hereby vested with all of the powers possessed by the Society itself insofar as this delegation of authority is not inconsistent with the Articles of Incorporation, these Bylaws or the Colorado Nonprofit Corporation Act. The Board of Directors acts on questions that come before it, such as but not limited to acting as agent for the International Commission on Large Dams ("The Commission" or "ICOLD") in the United States, organizing committees or conferences as necessary to promote the national and international aims of the U.S. Committee, submitting reports and communications for ICOLD Congresses, furnishing other reports to The Commission as requested or as may be desirable, arranging for representation at the Executive Meetings and Congresses of The Commission, making any necessary arrangements for providing for the secretarial requirements of the U.S. Committee, and all other matters not specifically delegated herein.

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2.2. NUMBER, TENURE AND QUALIFICATIONS

The Board of Directors shall consist of twelve (12) elected directors, except that the number may be temporarily increased if necessary to permit an elected President to serve his/her full two-year term. Each director shall hold office for a term of three (3) years; terms extend between each annual meeting and conference. No director shall serve for more than two (2) elected terms or six (6) years, except that a director may serve seven (7) years, if necessary, to permit him or her to serve the full two-year term as President. Terms of incoming/outgoing directors shall begin/end at the end of the annual conference respectively. In the event of a tie, the Board has the responsibility to determine the outcome of the election. This includes an option of altering the number of Board members for the term of the election to accommodate the inclusion of additional Board members involved in the tie.

2.2.1. ELECTION OF DIRECTORS

Election of the Board of Directors shall take place prior to the annual conference each year. Each year, the President shall appoint a Nominations Committee for the Board of Directors, which includes the immediate past President, an outgoing Board Member and two current Board Members, with the Executive Director serving in a non-voting role. The number of nominees in the final elections shall not exceed twice the number of the vacancies to be filled. Newly elected directors, hereinafter referred to as "directors" or "members" of the Board of Directors, shall begin office at the end of the annual conference following their election.

2.2.2. NON-VOTING MEMBERS OF THE BOARD OF DIRECTORS

Non-voting members of the Board of Directors shall be defined as ex-officio members. Ex-Officio members are those that have previously served the USSD Board as a Vice President or President and Executive Director.

2.2.3. NON-VOTING ADVISORS TO THE BOARD OF DIRECTORS

Industry segments that are not currently represented by the make-up of the Board may be represented through the use of advisors, with a two-year term that is renewable at the Board's discretion. Advisor positions shall not have the right to vote on items brought before the Board. Advisor positions may include the following areas of interest:

- Academia
- Construction Contractor

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- Engineering Consultant
- Government
- Owner
- Product Manufacturer/Supplier
- Young Professionals

Advisors shall be nominated by voting Board members as deemed appropriate; non-voting Board members may not nominate advisors or vote on advisors. Young Professional Advisors shall be nominated by the Young Professional Committee and presented to the Board for approval. At the fall Board meeting, the Executive Director will present a segment analysis on membership representation of the Board. From the segment analysis, missing industry groups shall be identified and nominations made. The Board shall vote on proposed advisors at the winter Board meeting. Advisors elected by the Board may participate in the spring annual meeting.

2.3. ANNUAL MEETING AND CONFERENCE

Selection of the date, time, and location of each annual meeting of the Board of Directors and the Annual Conference and Exhibition shall be made by the President with the approval of the Board of Directors. The annual meeting and conference shall be held prior to the end of the second quarter (June 30th). Insofar as practicable, locations and dates shall be selected that provide opportunity, from time to time, for members of USSD to participate in annual meetings with reasonable convenience and which do not conflict with other similar events in the dams and levee industry.

The annual meetings are open to anyone interested in dams or levees.

2.4. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location to hold any special meeting of the Board of Directors and will work with the Executive Director to do so. For example, a special meeting may be held prior to the annual conference to prepare for issues to be addressed at the formal Board of Directors meeting held in conjunction with the annual meeting and conference. Special meetings may also be held by conference call to facilitate a quorum for discussions that require relatively rapid response and decision.

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2.5. NOTICE

Written notice of any special meeting of directors shall be given by e-mail to each director at that director's designated e-mail address at least three (3) days prior to the meeting.

Any director may waive notice of any meeting in accordance with Article XI of these Bylaws. Neither the business to be transacted, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless otherwise provided in these Bylaws.

2.6. QUORUM

Eight (8) directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

2.7. MANNER OF ACTING

Except as otherwise required by law, by the Articles of Incorporation, or these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2.8. INFORMAL ACTION BY DIRECTORS

Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing (email), setting forth the action so taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter thereof and with concurrence of a majority.

2.9. PARTICIPATION BY ELECTRONIC MEANS

Any member of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference. Such participation shall constitute presence in person at the meeting.

2.10. VACANCIES

Any vacancy occurring from the resignation or demise of a member shall be filled for the unexpired term of his or her predecessor in office by an affirmative vote of a majority of the

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remaining directors. A member, so elected, shall be a voting director and may, in addition, serve two (2) three (3) year elected terms.

2.11. RESIGNATION

Any director of the Society may resign at any time by giving written notice to the President, Vice President, or the Secretary-Treasurer of the Society. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Vacancies caused by resignation shall be filled in the manner set forth in Section 2.10 herein.

2.12. REMOVAL

Any director or directors of the Society may be removed at any time, with cause, by a majority vote of the directors entitled to vote thereon. Vacancies caused by removal shall be filled in the manner set forth in Section 2.10 herein.

2.13. COMPENSATION

Directors shall not receive any compensation from the Society for serving on the Board.

2.14. PRESUMPTION OF ASSENT

A director of the Society who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a dissent is entered in the minutes of the meeting. Dissenting votes shall be sufficiently discussed to ensure issue is adequately vetted by the Board. Occasionally, some Board members, due to unique circumstances, may abstain from voting, which will be recorded in the meeting minutes.

3. ARTICLE III – OFFICERS

3.1. NUMBER

The officers of the Society shall be a President, a Vice President, and a Secretary-Treasurer, each of whom shall be elected by the Board of Directors. The Executive Director is a non-elected, non-voting officer of the Society. The President, Vice President, Secretary-Treasurer, along with the Executive Director make up the Executive Committee. Such other officers and assistant officers

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as may be deemed necessary may be elected or appointed by the Board of Directors. All offices shall be held by different individuals.

3.2. ELECTION AND TERM OF OFFICE

The officers of the Society shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors, or at a special meeting of the Board of Directors to ensure that USSD officers are elected prior to the ICOLD Annual Meeting. Newly elected officers shall assume the duties of office upon conclusion of the annual spring conference during which he or she is elected. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until a successor shall have been duly elected and qualified, or until death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

3.2.1. PRESIDENT

The President shall be elected by the Board of Directors from its elected directors for a two (2)-year term. A newly elected President shall assume the duties of office upon conclusion of the annual spring conference he or she is elected at or such other time as agreed upon by the outgoing and incoming President. If the office of the President is vacated for any reason prior to expiration of the scheduled term, the Vice President shall become the President and hold office until the next annual meeting of the Board of Directors. Any time served as interim president will not count toward eligibility for the following Presidential election. See section 2.2 for special provisions for the term allowed for the office of President. The President shall call meetings of the Board of Directors as required in addition to the annual meeting. The President will be responsible for ensuring that elections are conducted in a timely manner and in accordance with the Bylaws and Operations Manual. Other duties are as follows:

- conducts urgent business for the Board of Directors;
- refers questions of business to the Board of Directors for action or information;
- keeps all members of the Board of Directors advised as to actions by ICOLD;
- coordinates pertinent activities of ICOLD and USSD; and
- controls all expenditures from funds available to USSD as directed by these Bylaws.

3.2.2. VICE PRESIDENT

The Vice President shall be elected from the elected members of the Board of Directors for a one (1) year term. The Vice President shall assume and perform the duties of the President whenever

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the President is incapacitated or due to extenuating circumstances as determined by majority vote of the Board of Directors. The Vice President shall provide support and continuity for the transition from one president to the next. The Vice President shall oversee committees, regularly reviewing committee activities and progress. The Vice President may recruit assistance for the oversight of the committees as necessary to carry out these duties. The Secretary-Treasurer will be invited to meetings with committee chairs to provide familiarity with processes in preparation for the possibility of assuming the role of Vice President.

3.2.3. SECRETARY-TREASURER

The Secretary-Treasurer shall be elected by the Board of Directors from its elected directors for a one (1) year term. The Secretary-Treasurer will provide oversight to ensure that adequate records of meetings of the membership and of the Board of Directors are maintained, to ensure proper custody of all USSD records, to ensure adequate maintenance of accounts and disposition of funds and perform other duties as delegated by the President or the Board of Directors. The Secretary-Treasurer shall also chair the Finance Committee.

3.2.4. EXECUTIVE DIRECTOR

The Executive Director serves as the chief executive of the US Society on Dams (USSD) in accordance with the Operations Manual and Bylaws and its policies and directives, having responsibility for the active management of the affairs of USSD and its interactions with the Central Office of the International Commission on Large Dams (ICOLD). The Executive Director reports to the USSD President and takes a leadership role in the implementation of the Strategic Plan and annual strategic initiatives. Through program and fiscal management and staff leadership, the Executive Director achieves economical, productive, and constructive growth of USSD while assisting the USSD Board in maintaining a leadership role in the dams industry both domestically and internationally.

3.3. REMOVAL

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the Society shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

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3.4. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term at a separate meeting or by email ballot.

3.5. COMPENSATION

The President, Vice President and Secretary-Treasurer shall not receive compensation from the Society for serving as an officer of the Society. The Executive Director is a compensated position within the Society.

4. ARTICLE IV - COMMITTEES

4.1. COMMITTEES

By resolution adopted by a majority of the Board of Directors, the directors may designate two or more directors and other additional individuals to constitute a Board Committee, any of which shall have such authority in the management of the Society as the Board of Directors shall designate and as shall be prescribed by the Colorado Nonprofit Corporation Act. In addition, the directors may designate such Standing Operating Committees as deemed necessary. The Board of Directors shall establish such committees as it considers necessary to promote and carry out the objectives of USSD. The Board of Directors may terminate, combine, or otherwise modify any of the committees, which have been established by its prior action. Committees having continuing functions shall be established as Standing Operating Committees. Other operating committees, the purpose and need for which may change from time to time, shall be established for a period of four (4) years unless otherwise specified. Ad hoc committees, established for a specific investigation and report, normally shall be established for a period of not more than two (2) years. Each committee shall report on its activities at least annually to the Board.

4.2. APPOINTMENTS TO COMMITTEES

The chairs, vice chairs, and young professional vice-chairs of committees shall be current members of USSD, nominated by the committee membership, and appointed by the President of USSD for periods of four (4) years. In the third year of the chair's appointment they shall begin considering the successor for the chair and vice chair positions. The chair shall work with their committee to put forth qualified candidates for the chair and vice chair position to serve the next

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four year cycle. The chair shall submit the qualified candidate's names to the Board of directors prior to the January Board conference call. The Board shall review and vote on the candidates during the January call and the candidates, if approved, shall be installed at the following Spring Annual Conference. It is also the obligation for the chairperson to work with the proposed incoming candidates to review and revise the committee charter, as needed. The committee charter revision shall also be voted on during the January Board meeting and become effective at the Annual Spring Conference.

Membership in a committee does not require an approval process and is open to anyone based on interest. Membership ranges from educators, students, dam owners, consultants, regulators, contractors, and vendors, from entry-level to seasoned experts. Committee chairs shall maintain membership lists of active members who are working towards the goals established in that Committee's Charter.

No member shall serve simultaneously on more than two (2) technical or operating committees or the Board of Directors and one (1) technical or operating committee; Conference Planning Committee and Ad Hoc Committee participation is exempt from this requirement. It shall be the duty of the chair of any committee to conduct a timely and effective program in fulfilling objectives for which the committee was established, and to keep the committee staffed with actively participating members. Terms of appointees shall begin on the date of approval by the Board of Directors, typically coinciding with each annual conference.

4.3. BOARD COMMITTEES

The Board of Directors establishes Board Committees to assist in the operation of the Society. Board Committees include the Finance Committee, Nominating Committee for Board Officers, Nominating Committee for Board Members and Ad Hoc Committees for special assignments.

4.3.1. FINANCE COMMITTEE

The Finance Committee shall manage all financial obligations related to operating a non-profit corporation. The Secretary-Treasurer shall serve as the Chair of the Finance Committee and report to the President on a routine basis. The President shall select up to three additional members to serve on the Finance Committee. At least one of the additional members shall be a member of the Board of Directors. The Executive Director shall be part of the Finance Committee, but shall have no voting rights.

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4.3.2. NOMINATING COMMITTEE

There shall be two Nominating Committees; one for Board Officer positions, and one for Board of Director positions.

The *Board Officer Nominating Committee* shall consist of the current President, previous President, and an outgoing Board Member, with the Executive Director serving in a non-voting role.

The *Board of Directors Nominating Committee*, which includes the immediate past President, an outgoing Board Member and two current Board Members, with the Executive Director serving in a non-voting role.

Nominations shall be brought before the full Board of Directors for a vote.

4.3.3. AD HOC COMMITTEES

Ad Hoc Committees shall be established by the President when a specific need is determined by the Board or the Board Officers. Ad Hoc Committees shall remain functional until the specific need is resolved. Membership on Ad Hoc Committees shall be determined by the President along with the identified Chair of the Ad Hoc Committee.

4.4. STANDING OPERATING COMMITTEES

The Board of Directors establishes the following Standing Operating Committees: Advocacy, Communication, and Public Awareness; Awards; Conference Planning; ICOLD Congress Papers; Membership; and Young Professionals.

4.4.1. ADVOCACY, COMMUNICATION AND PUBLIC AWARENESS (ACPA)

The ACPA Committee shall serve as the clearinghouse for establishing positions on technical and policy related issues, messaging and communication for USSD. The committee will work on behalf of the Board of Directors, the USSD Executive Committee, and the general membership. The committee may receive requests for positions on issues within the scope of responsibilities of the society, to vet those requests and make determinations on the position[s] USSD should take on those issues. Also the committee is responsible for communication with members, those in industry, and other interested parties in print and through social media platforms. The committee advocates for the responsible design, management, and construction of dams and levees.

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4.4.2. AWARDS

USSD annually honors individuals and organizations through various awards and scholarships. This Committee is responsible for the organization and administration of USSD awards. Nomination procedures for these awards are available on the USSD website.

4.4.3. CONFERENCE PLANNING COMMITTEE

The Board has established the Conference Planning Committee to assist in the development of the conference, including selection of presentations, posters, and membership engagement opportunities. The Chair of the Conference Planning Committee will change each year.

4.4.4. ICOLD CONGRESS PAPERS

This Committee is charged with arranging for the participation of USSD in ICOLD Congresses, including USSD's recommendations for technical questions to be discussed at Congresses, developed from suggestions made by the USSD members and committees. The Committee shall also be responsible for the selection of authors and subjects for communications or reports to be prepared by members of USSD in response to the questions selected for a Congress; reviewing and editing of these communications or reports; establishing schedules for the timely submission of communications or reports; and educating the USSD membership on the process for submitting and presenting papers to the ICOLD.

4.4.5. MEMBERSHIP

This Committee is charged with maintaining an active program of recruitment of new members from all aspects of industry and shall seek to maintain a broad and balanced membership for all segments of interest engaged in the licensing, planning, design, construction, maintenance, and operation of dams. The broad spectrum of members shall extend from students to young professionals to seasoned experts.

4.4.6. YOUNG PROFESSIONALS

The Board has established the Young Professionals Committee to assist the Board in keeping in touch with the next generation of leaders. Members shall be age 35 and under.

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4.5. TECHNICAL COMMITTEES

The Board of Directors establishes technical committees to research, discuss, and present technical information and guidance related to the planning, design, construction, maintenance and operation of dams and levees.

4.5.1. PURPOSE

These technical committees shall:

- (1) evaluate current research, literature and unpublished information;
- (2) disseminate selected information to the membership through publication of state-of-the-art reports, manuals, white papers and technical guidelines, and technical workshops;
- (3) provide appropriate representation and assistance to ICOLD committees;
- (4) prepare suggested questions for ICOLD Congresses;
- (5) prepare or assist with preparation of reports relating to ICOLD Congress questions;
- (6) advise the Board of Directors and other committees on technical matters;
- (7) provide liaison with similar committees of other organizations (e.g., American Society of Civil Engineers, Association of Environmental and Engineering Geologists, Association of State Dam Safety Officials, etc.);
- (8) co-sponsor technical sessions and meetings with committees of USSD and other organizations;
- (9) develop and maintain up-to-date suitable content for educational portion of the USSD website;
- (10) identify needs for new knowledge and research; and
- (11) coordinate activities, as necessary, with committees, including support to the ACPA in evaluation of position statements and society messaging.

4.5.2. CHARTER

The Charter for each technical committee shall be established for the four year period of a Committee Chair. This Charter shall define the specific objectives for the committee. The Board

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of Directors shall approve each Charter and any revisions. The Charter shall be regularly updated and maintained on the USSD website.

4.5.3. OPERATIONS

1. The Board shall approve a Chair, Vice-Chair and YP Vice Chair for each Committee.
2. The Chair and Vice Chair is appointed for a four-year term with the option for renewal for a second consecutive term as approved by the Board.
3. Committee Chairs shall commit themselves to an active role of participation and leadership. This commitment includes attendance and participation at USSD Annual Meetings and ICOLD Committee (wherever a parallel ICOLD Committee exists) Meetings. In those cases where the Chair cannot, because of extenuating circumstances, attend such ICOLD meetings, the Chair shall nominate a qualified alternate from their Committee to attend the ICOLD meeting, subject to approval by Board vote.
4. In those cases where no USSD Committee parallel to an ICOLD Committee exists, the Board shall appoint a qualified representative to the ICOLD Committee for a period of four (4) years, with the possibility of a one-time renewal of another four (4) years.
5. It is an active policy for the Board to encourage positive progress by Committee Chairs and in the absence of such performance take positive corrective measures.
6. All Committee Chairs shall annually review the Charter for their Committee and update as necessary, as requested by the Vice President, which state major goals, standards, a target schedule and assignments, and submit them to the Board of Directors as requested. (It is not intended that these be more than 1 or 1 1/2 pages in length.)

5. ARTICLE V – FINANCIAL MANAGEMENT

5.1. CONTRACTS

The Board of Directors may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

5.2. FISCAL OBLIGATIONS

The fiscal obligations and revenues of the Society shall be as set forth in an annual budget approved by the Board of Directors. The Board of Directors shall not obligate USSD to any

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expenditure except normal operating expenses for purposes within the aims of the organization as specified herein. Travel expenses of the Executive Director as may be required to conduct USSD business may be reimbursed when such expenses are approved by the Executive Committee when expenses exceed the budget approved by the Board of Directors. No obligations against USSD may be incurred unless unobligated funds are available and such expenditures are approved by the Board of Directors, except that normal administrative expenses may be incurred by the Executive Director or President. The Secretary-Treasurer may make disbursements for expenses incurred by committees upon certification by the President of the amount due and that the committee program is within the approved annual budget. During the annual meeting, the President and Secretary-Treasurer shall present a fiscal report to the Board of Directors.

5.3. LOANS

No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

5.4. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by an officer of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors.

5.5. DEPOSITS

All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.

5.6. INVESTMENT POLICY

The Finance Committee will be responsible for recommending revisions to the USSD Investment Policy as needed. The Investment Policy is voted on and approved by the Board. The objective of the Investment Policy is to provide guidance and a path-forward for how USSD invests resources. The goal of the Investment Policy is to promote conservative growth consistent with industry benchmarks representative of the specific investments while supporting distribution of

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funds for the priorities identified by the Board. The USSD Investment Policy outlines the current investment strategy to obtain these results. All investments will be made in the sole interest of USSD and will not conflict with any of USSD's objectives.

6. ARTICLE VI – INDEMNIFICATION

6.1. ACTS IN GOOD FAITH

The Society may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Society), by reason of the fact that he or she is or was a director, officer, employee, fiduciary or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee, fiduciary or agent of another Society, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner reasonably believed to be in the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Society and, with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

6.2. JUDGMENT

The Society may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, fiduciary or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by that person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in the best interests of the Society; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person

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has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Society unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

6.3. SUCCESSFUL SUIT

To the extent that a director, officer, employee, fiduciary or agent of the Society has been successful on the merits in defense of any action, suit, or proceeding referred to in 6.1 or 6.2 of this Article VI, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred in connection therewith.

6.4. DETERMINATION OF INDEMNIFICATION

Any indemnification under 6.1 or 6.2 of this Article VI (unless ordered by a court) and as distinguished from 6.3 of this Article shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in 6.1 or 6.2 above. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

6.5. EXPENSES

Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Society in advance of the final disposition of such action, suit, or proceeding as authorized in 6.3 or 6.4 of this Article VI upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary or agent to repay such amount unless it is ultimately determined that he or she is entitled to be indemnified by the Society as authorized in this Article VI.

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6.6. RIGHTS

The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

6.7. INSURANCE

The Society may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Society, or who is or was serving at the request of the Society as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Society would have the power to indemnify such person against such liability under provisions of this Article VI.

7. ARTICLE VII – FISCAL YEAR

The fiscal year of the Society shall begin on January 1 and end on December 31 in each calendar year.

8. ARTICLE VIII – MEMBERSHIP

8.1. MEMBERSHIP QUALIFICATIONS

8.1.1. INDIVIDUAL MEMBERSHIP

Individuals interested in the planning, design, construction, operation and maintenance of dams, levees, and associated infrastructure may become members. Special categories of membership may be established by resolution of the Board of Directors, including but not limited to Senior Member, Student Member, Young Professional Member, and Life Member.

A Senior Member must have been a member of USSD for twenty (20) years, must be fully retired from professional practice and must be at least 65 years old. Dues for a Senior Member shall be one-half (1/2) the amount charged Individual Members.

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Student Membership is open to university students who are enrolled in programs related to dams, levees, and water resource engineering. Student Members will receive reduced membership fees as well as reduced registration fees for annual conferences and workshops.

Young Professional Membership is available to any members age 35 and under. Dues will be a reduced amount as decided by the Board. Young Professional Members will receive reduced registration fees for annual conferences and workshops. Eligibility is based on age as of January 1st of the membership year.

Life Membership is available to any Individual Member or Senior Member upon payment of a one-time fee which is twelve (12) times the amount charged an Individual Member or Senior Member in the year he or she elects to become a Life Member.

8.1.2. ORGANIZATIONAL MEMBERSHIP

Organizations interested in support of the activities of USSD may apply for membership as Organizational Members or Sustaining Members. Organizational Members may designate four (4) individuals within their organization to participate with the full right of any Individual Member in the activities of USSD. Two (2) of these members must qualify as Young Professional Members as defined above.

Sustaining Members may designate ten (10) such representatives. Five (5) of these members must qualify as Young Professional Members as defined above.

8.2. MEMBERSHIP DUES

For the purpose of defraying the expenses of USSD, dues for Individual, Organizational, Sustaining, Senior, Student, Young Professional, and Life Members shall be established by action of the Board of Directors. The income of USSD may be augmented by proceeds from sales of its publications or other activities (i.e. fundraisers, webinars, etc). Contributions are accepted.

8.3. MEMBERS' RIGHTS

Members shall have only those rights and privileges which are specifically granted in these Bylaws or the Articles of Incorporation.

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9. ARTICLE IX – REPORTS

9.1. ANNUAL REPORTS

Once each year the Board of Directors, with the support of the Executive Director, shall report on the activities of the Society and the actions of the Board of Directors to all members of USSD.

10. ARTICLE X – CORPORATE SEAL

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Society and the state of incorporation and the words "CORPORATE SEAL."

11. ARTICLE XI – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because such meeting is not lawfully called or convened.

12. ARTICLE XII – DISSOLUTION

Upon dissolution or other termination of this Society, any assets remaining after all debts of the Society have been paid shall be divided as provided in the Articles of Incorporation.