



OPERATIONS MANUAL

United States Society on Dams

DBDL

President

Date

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Vice President

Date

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Secretary-Treasurer

Date

Approved by
The Board of Directors
September 4, 2018

Date

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1. ORGANIZATION

1.1. INTRODUCTION

Established in 1928, and incorporated in 1988 as a 501(c)(3) professional society, United States Society on Dams (USSD), herein referred to as “Society” or “USSD”, is a world class organization dedicated to the environmentally sustainable science of planning, designing, constructing, operating and maintaining dams, levees and associated civil works. USSD members focus their professional careers on advancing the awareness and understanding of dam and levee systems by building communities of practice through a common mission to advocate, educate, collaborate and cultivate. By focusing on the profession, USSD brings together relevant expertise to study questions about the technical, economic, financial, environmental, and social aspects of dam and levee projects.

As the United States member of the International Commission on Large Dams (ICOLD), USSD provides a forum for the exchange of knowledge and experiences worldwide and is charged with leading the profession of dam and levee engineering in the United States.

USSD members include approximately 1,300 individuals and over 70 sustaining and organizational members. The sustaining and organizational members include governmental and military agencies, power companies, engineering and construction firms, suppliers and manufacturers, and technology companies. USSD’s member volunteers form the backbone of the organization by leading technical and operating committees. The Committee members publish white papers, organize the annual conference, and conduct technical workshops.

USSD’s vision and mission are outlined below.

USSD Vision: A world class society dedicated to advancing the role of dam and levee systems and building the community of practice.

USSD Mission: USSD, as the United States member of the International Commission on Large Dams, is dedicated to:

ADVOCATE: Champion the role of dams and levee systems in society.

EDUCATE: Be the premier source for technical information about dam and levee systems.

COLLABORATE: Build networks and relationships to strengthen the community of practice.



CULTIVATE: Nurture the growth of the community of practice.

1.2. ARTICLES OF INCORPORATION

Originally known as USCOLD, USSD was incorporated as a non-profit corporation in the state of Colorado in April, 1988.

1.3. BYLAWS

The USSD Articles of Incorporation provided the organization's Board of Directors with the power to establish Bylaws and the means to change them.

1.4. BOARD POLICIES

The Board of Directors (Board) shall establish policies for the orderly accomplishment of USSD work. These policies shall be periodically added to the Bylaws, as appropriate. Although adopted policies may not yet be reflected in the Bylaws, they are nonetheless official and serve as direction for conducting many of the activities of USSD. Adopted Board Policies can be found on the USSD Governance webpage.

1.5. REVISION OF BYLAWS AND OPERATIONS MANUAL

The Secretary-Treasurer has ownership of the Bylaws and Operations Manual revisions. Each year the Secretary-Treasurer shall collect comments or issues noted on the Bylaws or Operations Manual and develop proposed resolutions to address the concerns. Anyone can make suggested improvements or comments on the USSD governing documents. The Secretary-Treasurer shall bring the comments and proposed revisions to the Spring Board Meeting for the Board to vote on. If the Board approves of the revisions the incoming Secretary-Treasurer (elected at Spring Board Meeting) will make the official edits to the Bylaws and Operations Manual and present the final documents at the Summer Board Meeting for the Executive Committee to sign-off on.

2. USSD OPERATIONS

2.1. EXECUTIVE DIRECTOR

Reference Section 3.2.4 of the USSD Bylaws describing the general duties of the Executive Director.

2.1.1. SELECTION OF EXECUTIVE DIRECTOR

When a new Executive Director is needed, the President will appoint an Ad Hoc Committee of at least three board members to consider applicants for the position. This Ad Hoc Committee is authorized to take reasonable actions to obtain several applications for the position and to consider other ways of managing the affairs of the Society (for example, hiring the American Society of Civil Engineers or some other society or organization to perform this management function).

The Ad Hoc Committee will interview the applicants, societies, or firms as necessary to come to a recommended selection. Alternatively, the Ad Hoc Committee may recommend a different process to the Board if it feels such a process would be in the best long term interest of the Society. The Ad Hoc Committee will recommend its selection to the Board at a regular meeting of the Board of Directors or a meeting called especially to decide on a new Executive Director. A new Executive Director or organization will be hired based on a majority vote of the Board of Directors.

2.2. OPERATING PROCEDURES

2.2.1. ELECTION PROCEDURES FOR MEMBERS OF BOARD OF DIRECTORS

Twelve USSD Members serve on the Board of Directors. Board Members are elected for three-year terms and a Member may serve no more than two terms. Up to four Board Member positions will be filled in any given year. This helps assure continuity of the Board operations; that each 12-person board includes people serving their first terms and others that have served five previous years. The President will be responsible for ensuring that elections are conducted in a timely manner and in accordance with the bylaws and operations manual.

The Nominating Committee shall include the immediate past President, an outgoing Board Member and two current Board Members, with the Executive Director serving in a non-voting role. The current President will select the outgoing Board Member and two current Board

members that will serve on the Director Nominations Committee. Nominations for Director may be submitted by any USSD member to the Executive Director or President prior to the summer Board meeting. The Nominations Committee shall meet by conference call to select up to eight candidates for a maximum of four vacancies, or twice as many candidates as there are vacancies. The Nominations Committee will be formed following the summer Board meeting such that the candidates for nominees can be identified and vetted during the Fall. The Board nominees are then finalized by the November Board meeting. The Executive Director will then establish the e-ballots in January to meet the voting deadline.

Each year, ballots listing the nominees are sent to all members. Members can vote for one to four of the nominees. Ballots are accepted until the last day in February. The Executive Director coordinates the ballot counting via a third party vendor, the ballots are counted and the nominees receiving the most votes are elected. The Executive Director sends a notice of the election results to the candidates, with a copy to the Board of Directors. In the event of a tie, the Board reserves the right to break the tie by secret ballot of the sitting Board members or to expand the Director Membership by one member temporarily, until the term of the directors that tied is completed. The process of temporarily allowing an additional Director should be an exception and is based on a majority vote via secret ballot by the Board.

The Board Member term extends from annual conference to annual conference. Newly elected Board Members will be invited to the spring Board meeting at the annual conference following their election and Board Member service will begin at the end of the first annual conference following their election.

2.2.2. ELECTION PROCEDURES FOR OFFICERS OF BOARD OF DIRECTORS

During the Board of Directors meeting held prior to the annual conference, the Board of Directors elects the USSD officers - President, Vice President, and Secretary-Treasurer. The election is by majority vote of the Board of Directors. The President is elected for a two-year term, the Vice President and Secretary-Treasurer for a one-year term. The new officers of the Board of Directors assume office at the end of the annual conference.

2.2.3. NOMINATION PROCESS FOR BOARD OFFICER SELECTION

The Board Officer Nominations Committee is comprised of the current President, the previous President, one outgoing Board Member, and the Executive Director serving in a non-voting role. The current President will select the outgoing Board Member that will serve on the Board Officer

Nominations Committee. Candidates for Board Officer selection are determined by the Nominations Committee and voted upon by the Board members. The Nominations Committee will be formed following the summer Board meeting such that the candidates for nominees can be identified and vetted during the Fall. The Board Officer nominees are then finalized by the November Board meeting and voted on during the spring Board meeting held at the annual conference location.

The Society’s preference is to have potential Officer candidates initially serve as a member of the Finance Committee prior to serving as Secretary-Treasurer. This ensures potential future Presidential candidates have adequate understanding and background in the operation of the Society. Since the President position is a two-year term and the Vice President is a one-year term, there could potentially be a run-off election for the Presidential position between the current Vice President and the previous Vice President. For such a situation to take place the previous Vice President would need to have sufficient time remaining in their elected term to run for the Presidential position and act as the President for the two full years required. This can include the additional 7th year allowed for completing the term of the President.

The table below illustrates succession planning that includes the nomination and election process. The “Year” represents when the Officer position is presiding over the meeting.

Year	Conference Location	Secretary-Treasurer	Vice President	President	Nomination Committee
2012	New Orleans	Keith Ferguson	Walt Davis	Mike Rogers <i>2012/13 President</i>	
2013	Phoenix	Pat Regan	Keith Ferguson		2014-15 President (current)/ 2012-13 President (past) / Outgoing Board Member
2014	San Francisco	John Wolfhope	Pat Regan	Keith Ferguson <i>2014/15 President</i>	
2015	Louisville	Dan Wade	John Wolfhope		2015-16 President (current)/ 2013-14 President (past) / Outgoing Board Member
2016	Denver	Dean Durkee	Dan Wade	John Wolfhope <i>2016/17 President</i>	
2017	Anaheim	Manoshree Sundaram	Dean Durkee		2016-17 President (current)/ 2014-15 President (past) / Outgoing Board Member
2018	Miami	Denise Bunte-Bisnett	Manoshree Sundaram	Dean Durkee <i>2018/19 President</i>	
2019	Chicago	Candidate B	Candidate A		2018-19 President (current)/ 2016-17 President (past) / Outgoing Board Member
2020	Denver	Candidate C	Candidate B	2020/21 President	
2021	TBD	Candidate D	Candidate C		2020-21 President (current)/ 2018-19 President (past) / Outgoing Board Member
2022	TBD	Candidate E	Candidate D	2022/23 President	
2023	TBD	Candidate F	Candidate E		2022-23 President (current)/ 2020-21 President (past) / Outgoing Board Member
2024	TBD	Candidate G	Candidate F	2024/25 President	
2025	TBD	Candidate H	Candidate G		2024-25 President (current)/ 2022-23 President (past) / Outgoing Board Member

In the example above, **Candidate B** and **Candidate C** may both have aspirations to serve as President for the 2022-2023 term. If both candidates have sufficient term length left, they may both request to be considered for the President’s position. In this situation a vote would be held by the Board to select the next President. Only the current Vice President and the previous past Vice President may be considered as candidates for the Presidential position.

Note that no current President will be in a position to select his or her immediate successor. Voting shall be conducted via secret ballot.

2.3. NEW MEMBERS

Applications for membership in USSD are submitted via the USSD website for processing. There are no requirements, such as education or experience, to qualify for membership in USSD, i.e., anyone with an interest in dams, levees, and water resources can be a member. The membership fee for all categories of membership (Individual, Student, Young Professional, Senior,



Organizational, Sustaining, and Life) are recommended by the Finance Committee and approved through a vote by the Board of Directors.

2.4. FINANCIAL ACTIVITIES

2.4.1. FINANCE COMMITTEE

The Finance Committee was formed after the 1988 Congress to review, manage, and be responsible for the financial activities of USSD. Those activities include the operating expenses, the investments, and the general revenues. The Financial Committee is composed of a Chair, (the current Secretary-Treasurer), the Executive Director (non-voting) and up to three additional members. At least one of the additional members shall be a current member of the Board of Directors; they each serve one-year terms. The Chair reports directly to the President for the committee.

The Board Officer Nominations Committee will identify a candidate for Secretary-Treasurer prior to the Spring Board meeting to present to the Board of Directors for vote. The President shall appoint the Finance Committee members to support the Secretary-Treasurer within 30 days following the Spring Board meeting.

The membership expects the Board of Directors, through the Finance Committee, to provide management oversight of sound investments in support of USSD goals and objectives. The Finance Committee will be responsible for monitoring the portfolio and on a yearly cycle or as required, review the goals, objectives and investment policy and make appropriate recommendations to the Board of Directors concerning the mix of investments. In arriving at its recommendations, the Finance Committee will use the following procedure to assess whether the investments are appropriate for USSD.

1. Review and understand the goals and objectives established by the Board of Directors
2. Propose the investment policy
3. Implement the investment policy
4. Monitor, review and evaluate the goals, objectives, policy and the portfolio

2.4.2. FINANCIAL OPERATING PROCEDURES

The following guidelines provide detail on the financial duties of the Secretary-Treasurer.

2.4.2.1. MAINTAIN ADEQUATE ACCOUNTS

The Secretary-Treasurer will review the accounts and submit these for approval by the Board of Directors on an annual basis or as directed by the President. The Executive Director will prepare the account designations as part of the annual budget.

A bonded CPA Firm will be proposed by the Secretary-Treasurer to the Board of Directors for approval each year. A list of services to be performed by the accounting firm with the estimated costs to USSD will be included in the proposal. An audit will be performed as part of the accounting firm's services at least once every 3 to 5 years in accordance with good financial oversight practice; and, when there is a change in the position of Executive Director. During the intervening years a formal review will be conducted.

Following approval by the Board of Directors the firm will work with the Executive Director to maintain the accounts and prepare necessary financial statements. The Secretary-Treasurer, before submission to the President or Board of Directors, will review all accounts and financial statements.

The current Executive Director and members of the Executive Committee should be signatories on all financial accounts (checking, savings, money market, and investments). This change will be made annually by the Executive Director or, in their absence, the most recent past Secretary-Treasurer as part of the installation of new officers at the annual meeting of the Board of Directors.

2.4.2.2. COLLECT AND DEPOSIT FUNDS

The Executive Director will collect and ensure all funds are deposited, upon receipt, into the USSD operations checking account or savings account. The Executive Director shall decide which USSD account will be funded with each deposit. On a monthly basis, funds that are earmarked for one of the four (4) investment reserve accounts will be documented by the Executive Director and reviewed by the Secretary-Treasurer. After the review is complete the funds will be transferred to the applicable investment reserve account. Funds submitted to the USSD by donation will include the name of the donor, the date received, and the name of the reserve account to which the funds were deposited. The Executive Director can issue receipts to the donor for tax deductible donations as applicable.

2.4.2.3. DISTRIBUTION OF FUNDS

The Executive Director will prepare a list of distributions with a copy of documentation supporting the expense for review and approval by the Secretary-Treasurer, and following approval the Executive Director shall distribute funds accordingly and as per the annual budget.

The Secretary-Treasurer will review and approve for distribution any funds which directly reimburse the Executive Director. At least once a month the Executive Director will submit to the Secretary-Treasurer an invoice and receipts for reimbursements and the Secretary-Treasurer will authorize payment to the Executive Director for all legitimate costs. The Executive Director shall utilize their USSD business credit card to pay for all their travel costs (transportation, meals, and lodging) and legitimate expenses incurred in the course of doing business for USSD. In the event that the Secretary-Treasurer is not available for an extended period, the President may review and authorize payment of the Executive Director's invoice.

2.4.2.4. FINANCIAL INSTITUTIONS

Since March 1994, the USSD investments have been a mix of funds for the four USSD reserve funds (Scholarship, Future Congress, Operating Reserve and Life Membership) as follows:

<u>Fund</u>	<u>Type</u>	<u>Distribution</u>
Fidelity Asset Manager	Asset Allocation	one third
Fidelity Equity Income II	Equity	one third
Fidelity Magellan	Equity	one third

As of 2017 there are four reserve funds as the Publications Fund was discontinued by Fidelity due to a minimal balance of \$13. At the annual Board meeting prior to each annual conference, the Finance Committee will present a summary of the performance of the USSD investments. The Finance Committee will be responsible for monitoring the portfolio and on a yearly cycle or as required, review the goals, objectives and investment policy and make appropriate recommendations to the Board of Directors concerning the mix of investments and the location of recommended investments.

2.4.2.5. INVESTMENT POLICY

Listed below are descriptions of the various accounts that USSD has in-place to ensure continuity of operations and limit disruptions to the mission of USSD.

Strategic Initiatives Account

The Strategic Initiatives Account is fully funded by membership that wishes to pay a one-time fee of twelve (12) times the amount charged an Individual Member or Senior Member in the year he or she elects to become a Life Member. The only other funding source for this account is discretionary contributions to the strategic initiatives for USSD. The Strategic Initiatives Account will be invested in a way, and distributions made in a way to sustain growth of the account and to never impact the principle balance.

As of June 30, 2018 the Strategic Initiatives Account is invested with Fidelity Investments. The Fidelity account includes three funds, they are; Fidelity Asset Manager (FASMX), Fidelity Equity Dividend Income Fund (FEQTX), and Fidelity Magellan (FMAGX). The account is set up for dividend reinvestment and a Fidelity Government Money Market (SPAXX) account is used to facilitate the dividend reinvestment.

ICOLD Congress Reserve Account

The ICOLD Congress Reserve account was originally established in 1985 as seed money to support the efforts needed to facilitate an ICOLD event in the USA. The ICOLD World Congress is held every three years in conjunction with the ICOLD Annual Meeting. The account is not routinely funded. In 2013, the ICOLD Congress Reserve account was utilized to help support ICOLD in Seattle, Washington. Approximately \$70K was spent in support of the Congress. The account is sustained by positive returns from its investments.

As of June 30, 2018 the ICOLD Congress Reserve Account is invested with Fidelity Investments. The Fidelity account includes three funds, they are; Fidelity Asset Manager (FASMX), Fidelity Equity Dividend Income Fund (FEQTX), and Fidelity Magellan (FMAGX). The account is set up for dividend reinvestment and a Fidelity Government Money Market (SPAXX) account is used to facilitate the dividend reinvestment. These monies will be realigned, along with the other accounts discussed here, to a single investment in an Index Fund that projects the growth outlined in USSD's Investment Policy. The Congress Reserve will be tracked as an individual line item to that Index Fund, and attributed growth commensurate with the percentage of the total investment that this line item contributes at the beginning of the fiscal year.

The Annual Budget approved by the Board of Directors should include a line item to contribute approximately 1% of the annual operating budget to this fund to ensure that the next ICOLD Meeting held in the United States and hosted by USSD is funded appropriately.

Operations Reserve Account

The Operations Reserve account is intended to be used to support the day-to-day operation of the USSD. Operating reserves are essentially the accumulation of unrestricted surpluses that are liquid (as opposed to invested in fixed assets) and thus available for use at the discretion of USSD's Board. The presence of an operating reserve increases USSD's ability to take mission-related risks and to absorb or respond to temporary changes in its environment or circumstances, such as the unanticipated event of significant unbudgeted increases in operating expenses and/or losses in operating revenues.

The Operating Reserves Account is intended to maintain approximately 3 months of expenses or 25% of USSD's annual budget. In order to achieve this intention, the Board will allocate approximately 3% of the annual operating budget to this fund. This will enable the fund to reach its appropriate balance in approximately 6 years, assuming an average growth rate. After 25% of USSD's annual budget has accumulated in this account, the contribution percentage should be assessed by the Board and set at a level consistent with the needs of the organization at that time.

As of June 30, 2018 the Operations Reserve Account is invested with Fidelity Investments. The Fidelity account includes three funds, they are; Fidelity Asset Manager (FASMX), Fidelity Equity Dividend Income Fund (FEQTX), and Fidelity Magellan (FMAGX). The account is set up for dividend reinvestment and a Fidelity Government Money Market (SPAXX) account is used to facilitate the dividend reinvestment. These monies will be realigned, along with the other accounts discussed here, to a single investment in an Index Fund that projects the growth outlined in USSD's Investment Policy. The Operations Reserve will be tracked as an individual line item to that Index Fund, and attributed growth commensurate with the percentage of the total investment that this line item contributes at the beginning of the fiscal year.

USSD Scholarship Account

USSD annually awards scholarships to USSD Student Members whose academic program has a potential for developing practical solutions to dam and levee related issues. This account is funded by the annual 5K scholarship fun run held every year during the conference and also receives donations periodically from individuals and corporate sponsors. Distributions from this account require Board approval. Funds are currently invested with Fidelity Investments.

The Board authorizes the distribution of this Fund annually to be managed in a manner to promote annual growth of the fund, never impacting the principle balance. This, combined with

any contributions made to the Scholarship Account in that year, will be the maximum amount authorized as total distribution from the fund in any year, to include both scholarships awarded and travel reimbursed for applicants..

As of June 30, 2018 the Scholarship Account is invested with Fidelity Investments. The Fidelity account includes three funds, they are; Fidelity Asset Manager (FASMX), Fidelity Equity Dividend Income Fund (FEQTX), and Fidelity Magellan (FMAGX). The account is set up for dividend reinvestment and a Fidelity Government Money Market (SPAXX) account is used to facilitate the dividend reinvestment. These monies will be realigned, along with the other accounts discussed here, to a single investment in an Index Fund that projects the growth outlined in USSD's Investment Policy. The Scholarship Fund will be tracked as an individual line item to that Index Fund, and attributed growth commensurate with the percentage of the total investment that this line item contributes at the beginning of the fiscal year.

These line items will be invested as one Index Fund in a manner outlined in the USSD Investment Policy. The Finance Committee will report on the status of each category during Board meetings.

2.4.2.6. INVESTMENTS

All USSD funds (except those invested funds) will be held in highly rated institutions with an A grade or better rating by a standard rating service such as Moody's or Standard and Poor's. The names and ratings of all financial institutions to be used by USSD will be submitted by the Secretary-Treasurer to the Board of Directors for approval at the time the annual budget is submitted for approval.

2.5. OPERATION OF EXECUTIVE DIRECTORS OFFICE

2.5.1. OPERATING PROCEDURES

The Executive Director is responsible for day to day administration of USSD, including hiring and supervision of support staff and contractors; record keeping; preparing a record of Board of Directors' meetings and Executive Team meetings; budgeting and accounting support; collections of fees and other revenues; assist the Secretary-Treasurer and Finance Committee with management and review of checking and investment accounts; membership information; support of committee activities; assist with preparation and distribution of the society communications, annual report and other publications; coordination of ICOLD activities; website maintenance and upgrades; marketing; and other activities as outlined in the USSD Operations Manual; or as directed by the President and/or Board of Directors.

2.5.2. SUPPORT SERVICES

The Board of Directors will establish a budget for the services of the Executive Director and any support staff and or resources. Hiring of staff or engagement of support service contractors will be at the discretion of the Executive Director to the extent that costs of such services are within the approved budgeted amounts. Any staff hired by the Executive Director will report to and be evaluated by the Executive Director. The Executive Director will ensure that any services to be provided by support staff or services are appropriately described and evaluated.

2.5.3. USSD ANNUAL OPERATING BUDGET

Each year the Executive Director shall prepare a proposed operating budget for the following fiscal year operations. The Executive Director shall begin in the month of August drafting a proposed budget showing revenue and spending targets for established categories and any new spending/revenue categories that will be presented to the Board of Directors for vote at the Fall Board meeting, typically held in November. If approved, the budget will be in effect starting January 1 through December 31st of the following year. The budget shall include all USSD proposed revenues and expenses. The Executive Director shall track the actual expenses and revenues against the budget throughout the year and provide updates for the Board to review at the quarterly meetings.

The annual budget will reflect the contributions to the investment funds identified in the description of each fund and as approved by the Board of Directors.

2.6. ANNUAL REPORT

Once each year the Executive Director, with the support of Board of Directors, shall compile and report on the activities of the Society and the actions of the Board of Directors to all members of USSD. The Annual Report shall contain the following sections:

- A message from the President of the Board of Directors
- A list of the current Officers and Board of Directors
- A list of Sustaining and Organizational members
- Highlights of the year's activities
- The financial report for the year
- A summary of the current strategic plan
- Summaries of activities in each key element of the Strategic Plan
- Committee Reports from each Standing and Technical Committee

2.7. COMMITTEES

2.7.1. STANDING OPERATING COMMITTEES

The Board of Directors has established several committees to help with administration of the Society. A description of each committee is presented in Appendix 1.

2.7.2. APPOINTMENT OF USSD MEMBERS TO ICOLD COMMITTEES

USSD Committee Chairs will present individuals for nomination to represent their respective committee at the ICOLD. Nominations will be brought before the Board of Directors for vote and confirmation. Appointments will normally be for a period of four years, but can be extended if circumstances warrant. No USSD member may be appointed to serve simultaneously on more than one ICOLD committee. Appointed USSD representatives are expected to attend the ICOLD meetings during their term of ICOLD representation.

2.7.3. CO-OPTED MEMBERSHIP

The ICOLD President may appoint a person to an ICOLD Committee without representing a member country. This is occasionally done because of the unique, exceptional and worldwide technical reputation enjoyed by the individual appointee. Co-Opted Membership also occurs when more than one USSD representative is appointed to an ICOLD committee.

2.7.4. PUBLICATION OF TECHNICAL COMMITTEE REPORTS

Reference Section 4.5 of the Bylaws. One of the functions of the Technical Committees is to "disseminate selected information to the membership through publication of state-of-the-art reports, manuals and bulletin items". Publications prepared by Technical Committees will be published by USSD based upon approval by the Board of Directors and after completion of the official peer review process.

2.7.5. APPROVAL OF PUBLICATIONS

USSD publications are initiated and developed by the Technical Committees. Once a Technical Committee (or a sub-committee) has completed a draft document that has undergone internal technical review, the Technical Committee Chair will request the Board to appoint a Publications Review Committee (PRC) for independent peer review prior to Board approval and publication. The PRC shall consist of one active Board Member who will serve as the PRC Chair and at least three additional USSD members to perform the formal peer review. Consideration of the topic

should drive the selection of the PRC such that the appropriate technical expertise is identified. Once the PRC has completed their review and the Committee has addressed the PRC comments satisfactorily, the PRC Chair will prepare a recommendation to the Board for their review of the document which is considered ready for publication. Periodically, publication review by a PRC may extend beyond the Board tenure of the established PRC Chair. In those instances, the Technical Committee Chair along with the publication author(s) will discuss and decide the best path forward – either maintain the current PRC Chair through to completion of publication review and recommendation for publication, or recommendation of a new PRC Chair from the current active Board to serve as the PRC Chair for the balance of the PRC review. Considerations in the decision can include the need for continuity if publication is expected within one to two years or the need for new energy to move towards publication.

Once the Board has reviewed and approved the document for publication, the Executive Director will prepare the document in the standard USSD format and will post the publication on the website and issue an announcement regarding the new publication via pertinent communications to the membership and the industry at large.

2.8. INTERNATIONAL COMMISSION ON LARGE DAMS (ICOLD)

The Executive Director has frequent, ongoing contact with the ICOLD Secretary General regarding USSD support of ICOLD activities related to Committees; coordination, preparation, and approval of ICOLD publications for USSD; and responses to inquiries. The Executive Director maintains files of ICOLD communications, etc., and coordinates with ICOLD regarding the promotion and sale of ICOLD publications in the U.S. The current ICOLD Secretary General is:

Michel de Vivo; whose office is in Paris, France;

Telephone: 33-1-47-04-17-80, fax: 33-1-53-75-18-22.

2.8.1. APPROVAL OF ICOLD BULLETINS BY USSD

Periodically, ICOLD Committees will publish bulletins, circulars, reports, etc. of the results of work of their particular committee. Before these are authorized for publication by the ICOLD Secretary General, each member country committee is given an opportunity to review and comment on the work proposed for publication. The proposed publication is sent to the Executive Director of USSD by the ICOLD Secretary General for coordination of the review by USSD. The Executive Director sends the proposed publication to the Chairperson of the counterpart USSD Technical Committee for review. The Chairperson of the Technical Committee will lead the review within

their committee and will provide a recommendation to the USSD President for approval, approval with comments, or rejection, and will draft a letter for the President’s signature to be sent to the ICOLD Committee Chair, the ICOLD President and the ICOLD Secretary General with these recommendations. The USSD President and Executive Director will poll the USSD Board of Directors on the proposed letter and send, if approved.

2.8.2. ANNUAL CONTRIBUTION

The USSD annual contribution is established by ICOLD and other member country committees at ICOLD’s Annual Executive Meeting. The payment is made to the ICOLD Central Office, in Euros, during the first quarter of the calendar year.

2.8.3. EXECUTIVE MEETING

The ICOLD Executive Meeting is held annually. The location is selected during a previous ICOLD Executive Meeting from bids from National Committees to host which are received two to three years in advance of the Executive Meeting. The Executive Meetings are always hosted and organized by one of the ICOLD National Committees.

The Executive Meeting week includes meetings of the ICOLD Committees, a one-day symposium or workshop, a one-day field visit, and the two-day Executive Meeting itself. Each National Committee in good standing is entitled to have one representative sit at the table of delegates and vote on issues brought to the meeting. National Committees may also name other official delegates to the Meeting, however, only one may vote. The USSD President is usually the USSD voting representative; other delegates usually come from former USSD presidents attending the Meeting.

2.8.4. CONGRESS

ICOLD Congresses are held every third year. The selection process is the same as for Executive Meetings. During Congress years, the Executive Meeting is held the week prior to the Congress. The Congresses provide a forum to discuss papers and communications written in response to the ICOLD call for papers. Each National Committee is invited to provide papers, based on their annual contribution. Presently, USSD is entitled to offer 22 papers for each Congress. There is no limit on the number of members from each National Committee who can attend a Congress.

2.8.5. STUDY TOURS

Before and after each Executive Meeting and each Congress, the host National Committee organizes tours, which give meeting delegates an opportunity to see technical and tourist aspects of that country. All delegates are invited to participate in the study tours.

2.9. USSD ANNUAL CONFERENCE AND EXHIBITION

The Annual Conference and Exhibition shall be held prior to the end of the second quarter (June 30th). The purpose of the annual conference shall be to conduct the business of USSD and considers such other technical and administrative items as deemed necessary, including the following:

1. The format of the Annual Conference and Exhibition includes an annual meeting of the Board of Directors, technical paper and panel sessions, technical workshops, and pertinent field trips.
2. All Committee Chairs to submit a written report of all administrative matters and committee activity progress to the Board of Directors at least 10 days prior to the meeting.
3. A Conference Planning Committee Chair is appointed to organize the next Conference, including the following activities: development of theme and call for papers; paper review; development of technical program and workshops; development of field tours and selection of conference host; and identification of plenary session speakers.
4. The Conference Proceedings are provided to each conference participant and published for sale following the Conference.
5. Sell exhibit spaces and sponsorships for the Conference.
6. The Board may select committees to report at the annual Board meeting who have accomplished a significant activity during the year or who are involved in the current or upcoming annual conference.

The USSD Annual Conference & Exhibition shall be publicized through appropriate media to members and non-members with an interest in the planning, design, construction and operation of dams and levees.

The Conference Planning Committee provides planning for the annual USSD conference. Planning for the annual conference and exhibition shall be in accordance with the USSD Conference Planning Guide. The committee shall be chaired by a USSD member that has been approved by the Board of Directors at least one year in advance of the conference. The Conference Chair shall identify a core planning team to assist in conference planning activities,

and can identify USSD members for a larger planning committee as needed for overall planning of all conference activities. At any given time, one or more USSD technical committees may be requested to assist in conference and workshop planning for upcoming conferences.

2.9.1. HOST AND LOCATION SELECTION

The location of each USSD Annual Conference & Exhibition is researched and vetted by the Executive Director. The Executive Director will then make a recommendation to the Board of Directors who will approve or reject the proposed conference location(s) and venue(s) prior to the signing of a venue contract. Locations depend on a number of factors including timely topics, distribution of conference locations across the country, current topics of interest to the membership, locations which are financially feasible to host a conference, locations with pertinent field tours and active hosts. Proposed locations and dates will be identified such that the USSD conference does not coincide with or immediately follow/lead up to a workshop, conference, or annual meeting sponsored by other sister organizations with shared or similar interests (i.e., NHA, ASCE, ASDSO, DFI, etc.). The goal of USSD is to begin planning locations at least 3 years in advance for conferences and workshops.

2.9.2. THEME SELECTION

The theme for the annual conference and exhibition is selected by the Conference Planning Committee, with the approval of the Board of Directors. The theme and call for papers shall be developed in accordance with the USSD Conference Planning Guide. The theme should be established no later than the winter Board meeting prior to the previous year's annual conference and exhibition, providing approximately 16 months to plan and advertise the conference. Theme proposals may come from the Conference Planning Committee, Technical Committees, and potential hosts.

2.9.3. PROGRAM PREPARATION

The Executive Director coordinates with the host and the Conference Planning Committee to develop the program for the annual conference, including issuing a call for papers, conducting a planning meeting, reviewing abstracts, developing the technical program, establishing moderators, establishing workshops, developing the program, developing a volume of abstracts, preparing the proceedings, and other needs as they are identified.

2.9.4. PRE-VISIT

Approximately two years prior to the annual conference, the Executive Director should travel to the location of the upcoming meeting to meet with the host, sign the contract with the selected hotel, and identify program opportunities.

2.9.5. FINANCIAL ARRANGEMENTS

The registration fee for each annual meeting and conference is established to ensure that the meeting will generate net revenue for USSD, if a minimum level of participation in the meeting is achieved. The Executive Director will develop conference registration costs consistent with maintaining a financially successful conference for the following year. The Board will vote on the conference budget, which will include the proposed registration fee.

The registration fee for the meeting is set to cover all anticipated costs, plus a contingency.

2.10. AWARD PROGRAM

USSD honors individuals and organizations with various awards that recognize contributions made to the community of practice. Details on the nomination and selection process for each award are provided through USSD's website. USSD recognizes individuals and organizations with the following awards and recognitions:

2.10.1. LIFE TIME ACHIEVEMENT AWARD

USSD honors an individual whose lifetime of dedication and achievement has contributed significantly to the dam and levee engineering profession, through their leadership, inspiration and technical contributions. The recipient of the Award may be any recognized dam/levee engineering professional and does not have to be a USSD member. This award is typically presented at the Annual Conference and Exhibition.

2.10.2. EXCELLENCE IN THE CONSTRUCTED PROJECT AWARD

This Award recognizes the significant contributions made to the dam/levee community and to society through the construction, remediation or removal of a dam, levee, or water resources structure. The Award will honor an individual or team of professionals who meet the challenges of the nation's aging infrastructure in an era of limited financial resources and increasing environmental awareness. This award is typically presented at the Annual Conference and Exhibition.

2.10.3. PRESIDENT’S AWARD

The outgoing USSD President selects this award to recognize a Member who has provided exceptional service to the Society. This award is presented every two years at the Annual Conference and Exhibition.

2.10.4. OUTSTANDING PAPER AWARD

This award recognizes the outstanding paper presented during each USSD Conference and Exhibition.

2.10.5. OUTSTANDING PAPER BY A YOUNG PROFESSIONAL AWARD

This award recognizes the outstanding paper prepared and presented by a Young Professional during a USSD Conference and Exhibition. USSD reserves the right not to make an annual award if in its opinion there are no papers that meet the award criteria

2.10.6. OUTSTANDING YOUNG PROFESSIONAL AWARD

This award recognizes an outstanding Young Professional during a USSD Conference and Exhibition. USSD reserves the right not to make an annual award if in its opinion there are no qualified candidates that meet the award criteria

2.10.7. OUTSTANDING POSTER AWARD

This award recognizes the outstanding poster presentation during a USSD Conference and Exhibition. USSD reserves the right not to make an annual award if in its opinion there are no posters that meet the award criteria.

2.10.8. PUBLIC SAFETY AND SECURITY OF DAMS RECOGNITION

Organizations, specific projects, and individuals have taken the call to lead the dam and levee industry in establishing public safety and security standards & guidelines, enhancing public safety and security and public safety controls, providing education and raising awareness, and staying situationally aware of changing and evolving threats and increased public safety risks. The physical, personnel, information, and cyber components of a public safety and security practice are challenging enough for traditional buildings and structures, but their application to dams and levees presents a unique ability that requires professional artistry that should not go without recognition.

It is for this purpose that this recognition was established by the Committee on Public Safety and Security for Dams. This award is typically presented annually at the USSD Conference and Exhibition. USSD reserves the right not to make an annual award if in its opinion there are no qualified candidates or projects that meet the award criteria

2.10.9. SCHOLARSHIP AWARD

USSD annually awards scholarships to USSD Student Members whose academic program has a potential for developing practical solutions to design and construction problems and other dam and levee related issues. Applicants must be U.S. citizens or permanent residents enrolled in a program in a university located in the United States or its territories. The award recipient must demonstrate an interest in conducting research on some aspect of dam/levee planning, design, construction, operation, or maintenance. The Scholarship Program is administered by the USSD Awards Committee.

The Board of Directors provides the funding and general oversight of the program and makes the final selection of the recipients of the scholarship awards as part of the review of presentations.

The total awards annually budgeted for by the USSD shall be determined at the summer Board meeting by majority vote of the Board. The award pool may be supplemented by fundraising activities to increase the available dollar amount. Scholarship awards shall include reimbursement for domestic travel only. Funds for the scholarship program are generated internally within USSD and through contributions from the membership including the annual 5K FUNds Run.

The Executive Director, working with the Awards Committee, sends an announcement of the availability of the scholarship to the head of Civil Engineering Departments at U.S. universities that maintain an undergraduate and graduate program in Civil Engineering. Applications are made through the USSD website and include a brief summary of the student's proposed research along with a resume and an indication of who will be their graduate or faculty advisor. The advisor will also provide a letter of recommendation to support the nomination.

The Awards Committee coordinates review of the applications and selects up to four applicants as finalists in priority order. The Awards Committee is responsible for selection and judging criteria and shall present the criteria to the Board for concurrence. The finalists are then invited to attend the annual conference to participate and present their research either during a poster session or during a separate technical session. The Board then reviews the posters or individual presentations and votes on one winner plus three runners-up ranked in order. The monetary

value of each of the awards will be decided each year from an agreed-upon pool of available scholarship award budget and will be based on the final scoring evaluations.

The scholarship recipient proceeds with the research work and is invited to the following USSD annual conference and the research of the winner is published in the USSD bulletin.

A member of the Board of Directors will work with the Awards Committee and the Executive Director to send a letter of commendation to the winner's faculty advisor and to the college or university for a press release.

3. APPENDIX 1 - COMMITTEE DESCRIPTIONS

This appendix describes the various committees in USSD. The current roster of committees is shown below. There are four types of USSD committees:

1. Ad Hoc Committee (AHC) – Established for a specific investigation and report. Ad Hoc committees remain functional until dissolved by the Board, but they are normally established for a period of not more than two (2) years. Ad Hoc Committees can only be established by the Board of Directors. Typically, the President will identify the Chair of the AHC and the Chair will then solicit pertinent and interested members of the AHC.
2. Board Committee (BC) – Established by USSD Board of Directors to support its administrative operations.
3. Standing Operating Committee (SOC) – Established by the Bylaws to have continuing functions supporting the non-technical aspects of USSD.
4. Technical Committee (TC) – Established by the Bylaws or the Board of Directors to compile technical information and study technical questions related to the planning, design, construction, maintenance and operation of dams and levees.

Committees are briefly described in the following sections. A more complete description of each committee can be found in the committee charter.

3.1. AD HOC COMMITTEES

As provided in the USSD Bylaws, Section 4.3.3, the Board of Directors at any time may form an “Ad Hoc committee”.

3.2. BOARD COMMITTEES

The USSD Board of Directors constitutes Board Committees to support its operations. The Board Committees are standing committees with revolving leadership on an annual basis as defined in the Bylaws.

3.2.1. FINANCE COMMITTEE

The Finance Committee provides management oversight of sound investments in support of USSD goals and objectives. The Finance Committee is responsible for monitoring the USSD portfolio of investments. The Committee shall, on a yearly cycle or as required, review the goals, objectives, and investment policy and make appropriate recommendations to the Board of

Directors concerning the mix of investments. In arriving at its recommendations, the Finance Committee will use the following procedure to assess whether the investments are appropriate for USSD;

1. Review and understand the goals and objectives established by the Board of Directors
2. Propose the investment policy
3. Implement the investment policy
4. Monitor, review and evaluate the goals, objectives, policy and the portfolio

3.2.2. NOMINATING COMMITTEE(S)

There shall be two Nominating Committees; one for Board Officer positions, and one for Board of Director Member 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 an ex-officio 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 an ex-officio role.

3.3. STANDING OPERATING COMMITTEES

The Standing Operating Committees are specified by the Bylaws, Section 4.4, to promote and carry out the objectives of USSD. The Standing Operating Committees are those which have continuing functions to support the non-technical aspects of USSD.

3.3.1. ADVOCACY, COMMUNICATIONS AND PUBLIC AWARENESS

The Communications Committee is responsible for leading efforts to engage both the membership of USSD and those that may look to USSD for information and leadership. It will use all communications resources available to interact with a broad range of people, including electronic distributions, social media, and written word as appropriate. It informs the membership on items of key professional interest and technical activities and advances through the publication of the USSD Bulletin. It provides tools to advocate dams, levees and the

dam/levee/water resources industry, as well as the technical resources available within the USSD membership.

3.3.2. AWARDS

The Awards Committee is responsible for facilitating the awards program. The awards recognize outstanding contributions to the profession by members of USSD. The committee directly supports the Board of Directors and USSD staff with the following awards:

- Lifetime Achievement
- Excellence in the Constructed Project
- President’s Award
- Outstanding Paper
- Outstanding Paper by Young Professional
- Outstanding Young Professional
- Outstanding Poster Presentation
- Public Safety and Security of Dams Recognition
- Scholarship Award

The Awards Committee specifically supports the Educate and Cultivate imperatives by facilitating the process to support student scholarship, encourage participation by younger members, and recognize technical excellence.

3.3.3. CONFERENCE PLANNING COMMITTEE(S)

The Conference Planning Committee provides planning for the annual USSD meeting. The committee shall be constituted of any number of USSD members that the committee chair sees fit for planning. At any given time, one or more technical committees may be support for conference planning for upcoming annual meetings.

3.3.4. ICOLD CONGRESS PAPERS

The International Commission on Large Dams (ICOLD) Congress Papers Committee coordinates USSD participation in ICOLD Congresses and the selection of USSD papers for submittal to ICOLD for publication in the Congress Proceedings. The committee’s work Includes recommendations for Congress question topics, review, and selection of proposed paper abstracts, review of draft papers, and coordination of the resulting editing suggestions and comments.

3.3.5. MEMBERSHIP

Assist the Executive Director and Board of Directors in addressing membership issues associated with execution of the Strategic Plan, primarily under the Collaborate and Cultivate Imperatives of USSD's mission.

- Evaluate and take actions to promote membership in USSD.
- Assist the Executive Director with membership renewal.

3.3.6. YOUNG PROFESSIONALS

The main role of the USSD Committee on Young Professionals is to increase membership and active participation of young professionals, those 35 years of age and under, in USSD. While not a technical committee, the committee encourages and facilitates young professional participation across all aspects of the USSD Society to improve their members' professional/technical development and networking opportunities. Improving these capabilities is achieved by increasing participation in technical committees, authoring papers and poster presentations, planning and organizing committees, and social/networking events.

3.4. TECHNICAL COMMITTEES

The technical committees are established by the Board of Directors according to the Bylaws, Section 4.5. The purpose of the technical committees is to evaluate current research, literature and unpublished information; disseminate selected information to the membership through publication of state-of-the-art reports, manuals and bulletin items; provide appropriate representation and assistance to ICOLD committees; prepare suggested questions for ICOLD Congresses; prepare or assist with preparation of reports relating to ICOLD Congress questions; advise the Board of Directors and other committees on technical matters; provide liaison with similar committees of other organizations (e.g., American Society of Civil Engineers, American society of Engineering Geologists, Deep Foundations Institute, etc.); co-sponsor technical sessions and meetings with committees of USSD and other organizations; identify needs for new knowledge and research; and coordinate activities, as necessary, with other committees.

The chairperson of each committee shall provide a charter for each four (4) year period of a chair position. A newly appointed chairperson shall review the current charter and consider the need for updating or continuing with the same goals or objectives. The charter shall define the specific

objectives for the committee. The Board of Directors shall approve the original charter and subsequent revisions if any.

3.4.1. CONCRETE DAMS

The USSD Committee on Concrete Dams concentrates its activities on examining the technologies used in the design and construction of concrete dams, including properties and characteristics of materials.

3.4.2. CONSTRUCTION AND REHABILITATION OF DAMS

The USSD Committee on Construction and Rehabilitation will, in collaboration with other USSD and ICOLD committees and the water resources community at large, address the role of construction techniques, construction management, and construction activities in building and maintaining dams and dam-related infrastructure.

3.4.3. DAM DECOMMISSIONING

The USSD Dam Decommissioning Committee provides a forum to discuss, develop, and share technical information about the decommissioning of dams. This technical information is used to provide dam owners, dam engineers, and other professionals with the information necessary to help guide decision-making when considering dam removal as a project alternative.

3.4.4. COMMITTEE ON DAM SAFETY

The broad mission of USSD's Committee on Dam Safety (CODS) is to provide the dam safety community collaborated guidance on dams and dam safety. The technical expertise maintained within CODS to achieve this mission is in the areas of dam safety engineering, risk assessment, and public safety planning and awareness. The diverse background of CODS members and their participation in local, regional, and national dam safety workgroups/programs ensures the strength of CODS to provide only dam safety industry-vetted guidance which is relevant and far reaching.

3.4.5. EARTHQUAKES

The Earthquakes Committee identifies seismic design needs for dams to study, research or assemble updated information and disseminate it to those responsible for dam design and operation.

3.4.6. EMBANKMENT DAMS

The Committee on Embankment Dams focuses on the design, construction, operation, maintenance, and rehabilitation for embankment dams.

3.4.7. ENVIRONMENT AND SUSTAINABILITY

The Committee on the Environment & Sustainability fosters discussion and advocates for continuous improvement in the planning, design and construction of dams and levees to enhance their performance as environmentally, socially, and financially sustainable water resource and hydropower systems.

3.4.8. FOUNDATIONS

The purpose of this technical committee of USSD is to educate, train, and communicate the investigation, evaluation, analysis, design, and construction of foundation systems for dams.

3.4.9. HISTORY

The History Committee shall establish priorities and then perform research and develop documentation of significant historical events, engineers, projects and failure case histories of importance to the USSD membership and broader community of practice for dams, levees, and related hydraulic and hydroelectric facilities within the US and Internationally.

3.4.10. HYDRAULICS OF DAMS

The USSD Committee on Hydraulics of Dams is the focus for all USSD activities related to hydrologic and hydraulic performance of dams. This includes analysis of floods and the reduction of flood impacts by dam projects, hydraulic design of spillways, outlet works, and other hydraulic structures related to multi-purpose project operation, analyses of discharges resulting from dam failures due to overtopping and breaching of embankments, overtopping of concrete dams and/or failure of appurtenant structures, hydraulic and hydrologic aspects of operation and maintenance, reservoir sedimentation issues and other related topics. To assist in carrying out its work, the Committee on Hydraulics of Dams has established the following three standing subcommittees: 1) Subcommittee on Sedimentation, 2) Subcommittee on Gates and Valves and 3) Subcommittee on Spillways.

3.4.11. LEVEES

Levee Committee mission is to promote good engineering practices in all aspects of levee safety and advocate for the role of levees as part of a broader flood risk management strategy. Levee Committee goals are aligned with the Strategic Plan.

3.4.12. MONITORING OF DAMS AND THEIR FOUNDATIONS

The Monitoring of Dams and Their Foundations Committee supports and promotes the advancement of the state-of-the-art in the field of instrumented and visual monitoring of dams. The Committee membership includes professionals from: (1) government or private organizations that own and operate dams, (2) government organizations that regulate dam owners, (3) consulting engineers that provide engineering services to dam owners, and (4) suppliers that provide equipment used in the instrumented or visual monitoring of dams. The Committee discusses technical issues, develops guidelines and publications, presents workshops, and generally promotes the advancement and optimization of techniques with respect to the monitoring of dams, with the effectiveness of these efforts being enhanced by the diverse backgrounds, experiences, and perspectives of the various Committee members.

3.4.13. PUBLIC SAFETY AND SECURITY FOR DAMS

The mission of the Committee on Public Safety and Security for Dams is to support the Mission and Strategic Plan of USSD through the development, maintenance, and communication of programs and tools which gather and disseminate public safety and security best practices for and around dams.

This committee exists to foster cooperative arrangements and partnerships with other organizations for the purpose of enhancing public safety and security of dams within the United States. Efforts will be demonstrated through educational and collaborative endeavors with recognition through the establishment and sponsoring of an awards program.

3.4.14. TAILINGS DAMS

The Committee on Tailings Dams contributes to the USSD Vision of a world class Society dedicated to advancing the role of dams in society and building the community of practice. The committee engages in activities that contribute to and support the USSD Mission imperatives of advocating, educating, collaborating and cultivating.

4. APPENDIX 2 - ROLES AND RESPONSIBILITIES

4.1. EXECUTIVE DIRECTOR

- Responsible for day-to-day activities of USSD, including the direct supervision of employees and contractors
- Responsible to the President and the Board of Directors and shall administer the programs and activities of USSD as directed
- Executive Director, with the support of Board of Directors, shall compile and report on the annual activities of the Society and the actions of the Board of Directors to all members of USSD (refer to 2.6 Annual Report)

4.2. PRESIDENT

- Call meetings of the Board of Directors as required
- Conduct urgent business for the Board of Directors
- Responsible for election process
- Conducts performance evaluation of Executive Director
- Refer 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
- Controls all expenditures from funds available to USSD
- Establish an Ad Hoc Board Committee to do Strategic Planning for USSD
- Annually appoint a Nominations Committee for the nomination of potential Board members
- Annually appoint and participate in, Nominations Committee for the nomination of potential Board Officers

4.3. VICE PRESIDENT

- Oversee committees, regularly reviewing committee activities and progress
- If the office of the President is vacated for any reason prior to the 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

- Assume and perform the duties of the President whenever the President is incapacitated or due to extenuating circumstances as determined by majority vote of the Board of Directors
- Perform other duties as delegated by the President or the Board of Directors

4.4. SECRETARY-TREASURER

- Provide oversight to ensure proper custody of all USSD records
- Serve as Chair of the Finance Committee
- Provide oversight to ensure adequate maintenance of accounts and disposition of funds, disburse funds as directed
- Perform other duties as delegated by the President or the Board of Directors
- At the annual meeting, the President and Secretary-Treasurer shall present a fiscal report to the Board of Directors
- Review the accounts and submit these for approval by the Board of Directors on an annual basis or as directed by the President
- Propose a well known, bonded CPA Firm to the Board of Directors for approval each year, for the purpose of preparing financial reports, performing audits, or filing tax returns as approved by the Board of Directors.
- Before submission to the President or Board of Directors will review all accounts and financial statements
- Responsible for the annual review and revision of the USSD Bylaws and USSD Operations Manual

4.5. BOARD MEMBERS

- Are vested with all of the powers possessed by the Society
- Revise Bylaws as necessary
- Establish policies for the orderly accomplishment of USSD work
- Direct the business and affairs of USSD
- Act on questions that come before the Board
- Act as an agent to ICOLD in the United States, including:
 - Organize ICOLD Committees
 - Promote the national and international aims of the U.S. Committee
 - Submit reports and communications for ICOLD Congresses

- Furnish other reports to ICOLD as requested or as may be desirable
- Arrange for representation at the Executive Meetings and Congresses of ICOLD
- Make any necessary arrangements for providing for the secretarial requirements of USSD related to ICOLD
- Other ICOLD matters as required
- Approval of the date, time and location of the annual conference
- Vote on matters presented by the President or the Board
- Review Committee reports
- Elect Officers; President, Vice President, Secretary-Treasurer
- Remove Officers or agents if required
- Approve the Executive Director as recommended by an Ad Hoc Committee
- Approve the Executive Director Contract or modifications thereof
- Terminate the Executive Director
- Approve establishment of Committees
- Approve appointment and election of Committee Chairs and Vice Chairs
- Terminate, modify, or otherwise combine previously formed Committees
- Approve Committee Charter or revisions to Charter
- Encourage positive performance by Committee Chairs and in the absence of such performance take corrective measures
- Authorize any Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of USSD
- Review and approve the annual budget
- Review and approve accounts as presented by the Financial Committee or Secretary-Treasurer
- Review and approve recommendations made by the Finance Committee
- Review the Annual Report
- Authorize the disposition of USSD funds and accounts
- Establish the amount of dues paid by members
- Approve President's recommendation of members to serve on ICOLD Committees

- Approve the publishing, printing, and sale of Technical Committee publications
- Selection of scholarship recipients
- Approval of meetings, conferences, workshops, or seminars

5. APPENDIX 3 - USSD TRAVEL POLICY

5.1. PURPOSE

The USSD as a 501(c)3 organization must be diligent to ensure the integrity of its financial processes and programs. The Travel Policy provides USSD guidance and instructions related to travel expense management and reimbursement. It covers the roles and responsibilities, defines the process for reporting travel expenses and obtaining expenses reimbursement, and provides general travel information.

5.2. SCOPE

This policy applies to USSD employees who are required to travel for business purposes on behalf of USSD. USSD pays for or reimburses employees for transportation, lodging, meals, and other approved travel related- expenses, in accordance with this policy. This procedure outlines USSD’s business process for accurately reporting and managing travel expenses.

While it is understood that absolute adherence to specifics may not be possible in each case, significant departures from the policy must be approved by the President before travel reimbursement is made. In all cases, reimbursement for travel expenses is limited to actual reasonable and necessary business-related expenses.

Travelers seeking reimbursement should incur the lowest reasonable travel expenses and exercise care to avoid impropriety or the appearance of impropriety. In cases where vacation time is added to a business trip, any cost variance in airfare, car rental or lodging must be clearly identified and the difference in cost assumed by the traveler rather than USSD.

5.3. AUTHORIZATION TO TRAVEL

USSD employees are required to have advance authorization from the Executive Director for travel related to USSD business. International travel of any USSD employee, including the Executive Director, shall require USSD Executive Committee approval, unless previously approved in the annual budget.

5.4. TRAVELER RESPONSIBILITY

The one overriding principle is that staff is requested to minimize, within reason, the expenses incurred while on business travel. At the conclusion of a business trip, an employee should complete an expense report in accordance with the following policies:

1. Identify each separately incurred business expense for meals, porter services, tips, tolls, parking, and rental car.
2. With the exception of tips, tolls and reimbursed mileage, all business expenses exceeding \$10 must be supported with receipts.
3. Expense reports are to be submitted within ten (10) working days after each trip and accompanied by applicable receipts. Expenditures in excess of \$10 will not be reimbursed without a receipt, unless documented and approved by Executive Director or in case of Executive Director, the President or Secretary/Treasurer.
4. For all lodging expenditures, vendor receipts/invoices must be submitted. Credit card charge slips do not represent adequate supporting documentation – a hotel receipt must be obtained to substantiate all lodging expenditures. Hotel bills should be entered on the expense report in total. They do not need to be broken down between meals, telephone, etc.
5. The “passenger receipt” from the ticketing/travel agency must be submitted for all airline expenses. If a traveler fails to obtain a receipt, other evidence must be submitted (for example a combination of an itinerary and credit card receipt and a boarding pass).
6. USSD employees should always strive to obtain the lowest possible airfare. USSD will only reimburse economy class on airlines.
7. The business purpose of each trip must be adequately explained on the expense report.
8. Mileage will be reimbursed at the standard IRS rate currently in effect.
9. Project/account codes must be identified for all expenditures.
10. For all meals and other business expenditures, the following must be clearly identified:
 - a. Names, titles, organizations and business relationships of all persons entertained.
 - b. The business purpose of the meal.
 - c. A detailed receipt.
11. All expense reports must be signed and dated by the employee.
12. All staff expense reports must be approved by the Executive Director or in the case of the Executive Director, the President or Secretary-Treasurer.

5.5. REIMBURSABLE EXPENSES

The following are reimbursable expenses, as long as they are in compliance with the applicable provisions of this Policy, and are for business purposes:

- Hotel charges and related tips
- Airfare, train fare, bus fare, taxicabs, and related tips
- Meals, including tips up to 20%
- Business telephone calls
- Charges for internet connectivity at the hotel or motel for business related purposes
- If the employee does not have a mobile phone, once daily calls home of a reasonable length while travelling on USSD business
- Car rental expenses (fuel, etc.)
- Personal mileage, if using own vehicle (at the effective IRS Standard Mileage Rate)
- Toll and parking charges
- Conference and convention fees
- Business center costs (i.e., copying, faxing, etc.)
- Reasonable business entertainment expenses
- Overweight and/or excess baggage is allowed if it's for USSD business
- Other reasonable and necessary business expenses, not specifically excluded by this section

The following expenses are not reimbursable:

- Airline club dues
- First class airfare or Economy Plus upgrade
- In-flight movies/refreshments
- Hotel room movies and other forms of personal entertainment
- Health spa services, gym fee, e.g. massages, manicures, personal training
- Child or pet care costs
- Barbers/hairstylists
- Traffic fines
- Fuel and/or insurance for personal car
- Tips in excess of 20% and/or tips in addition to pre-applied gratuity
- Luggage or briefcases
- Laundry and/or dry cleaning expenses
- Alcohol, unless consumed during legitimate business-related activities
- Parties and gifts for USSD employees
- Reimbursement for personal miles in excess of the cost of airfare to the same destination

5.6. TRAVEL IN PERSONAL VEHICLE

Reimbursement will be made for local use of personal automobiles. This includes IRS mileage rate, parking fees and tolls. Employees should have a driver's license, the minimum insurance required under state law and current proof of insurance in their possession while operating a

vehicle on company business. If a traveler is involved in an accident in a personal car, the cost involved for damages or claims is the traveler's responsibility.

When auto travel is the best means of transportation to an out-of-town destination, expenses may be reimbursed at the IRS mileage rate. If an employee elects to use a personal automobile in lieu of air transportation, reimbursement will only extend to the cost of air travel as presented in this policy. Employees are required to properly insure personal vehicles. If a traveler is involved in an accident in a personal care, the cost involved for damages or claims is the traveler's responsibility.

5.7. SPOUSE/PARTNER TRAVEL

The USSD will not reimburse any employee for separate travel costs (air fare, etc.) associated with his/her spouse or partner. The cost of a shared hotel room need not be allocated between the employee and spouse/partner for purposes of this policy.

5.8. AIRLINE REWARDS/HOTEL STAY AWARDS PROGRAMS

The employee retains airline miles earned and hotel stays while traveling on business. This does not include "cash back" credits received on USSD issued credit cards. The USSD will not pay for any fees to participate in the awards program. Personal upgrades using the awards program on USSD travel are at the discretion of the employee as long as no additional costs are transferred to USSD.

5.9. REIMBURSEMENT FOR ENTERTAINMENT EXPENSES

The Executive Director is authorized for reimbursement of entertainment expenses when the following criteria are met:

- Entertainment is for the planning or promotion of USSD and supports efforts toward a USSD Strategic Objective identified by the Board;
- Expenditures are within a dollar amount considered appropriate to a reasonable person.