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## Section 1 – Name of Organization

The name of the organization is the United States Society on Dams hereinafter referred to as the “Society”.

## Section 2 – Fiscal Year

The fiscal year of the Society shall be the calendar year.

## Section 3 - Board of Directors

### Section 3.01 General Powers

The Board of Directors shall constitute the governing body of the Society. The Board shall manage the business and affairs of the Society. It shall have all powers necessary to carry out the objectives of the Society as set forth in the Articles of Incorporation, these Bylaws, and as may be allowed by law. The Board shall have the authority to hire and dismiss an executive director.

### Section 3.02 Composition of the Board of Directors

#### a) Voting Members

The Board of Directors shall consist of not less than twelve (12) and not more than sixteen (16) elected Directors and Officers. The Board of Directors reserves the right to temporarily increase positions based upon organizational needs.

#### b) Non-voting Members of the Board of Directors

Non-voting members of the Board of Directors shall be the Immediate Past-President and Executive Director and shall not count towards establishing a quorum.

### Section 3.03 Positions and Terms

#### a) Directors

Each Director shall hold office for a term of three (3) years. No Director shall serve for more than two (2) consecutive elected terms or six (6) consecutive years, except that a Director may serve eight (8) consecutive years, if necessary, to permit that Director to serve the full two-year term as President. After two (2) terms, a director must wait a period of five (5) years before returning to the Board for a single term. Director terms shall begin and end at the end of the annual conference, respectively. In the event of a tie vote, the Board shall, in its sole discretion, determine the outcome of the election.

#### b) Officers

The officers of the Society shall consist of the President, Vice President, Secretary, Treasurer, and Executive Director.

**a. President**

The President shall serve a two (2)-year term and must have previously served as Vice President, Secretary or Treasurer.

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. The President shall be the principal officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel consistent with policies established by the Board of Directors. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board. The President may authorize and approve expenditures and take such other steps as he or she shall deem necessary to advance the purposes of the Society, provided such steps do not exceed the scope of authority granted by these Bylaws.

**b. Vice President**

The Vice President shall serve a one (1)-year term and must have previously served as Secretary or Treasurer.

The Vice President's role shall consist of, but not be limited to the following duties:

- i. Assume and perform the duties of the President whenever the President is incapacitated, unavailable, or due to extenuating circumstances as determined by majority vote of the Board of Directors.
- ii. Provide support and continuity for the transition from one president to the next.
- iii. Oversee committees, regularly reviewing committee activities and progress.

**c. Secretary**

The Secretary shall serve a one (1)-year term and may be eligible to serve a second one (1)-year term.

The Secretary's role shall consist of, but not be limited to the following duties:

- i. Provide oversight to ensure that adequate records of meetings of the membership and of the Board of Directors are maintained.
- ii. Perform other duties as delegated by the President or the Board of Directors.
- iii. Provide oversight in maintenance and revisions of the Operations Manual and Bylaws.

**d. Treasurer**

The Treasurer shall serve a one (1)-year term and may be eligible to serve a second one (1)-year term.

The Treasurer's role shall consist of, but not be limited to the following duties:

- i. Ensure adequate maintenance of accounts and disposition of funds;
- ii. Perform other duties as delegated by the President or the Board of Directors.
- iii. Serve as Chair of the Finance Committee.
- iv. Assist the Executive Director in the preparation of the annual budget.
- v. Advise the Board of Directors on matters related to fiscal policy, records retention and fraud-protection and conformity to generally established accounting principles.

**e. Executive Director**

The Executive Director serves as the chief executive of the Society in accordance with these Bylaws, the Operations Manual, and the Employment Contract. The Executive Director is responsible for the active daily management of the affairs of the Society and its interactions with the Central Office of the International Commission on Large Dams (ICOLD). The Executive Director serves at the discretion of the Board of Directors and reports directly to the USSD President.

**f. Immediate Past President**

The immediate past president shall be a non-voting member of the Board of Directors and may serve as the primary liaison between the USSD and ICOLD.

## **Section 3.04 Election of Directors and Officers**

Elections for Directors shall take place prior to the annual conference each year. Elections for Officers shall take place at a Board meeting held in conjunction with or prior to the Annual Conference to ensure that USSD officers are elected prior to the ICOLD Annual Meeting. Newly elected Directors and Officers shall assume the duties of office upon conclusion of the annual conference during which such officer is elected. Each Director and Officer shall hold office until a successor shall have been duly elected and qualified, until he or she shall resign or shall have been removed in the manner hereinafter provided or as may be allowed by law, or until death.

Annually, the President shall appoint two (2) Nominating Committees. Deviations from the makeup of these committees may be reviewed and approved by the Board of Directors prior to the onset of the nominating process which is governed by the Election and Nominating Policy:

a) Directors Nominating Committee shall include:

- The immediate Past President, who shall serve as Chair of the Committee
- One outgoing Board Member
- One Board Director with 1 or more years remaining in their term
- Two non-Board members of USSD
- Executive Director serving as a non-voting member

b) Officers Nominating Committee shall include:

- The current President, who shall serve as Chair of the Committee.
- The Immediate Past President
- One outgoing Board Member
- One Board Director with 1 or more years remaining in their term
- The Executive Director serving as a non-voting member.

## **Section 3.05 Meetings**

Meetings of the Board of Directors shall be held at least once per quarter. One meeting shall be held at the beginning of the Annual Conference. The date, method, location, date, and time of meetings will be designated by the President with input from the Board.

### **Section 3.06 Annual Business Meeting**

A meeting held prior to or in conjunction with the annual conference shall be designated as the “Annual Business Meeting” at which formal annual business is conducted. This meeting will be open to all USSD members in good standing.

### **Section 3.07 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.

### **Section 3.08 Notice**

Written notice of any special meeting of Directors shall be delivered personally, by electronic methods, or by mail to each Director and Officer at that their designated contact at least three (3) business days prior to the meeting. Any Director or Officer may waive notice of any meeting. The attendance of a Director or Officer at any meeting shall constitute a waiver of notice of such meeting, except where a Director or Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular 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 or as may be required by law.

### **Section 3.09 Quorum**

Two-thirds (2/3) of the current voting Directors and Officers shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

### **Section 3.10 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 and Officer present at a meeting at which a quorum is present shall be the act of the Board of Directors.

### **Section 3.11 Action Without Meeting**

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 in accordance with Section 7-128-202 of the Colorado Revised Nonprofit Corporation Code .

## **Section 3.12 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 electronic conference by which all Directors and Officers participating may hear each other during the meeting. Such participation shall constitute presence in person at the meeting.

## **Section 3.13 Vacancies**

Vacancies caused by resignation, death, removal may be filled at any time by a majority vote of Directors then sitting. A Director, so elected, shall be a voting Director and such service shall not affect the Director's ability to serve for two (2) consecutive elected terms or for six (6) consecutive years.

## **Section 3.14 Resignation**

Any Director or Officer of the Society may resign at any time by giving written notice to the President, Vice President, Secretary, or the Treasurer of the Society. The resignation of any Director or Officer 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.

## **Section 3.15 Removal**

Directors may be removed as set forth in Section 7-128-108 of the Colorado Revised Nonprofit Corporation Code.

## **Section 3.16 Compensation**

Directors shall not receive any compensation from the Society for serving on the Board. The Board of Directors may approve expense reimbursements to individual Directors for activities conducted on behalf of the Society.

# **Section 4 - Committees**

## **Section 4.01 Board Committees**

Except as may be stated herein, 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 Act. The Board of Directors may designate Standing Committees as it considers necessary to promote and carry out the objectives of Society.

The Board of Directors may terminate, combine, or otherwise modify any of the committees, which have been established by its prior action.

#### **Section 4.02 Executive Committee**

The Executive Committee shall be a Standing Committee and shall consist of the President, Vice President, Secretary, Treasurer, immediate Past President, and the Executive Director. The Immediate Past President and Executive Director are non-voting members of the Executive Committee. Between meetings of the Board of Directors, the Executive Committee shall exercise limited powers as granted by the Board. The designation and appointment of the Executive Committee and the delegation thereto of authority shall not override the authority of the Board of Directors, nor operate to relieve the Board of Directors or any individual Directors of any responsibility imposed upon it or them by law.

#### **Section 4.03 Non-Board Committees**

Non-Board committees, designated as general membership, technical, or operating committees, may be established by the Board of Directors. Committees may not exercise the authority of the Board but have only such duties and authority as provided by the Board. Individual Directors and Officers may serve on these non-Board committees. No Director or Officer shall serve simultaneously on more than one (1) technical or operating committee. Conference Technical Program Planning Committee and Ad Hoc Committee participation is exempt from this requirement. Other exemptions may be considered and approved by a majority vote of the Board.

#### **Section 4.04 Committee Leadership and Membership**

Committee leadership as defined as Chair, Vice-Chair, and Young Professional Vice Chair, shall be appointed from within the membership of the committee and approved by the Board of Directors. Committee leaders and active members of the committees must be members of USSD. From time to time, non-members selected for their technical expertise will be permitted to participate as an advisor to a committee.

#### **Section 4.05 Powers of Committees**

No committee may act for the Board in respect to expulsion of members or take any action that will result in a change in the number of Directors, nor shall a committee have the authority of the Board of Directors in reference to the: (1) amending, altering, or repealing these Bylaws, (2) electing, appointing or removing any member of a committee, or any Director or officer of the Society, (3) amending the Articles of Incorporation, (4) adopting a plan of merger or adopting a plan of

consolidation with another corporation, (5) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Society, (6) authorizing the voluntary dissolution of the Society or revoking proceedings therefore, (7) adopting a plan for the distribution of the assets of the Society, (8) amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by a committee, (9) entering into contracts or agreements (verbal or written); or (10) modifying, disapproving or withholding a recommendation or report of a committee of the Society, which is presented to the committee for submission to the Board of Directors, or which requires Board action, without reporting such action by the committee to the Board with reasons therefore.

## **Section 5 - Indemnification**

The Society shall indemnify Eligible Persons in accordance with Section 7-129 of the Colorado Revised Nonprofit Corporation Code and as stipulated in the Society's Directors and Officers Insurance coverage. It is the intention of the Society that anyone acting on behalf of the Society be given all of the legally permissible protections available as an agent under this Section.

## **Section 6 - Insurance**

The Society may purchase and maintain insurance on behalf of any and all of its Eligible Persons, including any Eligible Person who has served at its request as a Director, Officer, or agent of another entity or organization, against any judgments, fines, amounts paid in settlement or expenses (including attorney's fees and expenses) actually and necessarily incurred by them in connection with any proceeding in which they, or any of them, are made or threatened to be made parties by reason of having been acting in any duly authorized capacity for the Society directly or indirectly.

## **Section 7 - Membership**

### **Section 7.01      Membership Qualifications**

Membership shall be open to those individuals and organizations that have a recognizable interest in the furtherance of the objectives of the Society as set forth in the Articles of Incorporation of the Society and shall carry on their business or profession in a fully ethical manner and in conformity with generally accepted principles of conduct.

### **Section 7.02      General Membership Dues**

For the purpose of defraying the expenses of USSD, dues shall be established by action of the Board of Directors.

## **Section 7.03 Member Rights**

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

### **a) Application and Dues**

- a. Any individual or business desiring to become a Member of the Society shall apply to do so, using the approved forms and process outlined by the Society for that purpose. Applications must be accompanied by the applicable dues for membership. The dues are reviewed and subject to adjustment by the Board of Directors as needed.
- b. The Board of Directors shall establish, and may change from time to time, the amounts of dues required to be paid by Members. No individual or business shall be permitted to become or remain a member of the Society without paying the required dues. Members whose dues are more than ninety (90) days in arrears may be terminated as Members and may not be reinstated until dues are paid in full. Members that have been suspended or terminated may not vote or serve on the Board or any committee.

### **b) Voting**

- a. Members, in good standing, of the Society shall have the right to vote according to the guidelines outlined in the election process.

### **c) Resignation or Termination of Membership**

- a. Any Member may resign by filing a written notice of resignation with the Secretary of the Corporation or with such other person as the Board shall designate from time to time. However, such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.
- b. Membership in the Society shall terminate upon the resignation of a Member or upon its termination for failure to pay dues. In addition, Membership in the Society shall terminate upon its expulsion from membership for violation of the Bylaws or commission of any act injurious to the reputation and standing of the industry or the Society as determined in the sole discretion of a majority of the Board. The decision of the Board shall be final and may not be challenged in any other forum. No termination of membership shall be made by the Board unless written notice of such proposed action and the grounds therefor shall have been given to such Member at least thirty

(30) days prior to the taking of such action and such Member shall have been afforded a reasonable opportunity to be heard before the Board.

- c. Upon resignation or expulsion from the Society, any and all rights and privileges of membership, and any interest in the property or other assets of the Society, shall be forfeited.
- d. Resignation, suspension, or expulsion from membership shall not relieve the former Member from liability for any unpaid dues or other duly assessed fees or charges. To reapply for membership, all back dues must be paid in full before membership may be approved, except as determined by the Board.

## **Section 8 - Corporate Seal**

The Board of Directors may 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”.

## **Section 9 - Amendment to Bylaws**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Directors present at any meeting. Such amendment does not require approval of the members and the members shall not have the right to amend the Bylaws.