

BYLAWS OF CLEAN WATER HELP

Article I. Name

The name of this organization shall be Clean Water Help, hereinafter designated as “the Organization”.

Article II. Vision, Mission, and Purpose

Section 1. Vision Statement

The Organization envisions a world where:

1. Every human has access to clean, safe, and affordable drinking water.
2. Fisheries and farms can be sustainable without sacrificing profits, providing high-quality nutrition and economic opportunities. Nutrients improve yields without promoting toxic algae blooms.
3. Wetlands and aquatic ecosystems are protected and cherished for the benefits they provide to society and the environment.
4. Pollution prevention is proactive rather than reactive or neglected.
5. Education is prioritized, creativity is nurtured, and children grow up to be thought leaders who discover innovative solutions that change the world.
6. Recreational water bodies like lakes, rivers, and beaches are beautiful, safe, enjoyable, and free from pollution. These water bodies promote tourism and enhance the local economy.

Section 2. Mission

The mission of the Organization is to unite industries, universities, governments, non-profits, and intergovernmental organizations to identify and apply scientific, sustainable, and cost-effective solutions to improve water resources throughout the world.

Section 3. Purpose

The purpose of the Organization is to restore, protect, and manage water resources as well as promote the education and advancement of aquatic science.

The Organization, which is organized under the Non-Profit Corporation Act of North Carolina, shall operate exclusively for charitable, educational, and scientific purposes and in a manner

consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) or successor provisions of the Internal Revenue Code.

Article III. Objective

The objectives of the Organization are to:

1. Promote an integrated approach to water resource management that addresses the root of the underlying issue(s) and employs cost-effective and scientifically validated solutions.
2. Facilitate collaboration among non-profit organizations, governments, international organizations, universities, and industries to restore, protect and enhance access to water resources.
3. Encourage and promote education and advancement of science related to water resource management.

Article IV. Membership

Section 1. Membership

The Organization shall not have members.

Section 2. Non-Voting Affiliates

The Board may approve classes of non-voting affiliates, including with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Organization. Affiliates may include volunteers of the Organization. Affiliates may also include advisors of the Board, hereinafter designated as “Advisors”. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate’s consent. At the discretion of the Board, affiliates may be given endorsements, recognition, and media coverage at fundraising events, conferences, other events, or online social media. Affiliates have no voting rights and are not members of the Organization.

Article V. Board of Directors

Section 1. Board Composition

The affairs of the Organization shall be managed by a Board of Directors, hereinafter collectively designated as “the Board” and individually designated as “Board Members”, under such rules as the Board may determine, subject to the specific conditions of these Bylaws.

Section 2. Board Officers

The Board shall consist of a minimum of three primary members: the President, Vice-President and Secretary, and Treasurer, hereinafter designated as “Board Officers”. The duties of the Board Officers are as follows:

1. President:
 - a. Presides over Board meetings
 - b. Co-authors Board meeting agendas with the Executive Director
 - c. Ensures the integrity of the Organization
 - d. Supports/supervises the Executive Director
 - e. Leads Board and staff evaluations
2. Vice President and Secretary
 - a. Serves as President when the President is absent
 - b. Records attendance at Board meetings
 - c. Records and distributes Board minutes, including board attendance.
 - i. This duty may be delegated.
 - ii. Board meetings can be recorded.
 - d. Maintains accurate records.
3. Treasurer
 - a. Serves as President when the President and Vice-President are absent
 - b. Creates and tracks an annual budget
 - c. Verifies reported expenses
 - d. Audits financial records of the Organization
 - e. Monitors the Organization’s financial status
 - f. Approves program funding

Additional Board Officers may be added as needed. The Vice President and Secretary position may be split into two separate positions if determined to be of value to the Organization.

Section 3. Additional Board Members

Additional Board Members shall be elected by the Board through a majority vote and shall serve as topic experts, as specified by the Bylaws. The Board is limited to a maximum of 25 members.

All Board Members and Board Officers have equal voting rights. In the event of a tie vote, the President shall have the deciding vote. In the event of a tie and the absence of the President in the vote, the Vice President shall have the deciding vote. In the event of a tie and the absence of the President and Vice President in the vote, the Treasurer shall have the deciding vote.

Board Member terms are for two years and Board Members can be re-elected indefinitely. Board Members can be voted off of the Board by a majority vote.

Section 4. Executive Committee

The Board may, by a majority vote, designate two (3) or more Board Members to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Organization, except with respect to:

1. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of the Board.
2. The filling of vacancies on the Board or on any committee which has the authority of the Board.
3. The fixing of compensation of the members for serving on the Board or on any committee.
4. The amendment or repeal of Bylaws or the adoption of new Bylaws.
5. The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
6. The appointment of committees of the Board or the members thereof.
7. The expenditure of Organization funds to support a nominee for member after there are more people nominated for a Board position than can be elected.
8. The approval of any transaction to which the Organization is a party and in which one or more of the members has a material financial interest.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the Organization's records, and report the same to the Board from time to time as the Board may require.

Section 5. Special Committees

The Board may appoint special committees with Board Members, employees, and/or affiliates that focus on specific topics related to the Organization's activities. Each special committee shall have a chair who will lead each special committee meeting. The Executive Director and all Board Officers shall be invited to each special committee meeting, unless otherwise prohibited by the Board. Each special committee may also have a vice-chair who will serve as the chair in the absence of the special committee chair. The Board may appoint a special committee to govern the operational activities of the Organization.

Section 6. General Powers

The Board shall oversee the general direction, business, and affairs of the Organization. The Board delegates the responsibility for day-to-day operations to the Executive Director of the Organization. Specific powers of the Board include, but are not limited to:

1. Defining the mission, goals, and objectives of the Organization, and assigning priorities among the goals and objectives when needed.

2. Selecting the Organization's Executive Director and periodically reviewing their performance.
3. Approving major personnel policies.
4. Reviewing and approving the Organization's annual budget.
5. Establishing general fundraising policies.
6. Reviewing and evaluating the Organization's performance towards its mission.
7. Reviewing and approving programs that use revenue to advance the mission of the Organization.

Article VI. Employees

The employees shall be responsible for day-to-day operations of the Organization, which include securing funding opportunities and generating revenue that can be used to support the mission of the Organization. The Executive Director shall be responsible for managing the operation and shall direct the employees. The Executive Director shall nominate candidates for employed positions within the Organization. A majority vote by the Board shall be required to appoint a new employee. Employee salaries shall be determined by the Board and reviewed by the Board at the annual Board meeting.

Article VII. Financial Oversight

The fiscal year of the Organization shall be from January 1 to December 31 of each year.

At the annual Board meeting, the Board shall vote to determine the annual operating budget for the Organization, which can be used to advance the mission of the Organization without oversight from the Board. The Board can also vote to approve changes to the annual operating budget for the Organization at any time.

The Board shall have complete oversight of the use of revenue generated by the Organization from operations and donations, but must adhere to clauses of donor-restricted contributions. Grants and contracts that generate revenue for the Organization are not governed by the Board. Only the Executive Director can enter into legally binding contracts on behalf of the Organization, unless there is a conflict of interest present or unless otherwise determined by the Board. In the event of a conflict of interest between the Executive Director and a third party, the President of the Board may sign on behalf of the Organization or may determine an employee or Board Member who is authorized to sign. Board approval shall be required for any loans or contracts that involve the undertaking of debt. The Executive Director must provide regular updates to the Board about proposals for funded work such as grants and contracts and must immediately notify the Board of all contractual obligations.

All programs that are not governed by donor restrictions, contracts, or grants must be approved by the Board before proceeding. The Organization prohibits excess benefit transactions and all

expenditures of Organization funds must not exceed the fair market value for goods or services. The finances of the Organization shall be made available to the public for full transparency.

Article VIII. Conflicts of Interest

The Organization has not been formed for the making of any personal financial gain. The Organization's assets and income shall only be used to promote the mission of the Organization.

Board Members, employees, affiliates, and volunteers may be employed by outside organizations that have working relationships with the Organization. When the Organization considers providing funding to an outside organization (or vice-versa), Board Members, employees, and volunteers with conflicts of interest may not participate in discussions regarding the awarding of funding and must be excused from a meeting during the discussion and motions to award contracts. All Board Members who have conflicts of interest shall refrain from voting on any related motion. Board members, employees, and volunteers may serve as independent contractors of the Organization or their employers may be contracted for goods or services, as long as there is a fair and transparent bidding process and selection of contract recipient(s) is objective. Board Members and employees must sign a conflict-of-interest disclosure before participating in Organization activities with outside organizations in which they or their immediate family have financial interests. Board Members and employees can solicit donations from an organization without disclosing a potential conflict of interest.

Article IX. Meetings

Section 1. Board Meetings

An annual meeting of the Board shall be held in January to review the previous fiscal year's progress and to approve the annual budget of the Organization. In addition to the annual meeting of the Board, the Board shall meet at least two times per calendar year for ongoing updates and guidance of the Organization. The Executive Director shall be invited to attend all Board meetings, unless otherwise prohibited by the Board. The Board may determine that employees and/or affiliates of the Organization may also be invited to attend Board Meetings. Only Board members may vote at meetings.

Section 2. Executive Committee Meetings

The Executive Director or Board President may call and lead a meeting of the Executive Committee to address a significant operational activity or initiative.

Section 3. Meeting Agenda and Voting

The agenda for each meeting will be drafted by the Board President and the Executive Director and include motions to the board. An effort will be made to determine a time that accommodates the schedule and time zone of all voting members. Notice of a meeting with the time and date will be provided to all voting members no fewer than 10 days before the meeting. The agenda will be disseminated to all meeting attendees at least 5 days before the meeting occurs. All meetings will be held remotely. A summary of the minutes will be documented and provided to the meeting attendees after each Board meeting.

Due to the international composition of the Organization, it is anticipated that not all Board Members will be able to attend meetings and will be informed by ongoing activities through the meeting minutes. If scheduling conflicts occur and the agenda contains topics of interest, Board Members, employees, and affiliates can provide their perspectives in writing to the Executive Director, the Board President, the Vice President and Secretary, and the Treasurer so that their perspectives can be shared in the meeting. If a Board Member cannot attend the meeting but wishes to vote on a motion that is contained within the agenda, the Board Member can vote using unanimous written consent, including verified email addresses.

If a Board Member or the Executive Director believes there is a need for a rapid response or does not believe there is a need for a formal meeting, this person can send the motion request and a summary of the reason for the request to the Board President, the Vice President and Secretary, and the Treasurer. If the Board President determines that the motion can be positioned to the Board without a formal meeting, Board Members will be sent the summary of the reason for the request and allowed to vote on the motion using unanimous written consent, including verified email addresses, within the timeline determined by the Board President.

Section 4. Action by Majority Written Consent Without Meeting

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if a majority of the Board Members individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a majority vote of the Board.

Article X. Rules of Order

Discussions of topics and motions to the Board can be made by any attendees of a Board meeting, but only Board Members have voting rights. The Board President governs all Board meetings and ensures that discussions are focused and that attendees are cooperative. If a meeting attendee is disruptive, the Board President can remove the attendee from the meeting. Profession etiquette is mandatory for all meeting attendees and disruptive behavior is grounds for removal from the Organization.

Article XI. Stipulations of the Organization

Section 1. Limitations of Activities

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Confidentiality Policy for Employees, Volunteers and Board Members

Respecting the privacy of collaborators, clients, donors, members, employees, affiliates and of the Organization itself is a basic value of the Organization. Personal and financial information that is marked as confidential and should not be disclosed or discussed with anyone without permission or authorization from all parties involved. Care shall also be taken to ensure that unauthorized individuals do not overhear any discussion of confidential information and that documents containing confidential information are not left in the open or inadvertently shared.

Employees, affiliates and Board Members of the Organization may be exposed to information which is confidential and/or privileged and proprietary in nature. It is the policy of the Organization that such information must be kept confidential both during and after employment or affiliation with the Organization. Employees, affiliates, and Board Members are expected to return materials containing privileged or confidential information at the time of separation from employment or expiration of service.

Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person(s) who made the unauthorized disclosure to appropriate discipline, including, but not limited to removal from the Organization.

Article XII. Dissolution Clause

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the

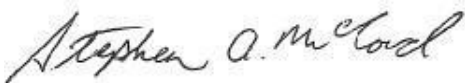
corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIII. Amendments

Amendments to the Bylaws may be proposed by any member of the Organization. Amendments to the Bylaws can be voted on at a Board meeting or an executive committee meeting. Appropriate notice to all Board Members must be made at least 10 days in advance of the meeting and votes can be submitted electronically by Board Members in advance of the meeting if they cannot attend. Amendments to the Bylaws will be confirmed by a majority vote by the Board and promptly submitted to the appropriate authority by the Organization's registered agent.

THIS IS TO CERTIFY that these Bylaws were approved and adopted by the Board of Directors for Clean Water Help on the 15th day of March, 2024.

By:



President

ATTEST:



Vice President and Secretary