

Water.org Board of Directors | Bylaws

ARTICLE I. Office and Registered Agent

1. **The Corporation.** Water.org, Inc. (the "Corporation") is a nonprofit corporation organized under the North Carolina Nonprofit Corporation Act.
2. **Principal Office.** The principal office of the Corporation shall be in Kansas City, State of Missouri or such other location as determined by the board of directors of the Corporation (the "Board").
3. **Registered Office and Agent.** For so long as the principal office of the Corporation is in the State of Missouri, the Corporation shall have and continuously maintain a registered office and a registered agent (the "Registered Agent") in the State of Missouri, as required by the Missouri Nonprofit Corporation Act. The location of this registered office and the name of the Registered Agent in the State of Missouri shall be as stated in the Articles of Incorporation or as may be determined from time to time by the Board pursuant to the applicable provisions of law. The Registered Agent shall be either an individual resident of the State of Missouri or a corporation authorized to transact business in the State of Missouri. In addition, the Corporation shall maintain a registered office and Registered Agent in the State of North Carolina, its state of incorporation. The Registered Agent shall be either an individual resident of the State of North Carolina or a corporation authorized to transact business in the State of North Carolina.
4. **Records.** The Corporation shall keep, as permanent records, minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board. The Corporation shall maintain appropriate accounting records. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

ARTICLE II. Board of Directors

1. **Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board except as otherwise expressly provided by law or in the Articles of Incorporation of the Corporation.
2. **Number.** Unless and until changed by the Board as hereinafter provided, the number of directors to constitute the Board shall not be fewer than three (3) or greater than twenty-five (25), including the Chief Executive Officer of the Corporation (the "CEO") who shall serve ex officio as a member of the Board with full voting rights. The chair of the Board (the "Chair") shall have the power to change the number of directors as deemed necessary throughout the year until adopted by the directors at the annual meeting; provided, however, that in no event shall the number of directors expand or contract beyond the numbers specified above. All directors must be natural persons.
3. **Elections and Term of Office.** The term of each director elected by the Board shall commence immediately and shall continue for a term of three (3) years. Directors may be elected to serve no more than:
 - a. Three (3) consecutive 3-year terms if such director does not serve on the Executive Committee during its tenure on the Board; or
 - b. Four (4) consecutive 3-year terms if such director serves on the Executive Committee at any time prior to the expiration of its third consecutive term. If Management determines that for strategic or tactical reasons having a given board member stay on

for another term would add value to the organization, management can recommend to the Nominating & Governance committee that said board member be nominated for an additional term. If supported by the Nominating & Governance committee, the board member renewal would be put to a vote of the full board.

- c. After serving the terms mentioned in items a. and b. above, the director shall circle off the board for a period of at least one year.
4. **Vacancies and Resignations.** Vacancies on the Board resulting from the death, resignation, removal, incapacity, or disqualification of a director, or by reason of the failure of an elected director to accept the office of director, shall be filled by the Chair and shall subsequently be ratified by the Board at the next annual meeting. The term of office of any director elected to fill a vacancy shall not commence until the director-elect gives written acceptance or participates in the affairs of the Corporation at a meeting of the Board and shall continue until the end of the term of the vacancy for which he or she was appointed to fill. Any director may resign at any time by giving written notice to the Chair and the CEO; such resignation shall take effect at the time specified therein, or, if no time is specified, at the time provided to the Chair.
5. **Removal.** Any director may be removed from the Board, with or without cause, by a two-thirds (2/3) vote of the Board at any regular or special meeting of the Board called expressly for that purpose.

ARTICLE III. Meetings of the Board

1. **Place of Meetings.** Meetings of the Board may be held at any place within or without the State of North Carolina as the Board may designate and may include meetings held by electronic means including but not limited to conference calls, video conferencing, or similar means of remote communication through which all persons participating can simultaneously hear and communicate with each other. Any director not present at any meeting may participate by remote communications and can vote by electronic transmission only after reasonable measures have been taken to verify that the person voting is a director. Such participation shall be equivalent to presence in person at a meeting for all purposes.
2. **Semi-Annual Meetings.** Semi-annual meetings of the Board shall be held in person at such time, date, and place as designated by the Board. The "Annual Meeting" shall be the in-person board meeting held closest to the beginning of the Corporation's fiscal year.
3. **Special Meetings.** Special meetings of the Board may be called at the direction of the Chair or by a majority of all directors then in office (the "Entire Board"), to be held at such time, date and place and by such method as shall be designated in the notice of the meeting.
4. **Quorum and Attendance.** Unless otherwise required by law or provided elsewhere in these Bylaws, the presence (physically or by remote communication) of a majority of the Entire Board of Directors shall constitute a quorum for the transaction of business of the Board at all meetings; provided, however, that in no event shall fewer than two directors constitute a quorum.
5. **Notice.** Notice of the time, date, place, and method of any meeting of the Board shall be provided to all directors by mail, facsimile, or electronic mail and shall be deemed given when issued or mailed. The Chair may call a meeting at any time; however, at least twenty-four (24) hours' notice shall be given and all attempts will be made to ensure that all

directors receive notice in time and are available to attend the meeting. The purpose for which any special meeting of the Board is called shall be stated in such notice.

6. **Manner of Acting.** Except as otherwise expressly required by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is achieved shall constitute the act of the Board. Each director shall have one (1) vote.
7. **Unanimous Written Consent in Lieu of a Meeting.** The Board may take action without a meeting if written consent to the action, either in person or by electronic transmission, is signed by all of the directors and filed with the records of the Corporation.

ARTICLE IV. Board Officers

1. **Board Officers.** The officers of the Board shall consist of the Chair, a Vice Chair, Treasurer, and Immediate Past Chair. When conditions warrant, individuals may serve in two positions simultaneously. The Board may have other officers as the Board may deem necessary and such officers shall have the duties and authority prescribed by the Board.
2. **Election of Board Officers and Term of Office.** Every odd-numbered year at the annual meeting, the Board shall elect its officers from among its members to serve at the pleasure of the Board for a two-year term or until their earlier death, incapacitation, disqualification, resignation, or removal. Officers of the Board may hold office for unlimited terms, subject to the limitations on Board tenure set forth in Article 11 Section 3 above.
3. **Resignation.** Any officer of the Board may resign at any time by giving written notice to the Chair and the CEO. Such resignation shall take effect at the time specified in the notice, or if no time is specified then upon the appointment of a replacement.
4. **Removal.** Any officer of the Board may be removed from such office, with or without cause, by a two-thirds (2/3) vote of the directors present at any regular meeting or special meeting called expressly for that purpose.
5. **Vacancies.** The Board shall fill any vacancies in any office of the Board at any annual or regular meeting or at any special meeting called expressly for that purpose. The person or persons elected to fill any such vacancy shall serve at the pleasure of the Board through the remainder of the two-year officer term or until such person's earlier death, incapacitation, disqualification, resignation, or removal.
6. **Duties of Chair.** The Chair shall preside over all meetings of the Board at which the Chair may be present and perform such other duties as the Board may assign.
7. **Duties of Vice Chair.** The Vice Chair of the Board shall work in cooperation with the Chair and shall perform such duties as the Board may assign. In the event of the death of or during the absence, incapacity or inability or refusal of the Chair to act, the Vice Chair shall be vested with all powers and perform all the duties of the Chair until the Board otherwise provides.
8. **Duties of Treasurer.** The Treasurer shall assist the CFO and financial personnel in the preparation of financial reports to be provided to the Board, Chair the Board Audit Committee, and perform such other duties as the Board may assign.

ARTICLE V. Corporate Officers

1. **Corporate Officers.** The executive officers of the Corporation shall include a Chief Executive Officer ("CEO"), President, Chief Operating Officer ("COO"), Chief Financial Officer ("CFO"), and Secretary and may include a Chief Program Officer and such other officers and assistant officers as the Board may determine. Executive officers of the Corporation may be referred to by alternative titles as determined by the Board and shall have the duties and authority prescribed by these Bylaws and as may be prescribed by resolution of the Board.
2. **Election and Term of Office.** Except as otherwise provided in these Bylaws, the executive officers of the Corporation shall be elected by the Board and shall serve at the pleasure of the Board. The President and COO shall be appointed by the CEO and shall serve at the pleasure of the CEO. The Secretary shall be elected from among the members of the Board in the same manner and for the same term as officers of the Board.
3. **Resignation.** Any officer may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified in the notice or, if no time is specified, immediately.
4. **Removal.** The Board may remove any officer of the Corporation at any time with or without cause; provided, however, that the President and COO may only be removed by the CEO.
5. **Vacancies.** A vacancy in any office shall be filled by the Board; provided, however, that a vacancy in the office of President or COO shall be filled by the CEO.
6. **Duties of the CEO.** The CEO shall be the chief executive officer of the Corporation and shall be responsible for the general management and supervision of the property, business and affairs of the Corporation, subject to the authority of the Board. The CEO shall be responsible for ensuring that all orders and resolutions of the Board are carried into effect unless the Board expressly delegates specific power to another officer of the Corporation.
7. **Duties of the President.** The President shall have the general duties and responsibilities of a president and shall be appointed by, and be accountable to, the CEO. The President shall have such authority as delegated by the CEO and shall perform such duties as the CEO may assign.
8. **Duties of the COO.** The COO shall have the general duties and responsibilities of a chief operating officer and shall be appointed by, and be accountable to, the President. The COO shall have such authority as delegated by the President and shall perform such duties as the President may assign.
9. **Duties of CFO.** The CFO shall be responsible for and oversee all financial affairs and administration of the Corporation and maintain all financial records of the Corporation. The CFO shall have the general duties, powers, and responsibilities of the chief financial officer of a corporation and shall have and perform such other duties, responsibilities and authorities as may be assigned from time to time by the Audit Committee and the Board.
10. **Duties of Secretary.** The Secretary of the Corporation shall attend all meetings of the Board and shall prepare or cause to be prepared minutes of all proceedings at such meetings. The secretary shall ensure that all minutes, papers, and records of the Corporation are preserved and, upon request, shall furnish to the Board a full, true, and correct copy of any minutes, papers, or records of the Corporation. The secretary shall

perform similar duties for any committee when requested. The secretary shall exercise and discharge the general duties, powers and responsibilities of the secretary of a corporation, and shall exercise and discharge such other or further duties or authorities as may be prescribed elsewhere in these Bylaws or from time to time by the Board, such as: (1) issue notices of regular or special Board meetings when requested by the Chair; (2) review and maintain all Board minutes and records, ensure their accuracy and ensure that all staff members maintain and keep corporate records current and in a safe and secure location; the secretary may assign the duty of maintaining the Corporation's minutes to the CEO or other employee, as appropriate; and (3) act as signatory for any official documents when the CEO is not available.

ARTICLE VI. Committees

1. **Executive Committee.** The Executive Committee shall be comprised of the CEO, Chair, Vice-Chair, Treasurer, Secretary, Immediate Past Chair and two additional directors (the "Additional EC Members"). Any director who has served at least one (1) year on the Board may be nominated by the Chair and the CEO to become an Additional EC Member, and the Additional EC Members shall be elected by the majority vote of the CEO, Chair, Vice-Chair, Treasurer, Secretary, and Immediate Past Chair. Each Additional EC Member shall be elected to two-year terms on the Executive Committee, unless such Additional EC Member's term on the Board earlier expires, in which case such Additional EC Member's term on the Executive Committee shall concurrently expire.
 - a. The Chair shall preside over all Executive Committee meetings, which may be conducted in person or by remote communication and need not be held separately from the full Board meeting. All members of the Executive Committee shall have voting privileges at meetings of the Executive Committee.
 - b. Between meetings of the Board, the Executive Committee shall have the authority to act on behalf of the Board on all matters except the following, which shall require action by the Board:(a) approval of the annual budget; (b) approval and acceptance of the annual audit and tax return for the Corporation; (c) amendment, modification, supplement, or termination of these Bylaws or the Articles of Incorporation of the Corporation; (d) election or removal of any officer or director; and (e) authorization of the voluntary dissolution or merger of the Corporation or the sale, pledge, or transfer of all or substantially all of the Corporation's assets.
2. **Audit Committee.** The Audit Committee shall consist of at least three (3) directors, all of whom shall be directors of the Board and shall be appointed by the Board, provided that the Treasurer shall be a member of and Chair of the Audit Committee. As Chair, the Treasurer shall approve an agenda in advance of each meeting. Members of the Audit Committee shall be elected for two-year terms unless their term on the Board earlier expires, in which case such member's term on the Audit Committee shall concurrently expire. Audit Committee members may be reappointed for additional terms.
 - a. The Treasurer as Chair shall preside over all Audit Committee meetings, which may be conducted in person or by remote communication and need not be held separately from the full Board meeting. All members of the Audit Committee shall have voting privileges at meetings of the Audit Committee.
 - b. Subject to the direction and control of the full Board, the Audit Committee shall be responsible for developing fiscal procedures and policies, approval of the annual audit, development of the Corporation's annual budget and reviewing each with appropriate staff members and the full Board; provided, however, that the Board shall approve the annual budget as well as any material change in the budget. The Audit Committee shall be responsible for any other financial oversight as deemed appropriate by the Board of Directors.

3. **Formation of Committees and Task Forces.** The Board, by resolution adopted by a majority of the Board, may designate and appoint one (1) or more committees or task forces, each consisting of at least two (2) or more directors. The Board, upon recommendation of the Chair and/or the CEO, shall appoint directors to the designated committees and select each committee's chair. Each such designated committee or task force shall have only those powers and duties provided by the Board and will be fully accountable to the Board in the exercise of those powers and duties. No committee/task force shall have the authority to amend or repeal these Bylaws, amend the Articles of Incorporation, elect or remove any officer or director or fill any vacancy on a committee, authorize the voluntary dissolution or merger of the Corporation, or authorize the sale, pledge, or transfer of all or substantially all of the Corporation's assets.
 - a. Each director on a committee shall serve for a period of two (2) years or longer and until such time as the Board appoints a successor.
 - b. Committees of the Board and members of such committees are governed by Article III of these Bylaws with respect to meetings, action without meetings, notice and waiver of notice and voting requirements; provided, however, that a majority of the number of persons serving on a committee immediately before a meeting begins shall constitute a quorum for transaction of business at such committee meetings.
 - c. All committees so appointed shall keep regular detailed minutes of the transactions of their meetings and shall cause such minutes to be recorded and preserved and shall report their activities to the Board at or prior to its next meeting following such activities to be reported. The Secretary or an assistant secretary of the Corporation may act as secretary of any committee if the committee so requests.

4. **Vacancies.** Vacancies in the membership of committees shall be filled by the Board.

ARTICLE VII. Miscellaneous Provisions

1. **Fiscal Year.** The fiscal year of the Corporation shall be from October 1 through September 30.
2. **Notice.** Whenever under the provisions of these Bylaws notice is required to be given to a director, officer or committee member, such notice may be given in writing either by regular mail, hand delivery, facsimile, or electronic mail.
3. **Amendments to Bylaws.** These Bylaws may only be amended or new Bylaws adopted upon the affirmative vote of two-thirds (2/3) of the directors present at any regular or special meeting of the Board. These Bylaws may only be amended provided that written notice of the proposed change(s) is provided to all members of the Board at least seven (7) days prior to the next Board meeting as determined by the Chair.
4. **Director Agreement.** All directors shall be required to sign a Board of Directors Agreement setting forth the responsibilities of directors of the Board and their understanding of the conflict of interest policy of the Corporation and their agreement to comply with this policy. This agreement shall be in a form determined by the Board.
5. **Transactions Effected by Electronic Means.** Pursuant to Section 55A-1-70 of the North Carolina Nonprofit Corporation Act, the Corporation may hereby conduct certain transactions, including directors' written consent to Board action in lieu of a meeting, by electronic means. A director's signature may be in electronic form and delivered by electronic means.

6. **Bonding.** If requested by the Board, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board.

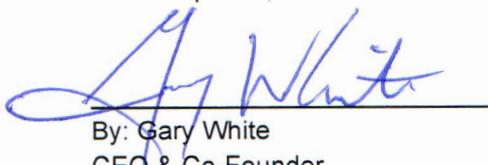
ARTICLE VIII. Indemnification

1. **Indemnification.** Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit or proceeding to which he or she is made a party by reason of his or her status as a director, officer or employee of the Corporation. However, the Corporation shall not indemnify any such person if he or she is adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of any duty done on behalf of the Corporation.
2. **Amounts Paid.** Any and all amounts paid for the indemnification of expenses and liabilities may include, but shall not be limited to, attorney's fees and costs, judgments, fines, and penalties against, and amounts paid in settlements on behalf of any director, officer or employee indemnified pursuant to Section 1 of this Article VIII. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it is ultimately determined that he or she is not entitled to indemnification under this Article.
3. **Board of Director Liability Insurance.** The Board shall also authorize the purchase of insurance on behalf of any director, officer or employee or other agent against any potential liability incurred which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE IX. Parliamentary Authority

The latest revised edition of Roberts Rules of Order shall govern the proceedings of the Corporation in all its regular and special Board meetings and Executive Committee meetings.

Dated: April 24, 2025



By: Gary White
CEO & Co-Founder

Adopted May 26, 2005
Revised October 12, 2010
Revised October 18, 2013
Revised October 17, 2014
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Revised February 20, 2024
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