

# **BYLAWS**

## **Clean Drinking Water Team, Inc. STATE OF FLORIDA NOT-FOR-PROFIT Corporation**

### **ARTICLE ONE OFFICES, REGISTERED AGENT**

#### **Section 1. Offices.**

The principal office of **Clean Drinking Water Team, Inc.** hereinafter referred to as the “Corporation” shall be located at the address set forth in the Articles of Incorporation. The Corporation may have such other offices, either within or without the State of Incorporation, as the Board of Directors may determine from time to time.

#### **Section 2. Registered Agent.**

The Corporation shall have and continuously maintain a registered office and a registered agent as set forth in the Articles of Incorporation and in accordance to the laws of the State of Florida whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

### **ARTICLE TWO OBJECTIVE AND PURPOSE**

#### **Section 1. Specific Objectives and Purposes.**

The object and purposes of the Corporation shall be as set forth in the Corporation’s Articles of Incorporation, as amended from time to time (the “Articles of Incorporation”). The objectives and specified purposes of this Corporation shall include: (i) to reduce poverty by mobilizing private investment capital to provide clean water and associated conveyance systems for local organizations; (ii) provide education about sanitary water use and water systems operation and maintenance; (iii) produce water supply related jobs in local communities; and (iv) to undertake any incident or ancillary activities to further the general purposes of the Corporation, as determined by the Board.

## **ARTICLE THREE MEMBERS**

The Corporation shall have only one (1) class of membership, members of the Board of Directors, which shall be voting members.

## **ARTICLE FOUR BOARD OF DIRECTORS**

### **Section 1. General Powers.**

The affairs, activities and property of the Corporation shall be managed, directed and controlled by and its power exercised by and vested in the Board of Directors whose members shall have a fiduciary obligation to the Corporation. Directors of the Board need not be residents of any particular State or country and may be Officers of the Corporation.

### **Section 2. Number, Term (Tenure) and Qualifications.**

The number of Directors shall be no less than three (3) and shall have no maximum number. The term of membership shall be for continuous one (1) year periods, unless removed.

### **Section 3. Election of Directors.**

The initial Board of the Corporation shall be elected by the Incorporator or Incorporators of the Corporation. Thereafter, directors shall be designated to serve on the Board by the vote of a majority of the directors then serving on the Board, or by selection of the sole remaining Director.

### **Section 4. Voting by the Board.**

Directors shall be entitled to vote on all matters which provide for a vote of the Board. The vote of all directors of the Board shall be equal.

### **Section 5. Quorum.**

A majority of the total number of Directors of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the total number of Directors is present at any meeting, a majority of the Directors present may adjourn the meeting without further notice.

### **Section 6. Board Decisions.**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

### **Section 7. Regular Meetings.**

A regular annual meeting of the Board shall be held without other notice than this bylaw. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any contrary designation in the resolution.

### **Section 8. Special Meetings.**

Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

### **Section 9. Meetings - Written Consent.**

Action of the Board may be accomplished with or without a meeting. If a meeting is held, evidence of the action shall be by minutes or resolution reflecting the action of the meeting, signed by a majority of the Board or by either the President or the Secretary. Action without a meeting may be evidenced by a written consent signed by the Board or electronically by email having not less than the minimum number of votes required to take such action.

### **Section. 10. Meetings - Participation by Conference Telephone.**

Directors may participate in a meeting through use of conference telephone, electronic video screen communication or similar communications equipment, so long as all of the following apply: (a) each director participating in the meeting can communicate with all the other directors concurrently; and (b) each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and (c) the Corporation adopts and implements from means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment or other communications equipment is a director entitled to participate in the board meeting; and (ii) all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

### **Section 11. Meetings - Calling Meetings; Notice and Waiver.**

Notice of the regular or any special meeting of the Board of Directors and the place, date and time and the purpose or purposes of each meeting of the Board or any committee shall be given to each director (or each committee member) seven (7) days before the meeting by electronic transmission or personal delivery of the notice, not later than the day before the day of the meeting. Notices to directors that are sent by electronic transmission shall be sent to the email address specified by such director on (or at such e-mail address as is otherwise specified in a written notice from the director to the Corporation), and shall be effective upon delivery to or receipt by the director of such e-mail. Meetings may be held at any time without notice if a majority of the directors (or committee members) are present or if a majority of directors or committee members waive notice of the meeting in writing. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting with the express purpose of objecting to the transaction because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the

purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 12. Board Decisions (Manner of Acting).**

The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number of directors is required by law or by these Bylaws.

**Section 13. Vacancies, Additions, Elections, and Removal.**

Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by a two-thirds (2/3) majority vote of the remaining members of the Board of Directors. Directors shall be removed by a two-thirds (2/3) majority vote of all of the members of the Board of Directors.

**Section 14. Compensation.**

Directors as such shall not receive any stated salaries or other compensation for their services, but the Corporation may reimburse Directors for substantiated expenses reasonably incurred by the Directors on behalf of the Corporation; but nothing contained herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

**Section 15. Liability of Directors.**

Except as provided by law a person who performs the duties of a director shall have no liability based on any alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

**Section 16. Director Only Powers.**

Notwithstanding any other provision of these Bylaws, only a majority of the Directors may authorize the Corporation to incur debt, expend funds, or otherwise obligate the Corporation if the debt, expenditure, or other obligation exceeds \$25,000.

**ARTICLE FIVE  
OFFICERS**

**Section 1. Officers.**

The officers of this Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistance Treasurers, as it shall deem desirable, such officers to have the

authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except neither the Secretary nor the Treasurer may serve concurrently as the President.

### **Section 2. Election and Term of Office.**

The officers of the Corporation shall be elected annually by a majority of the Board at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified. Election or appointment of an officer or agent does not create a contract right.

### **Section 3. Removal.**

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, in any, of the officer so removed.

### **Section 4. Resignation.**

Any officer may resign at any time by delivering a written notice to the Secretary or President of the Corporation. The acceptance of such resignation by the Board, unless required by the terms thereof, shall not be necessary to make the same effective.

### **Section 5. Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### **Section 6. Powers of Officers.**

#### **(a) President:**

The President shall be the chief executive officer and chairman of the Board of the Corporation. He/She shall be a continuing member of the Board of Directors. The President may also use the designation "Executive Director". He/she shall supervise and control all of the business and affairs of the Corporation and general supervisory authority over the other officers. The President shall preside at all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Corporation any specific powers, other than those that may be conferred only upon the President. The President shall have all powers and perform all duties specified in these Bylaws including: signing, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly

delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

The President shall have the authority to appoint and approve any assistants that would be necessary to carry on the work of the Corporation properly.

**(b) 26. Vice President:**

In the absence of the President or in the event of the inability or refusal to act, the Vice President (or in the event there shall be more than one Vice President, the Vice Presidents in the order of their election), shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to such Vice President by the President or by the Board.

**(c) 28. Secretary:**

The Secretary shall attend all sessions of the Board of Directors held at the office of the Corporation and shall act as clerk thereof and record all votes and shall perform like duties for the executive and standing committees when required. He shall (i) keep the minutes of the meetings of the Board in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and seal of the Corporation and see that, when required by law, the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation is duly authorized in accordance with the provisions of these Bylaws; (iv) keep a register of the mailing and email addresses of the Board members which shall be furnished to the Secretary by each Board member; and (v) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

**(d) Treasurer:**

The Treasurer shall have (i) charge and custody of and be responsible for all funds and securities of the Corporation; (ii) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, credit unions, trust companies or other depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He/She shall disburse the funds of the Corporation as may be ordered by the Board of Directors and shall render to the President and Directors at the regular meeting of the Board, and whenever they may require, accounts of all transactions as treasurer and of the financial condition of the Corporation; and (iii) in general perform all the duties incident to the office of Treasurer and such

other duties as from time to time may be assigned to him or her by the President or by the Board.

**(e) Assistant Treasurers and Assistant Secretaries.**

The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board.

**(f) Delegating Powers to Other Officers:**

In case of the absence of any Officer of the Corporation, or for any other reason that may seem sufficient to the Board of Directors, the Board of Directors may delegate his duties and powers for the time being to any other officer, or to any Director.

**(g) Records:**

Officers of the Corporation shall make available for inspection at reasonable times to the Board all official records of the Corporation for which they are responsible. Upon leaving office, each officer shall turn over to his or her successor in good order such moneys, books records, documents and other property of the Corporation as have been in his or her custody during his or her term of office.

## **ARTICLE SIX COMMITTEES AND BOARD OF ADVISORS**

### **Section 1. Committees of Directors.**

The Board, by resolution adopted by majority of the directors in office, may designate and appoint one or more committees, which to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to amending, altering, or repealing the Bylaws; electing, appointing or removing any members of such committee or any director or officer of the Corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of assets of the Corporation; or amending, altering or repealing any resolution of the Board which by its terms provided that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed upon it or such director by law.

## **Section 2. Other Committees.**

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President shall appoint the members thereof. Any member thereof may be removed by the President whenever in his judgment the best interest of the Corporation shall be served by such removal.

## **Section 3. Term of Office.**

Each member of a committee shall continue as such until the next annual meeting of the Board and until his or her successor is elected and duly qualified, unless the existence of the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

## **Section 4. Chairperson.**

One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

## **Section 5. Vacancies.**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## **Section 6. Quorum.**

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **Section 7. Rules.**

Each committee may adopt rules for its own facilitation not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **Section 8. Board of Advisors.**

A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide counsel to the President and the Board of Directors. Counsel shall be in organizational, financial, legal, or other areas wherein the President determines that professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established, and the appointment to the Board of Advisors and tenure thereon shall be at the pleasure and in complete discretion of the President.



## **ARTICLE SEVEN CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### **Section 1. Contracts.**

The Board of Directors or President may authorize any officer or officers, agent or agents of the Corporation, in addition to officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### **Section 2. Checks, Drafts or Orders, Etc.**

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer, the President of the Corporation, or Vice President of the Corporation.

### **Section 3. Deposits.**

All funds of this Corporation shall be deposited from time to time to the credit of the Corporation in such banks, credit unions, trust companies or other depositories as the Board may select.

### **Section 4. Gifts.**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE EIGHT BOOKS AND RECORDS**

### **Section 1. Books and Records.**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the members of the Board of Directors entitled to vote. All books and records of the Corporation may be inspected by any Director at any reasonable time for any reasonable purpose.

### **Section 2. Annual Report.**

The Board shall cause an annual report to be furnished not later than 120 days after the close of the Corporation's fiscal year to all directors of the Corporation.

## **ARTICLE NINE CONFLICT OF INTEREST**

Any Director, Officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Board of Directors or committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board of Directors or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor exert his personal influence regarding, nor participate in (other than to present factual information or to respond to questions) the discussions or deliberations with respect to such contract or transaction.

## **ARTICLE TEN DUTIES AND LIMITATION OF LIABILITY, OFFICERS, AND PERSONS SERVING ON ADVISORY COMMITTEES; INDEMNIFICATION**

### **Section 1. Indemnification.**

The Corporation shall, to the maximum extent permitted by law, indemnify each of its Board Members and Officers against expenses, judgments, fines, settlement, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation.

### **Section 2. Duties of Directors: Limitation of Liability.**

The directors and officers shall perform their duties in good faith, in a manner they reasonably believe to be in the best interests of the Corporation, with such care as an ordinarily prudent person in a like position would use under similar circumstances. No Director or Officer, by reason of being or having been a Director or Officer, shall be liable to the Corporation or to any other director or officer for any loss or damage sustained by the Corporation or any other Director or Officer unless the loss or damage shall have been the result of fraud, deceit, gross negligence, willful misconduct, or a wrongful taking by that Director or Officer.

### **Section 3. Directors and Officers Have No Exclusive Duty to the Corporation.**

No Director or Officer is required to participate in the Corporation as their sole and exclusive business. Directors and officers may have other business interests and may participate in other investments or activities in addition to those relating to the Corporation. No Director or Officer shall incur liability to the

Corporation or to any other director by reason of participating in any such other business, investment or activity.

**Section 4. Insurance.**

The Board may cause the Corporation to purchase and maintain insurance for the Corporation, for any Protected Party, or on behalf of any third party whom the Board determines should receive such insurance coverage.

**Section 5. Indemnification-Excess.**

The indemnity provided herein shall be in excess of all valid and collectible insurance or indemnity policies.

**ARTICLE ELEVEN  
FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year or such other date as may be fixed by the Board.

**ARTICLE TWELVE  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the State of Florida's nonprofit corporation law or under the provisions of the Articles of Incorporation or of the Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice.

**ARTICLE THIRTEEN  
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation as the Board shall determine exclusively for the purposes of the Corporation, to such organizations or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify as exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, as amended, (or by the corresponding section of any future Revenue Code of the United States of America); or to a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code, as amended (or the corresponding section of any future United States Revenue Law).

**ARTICLE FOURTEEN  
MISCELLANEOUS PROVISIONS**

**Section 1. Auxiliary Organizations.**

Any Auxiliary Organizations which have been formed and are a part of or under the umbrella of the Corporation; whether charitable, educational, philanthropic, social, or community development are in operation in order to fulfill the mission and purpose of the Corporation will be recorded in the corporate minutes. An Operations Manual of every such organization or auxiliary will be approved by the Board of Directors and be held on file at the Principal Office of the corporation. Such Manual will be held as an addendum to these Bylaws under Article titled, "Objectives and Purpose" of the Articles of Incorporation and under Article two of these Bylaws, and Article sixteen of these bylaws.

**Section 2. Pronouns, Etc.**

References to a director, including by use of a pronoun, shall be deemed to include masculine, feminine, singular, plural, individuals, partnerships or corporations where applicable.

**ARTICLE FIFTEEN  
AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting of the Board of Directors.  
Dated this 30th day of November 2017

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Richard R. Miessau II / President

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Madhav D. Pandey / Vice President / Secretary

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Robert T. Brown III / Vice President / Treasurer