

SECRETARY'S CERTIFICATE OF ADOPTION OF BYLAWS
OF
CH2M HILL ALUMNI ASSOCIATION INC.
A California Nonprofit Mutual Benefit Corporation

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of CH2M HILL ALUMNI ASSOCIATION INC., A California Nonprofit Mutual Benefit Corporation.
2. That the foregoing Bylaws constitute the Bylaws of said Corporation as adopted by the Board of Directors of said Corporation by unanimous written consent on July 13, 2018, and that they have not been amended since that date.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 7th day of August , 2018.

s/s Susan E. Gaare

Susan E. Gaare

BYLAWS
OF
CH2M HILL ALUMNI ASSOCIATION INC.
A California Nonprofit Mutual Benefit Corporation
Adopted: July 13, 2018
Amendment No. 1: January 21, 2019

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ARTICLE 1

Name, Principal Office, Purpose, Agents, Disclaimer

1.1 Name. The name of this Corporation shall be the CH2M HILL Alumni Association Inc., hereinafter referred to in these Bylaws as the Corporation. It will also be informally referred to as the Association.

1.2 Principal Office. The principal office of the Corporation shall be located at the office of the Treasurer. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office of the Corporation shall be noted by amendment to these Bylaws.

1.3 Purpose. This Corporation is organized exclusively for pleasure, recreation, and other similar non-profitable purposes, in the context of a social and recreational club as those terms are used in Section 501 (c) (7) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue Law.

The specific purpose is to preserve and maintain the relationships and friendships built during our association with CH2M HILL, an engineering consulting firm, now part of Jacobs Engineering Group. To achieve this, activities may include but not limited to maintaining a roster of CH2M HILL alumni, publishing periodic newsletters, convening periodic reunions, and maintaining and building the Alumni History of CH2M HILL website.

1.4 Initial Agent. Don Marske at 19 Ninos, Irvine, CA 92620 is the Initial Registered Agent of the Corporation.

1.5 Agents. The Board of Directors may from time to time appoint one or more agents, consisting of Directors or persons who are not Directors, to support the activities of the Corporation, and shall by resolution delegate to such agents such powers and duties as it may deem appropriate within the limitations prescribed by these Bylaws and otherwise by law. Agents of the Corporation shall serve without compensation but shall be entitled to reimbursement for reasonable expenses as approved by the Board of Directors.

1.6 Disclaimer. The CH2M HILL Alumni Association Inc. is not affiliated in any way with or supported by Jacobs Engineering Group Inc. or its acquired CH2M HILL Companies, Ltd. group family of companies. Jacobs Engineering Group Inc. is not responsible for any content published by or activities of the CH2M HILL Alumni Association.

ARTICLE 2

Membership

- 2.1 Membership. Membership in this Corporation is open to any retiree or former employee of CH2M or CH2M HILL or its acquired CH2M HILL Companies, Ltd. group family of companies. Anyone eligible for membership may become a member by expressing his or her desire to become affiliated with the Corporation; by his or her willingness to comply with these Bylaws; and, by paying Corporation dues.
- 2.2 Membership Requirements. While active involvement in Corporation activities is encouraged, the Corporation will make no requirements of attendance.
- 2.3 Active Member. An active member is defined as a member who has a current personal email address and is current with Corporation dues. Active members shall have access to all activities of the Corporation.
- 2.4 Recruiting Active Members. The Corporation may proactively recruit Active Members from the roster of any retiree or former employee of CH2M or CH2M HILL who has a current personal email address.
- 2.5 Voting Members. This Corporation shall have no voting members except for members of the Board of Directors.

ARTICLE 3

Board of Directors

- 3.1 Number and Qualifications. The number of Directors shall be not less than three (3) and not more than thirteen (13) as determined by the Board of Directors from time to time until changed in the manner specified in Article 9 Amendments. Not more than one of the persons serving on the Board of Directors at any time may be:
- (a) A person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise (excluding any expenses reimbursed pursuant to Article 3.5) or
 - (b) A brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
- 3.2 General Corporate Powers. Subject to limitations imposed by law, the Articles of Incorporation, and these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors.

3.3 Duties of Directors. It shall be the duty of the Directors to:

- (a) Perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
- (c) Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws; and,
- (e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notice thereof.

3.4 Election and Term of Office. Directors shall be elected by the Board of Directors at each annual meeting.

- (a) The Initial Agent of the Corporation shall elect the Initial Directors. The Initial Directors are: Gordon Koblitz, Jim Schwing, Susan Gaare, Don Marske, David Evans, Sheldon Barker, Bob Chapman, Jerry Boyle, and Rick Luebbers.
- (b) Each Director shall serve for a term of three (3) years and until a successor is elected and qualified. Terms shall be staggered so no more than one-third of the Board terms expire at any one time.

3.5 Compensation. Members of the Board of Directors shall serve without compensation but shall be entitled to reimbursement for reasonable expenses as approved by the Board of Directors.

3.6 Vacancies. Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

- (a) Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the state.
- (b) Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of California.
- (c) Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by the approval of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his death, resignation, or removal from office.

- 3.7 Nonliability of Directors. The Directors shall not be personally liable for the debts, liabilities, or obligations of the Corporation.
- 3.8 Indemnification by Corporation of Directors and Officers. The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of California.
- 3.9 Insurance for Corporate Agents. The Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Corporation (including a Director, Officer, or other Agent of the Corporation) against liabilities asserted against or incurred by the Agent in the capacity or arising out of the Agents' status as such, whether or not the Corporation would have the power to indemnify the Agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE 4

Meetings of the Board of Directors

- 4.1 Place of Meetings. Meetings shall be held via telephonic conference call unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors. Members of the Board of Directors shall be deemed to be present at a meeting through use of conference telephone or similar communication equipment, so long as all Directors participating in such a meeting can hear one another.
- 4.2 Regular Meetings. The Board of Directors shall hold regular meetings for conducting regular business. The regular meetings shall be held at least quarterly at a time to be determined by the Board of Directors or by the President at the principal office of the Corporation, or at such date, time, and place as may be fixed by the Board of Directors or by the President.
- An Annual Meeting for the election of Directors shall be held in lieu of one (1) regular each year at such time and place as shall be designated on an annual basis by the Board of Directors or the President and stated in the notice of the meeting.
- 4.3 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, the Secretary, or any two Directors.
- 4.4 Notice of Meetings. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of the law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:
- (a) Regular Meetings. At least one month prior, notice shall be given by the Secretary of any regular meeting of the Board of Directors.

- (b) **Special Meetings.** At least one week prior, notice shall be given by the Secretary to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- (c) **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any Director of this Corporation under the provisions of the Articles of Incorporation, these Bylaws, or the law of the state, a Waiver of Notice in writing by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

4.5 **Quorum.** A majority of the authorized number of Directors specified in Section 3.1 shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the Directors present at a meeting duly held and at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is otherwise required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater number as may otherwise be required by law.

4.6 **Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting of the Board of Directors to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than 24 hours.

4.7 **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of the Board of Directors.

ARTICLE 5

Officers

- 5.1 **Officers.** The Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer.
- 5.2 **Election.** The Officers of the Corporation shall be chosen by and shall serve at the pleasure of the Board of Directors, and shall hold their respective offices until their resignation, removal, or other disqualification from service or until their respective successors shall be elected.
- 5.3 **Vacancies.** Any vacancy in an office because of death, resignation, removal, disqualification, or any other cause shall be filled as it occurs by the Board of Directors.

5.4 President. The President shall be the Chief Executive Officer with responsibility, subject to control of the Board of Directors, for general supervision, direction, and control of the business and affairs of this Corporation. The President shall preside at all meetings of the Board of Directors, shall be a member of all committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

5.5 Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President.

5.6 Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of the Board of Directors. It shall also be the duty of the Secretary to:

- (a) Preside at the Corporation's meetings in the absence of the President and Vice President, in which instance he or she shall appoint another member to take the minutes;
- (b) Send notices of meetings as provided in 4.4 Notices of Meetings; and,
- (c) Carry on such other correspondence of the Corporation as the President or Officers may direct.

5.7 Treasurer. The Treasurer shall be the custodian for all funds of the Corporation, which funds shall be deposited in such banks or other financial institutions as from time to time be designated by the Board of Directors. Funds of the Corporation shall be disbursed in any form of withdrawal orders of the Corporation signed by such Officers or other persons as may be specifically authorized by the Board of Directors.

The Treasurer shall maintain the accounting and bookkeeping of the Corporation on a cash basis. The Treasurer shall have other powers and duties as may be prescribed from time to time by the President or the Board of Directors and be authorized to execute documents on behalf of the Corporation requiring the signature of the Treasurer and is designated Treasurer for such purpose. It shall also be the duty of the Treasurer to:

- (a) Regularly report to the Board of Directors as to the financial condition and results of operations of the Corporation;
- (b) Maintain a roster of the Corporation's membership;
- (c) Collect the annual membership dues in November of each year; and,
- (d) Collect initial membership fee from members as they accept membership that will serve as the annual dues for said member for no less than 6 months and no more than 18 months, depending on the time of admittance with respect to the fiscal year.

5.8 Compensation. Officers of the Corporation shall be entitled to reimbursement for reasonable expenses as approved by the Board of Directors.

ARTICLE 6

Committees

6.1 Committees. The Board of Directors may create and appoint from time to time such committees as in its discretion the activities of the Corporation require, and shall by resolution delegate to such committees such powers and duties as it may deem appropriate within the limitations prescribed by these Bylaws and otherwise by law, provided that NO such committee may:

- (a) Fill vacancies on the Board of Directors or in any committee;
- (b) Amend or repeal Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board of Directors unless such resolution is by its express terms so amendable or repealable;
- (d) Appoint any other committees of the Board of Directors or the members of any committee of the Board of Directors;
- (e) Approve any transaction (1) in which the Corporation is a party and one or more Directors has a material financial interest; or (2) between the Corporation and one or more Directors or between the Corporation or any person in which one or more Directors has a material financial interest. Any such committee must be created by resolution adopted by a majority of the number of Directors then in office provided a quorum is present. The Board of Directors may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. Each such committee shall consist of two or more Directors, shall be presided over by a committee member selected by the President, and shall serve at the pleasure of the Board of Directors.

6.2 Advisory Committees. The Board of Directors may from time to time appoint advisory committees as it deems appropriate, consisting of Directors or persons who are not Directors but are Corporation members; but such advisory committees shall not be deemed committees of the Board of Directors and shall not exercise any power of the Board of Directors.

6.3 Proceedings and Reports. The Board of Directors shall prescribe the way the proceedings of any such committee shall be conducted. In the absence of any such prescription, the presiding committee member shall determine the way its proceedings shall be conducted. Unless the Board of Directors or such committee shall otherwise provide, the regular and special meeting and other actions of any such committee shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board of Directors. Minutes shall be kept of meetings of each committee, and the presiding member of each committee shall regularly report to the Board of Directors on action taken by that committee.

ARTICLE 7

Records and Reports

7.1 Corporate Records. The Corporation shall keep at its principal office:

- (a) Adequate and correct books and records of account;
- (b) A copy of Articles of Incorporation, as amended to date, certified by the Secretary of state;
- (c) A copy of these Bylaws, as amended to date;
- (d) Federal 501 (c)(7) tax exemption determination letter;
- (e) Copy of state tax exemption determination letter; and
- (f) Minutes in written form of the proceedings of its Board of Directors and of each committee of the Board of Directors. Board meeting minutes prepared by the Secretary shall be reviewed and approved by the Board at the subsequent meeting.

7.2 Inspection by Directors or Others. Every Director or other person shall have the absolute right at any reasonable time to inspect these Bylaws and all books, records, and documents of every kind and the physical properties of the Corporation. Inspection by a Director may be made in person or by an agent or attorney. The right of inspection shall include the right to copy and make extracts of documents. The point of any inspection or audit shall be the location of the principal office defined in Article 1.2

7.3 Reporting to the Membership. The Board of Directors shall issue, no less than semiannually, a report to the Corporation membership regarding the Corporation's governance, fiscal condition, and program activities.

ARTICLE 8

MISCELLANEOUS

8.1 Budget. The Board of Directors shall adopt a budget for each fiscal year, which may be reviewed and revised as necessary during the year. Expenditures for items not provided for in the adopted budget shall require specific approval of the Board of Directors. Expenditures provided for in the adopted budget may be disbursed without such specific approval.

8.2 Fiscal Year. This Corporation's fiscal year period for tax and financial accounting purposes shall be the period commencing on January 1 of one year and terminating on December 31 of the same year.

- 8.3 Private Benefit. No part of the net earnings of the Corporation shall inure to the private benefit of any Director.
- 8.4 Notices. All notices, demands, or other communications required or permitted by these Bylaws shall be in writing and shall be deemed delivered when personally delivered or, if mailed, upon deposit with the United States Postal Service as first-class mail, postage fully prepaid, addressed to the person to be notified at the most recent address of such person on the books of the Corporation.
- 8.5 Checks, Drafts, and Evidences of Indebtedness. All checks, credit cards, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.
- 8.6 Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.
- 8.7 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law and in the California Nonprofit Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a Corporation and a natural person. All references in these Bylaws to the California Nonprofit Public Benefit Corporation Law or the sections of the Code shall be deemed to be to such Law or sections as they may be amended and in effect from time to time and, if renumbered, to such renumbered provisions at the time of any action taken under these Bylaws. References to articles and sections are to articles and sections of these Bylaws unless the context clearly indicates otherwise.
- 8.8 Investment. Unless otherwise specified by the terms of a gift, bequest, or devise, grant or other instrument, the funds of the Corporation may be invested, from time to time, in such manner as the Board of Directors may deem advantageous without regard to restrictions applicable to trustees or trust funds; provided, however:
- (a) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law; and
 - (b) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

- 8.9 Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.
- 8.10 Distribution of Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law. The Board of Directors may seek instruction and review by a nonprofit tax accountant to ensure compliance.
- 8.11 Certain Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law. The Board of Directors may seek instruction and review by a nonprofit tax accountant to ensure compliance.
- 8.12 Dissolution. In the event of dissolution, the residual assets shall be distributed to a Corporation organized and operated exclusively for educational and scientific purposes and exempt from Federal income tax under Section 501 (c)(7) of the U.S. Internal Revenue Code of 1986. Any of such assets not so disposed of shall be distributed to a fund, foundation, or Corporation organized and operated exclusively for charitable, educational, or scientific purposes and similarly exempt from Federal income tax.

ARTICLE 9

AMENDMENT of BYLAWS

- 9.1 Amendment. New Bylaws may be adopted, or these Bylaws may be amended or repealed by the Board of Directors, provided that any amendment permitting voting members or changing the number of Directors must be approved by a super majority (two-thirds) of the Directors then in office.

FIRST AMENDMENT TO CH2M HILL ALUMNI ASSOCIATION INC BYLAWS

Article 2.1 Membership shall be amended to read as highlighted:

- 2.1 Membership. Membership in this Corporation is open to any retiree or former employee **and friends of university, client, and contractor affiliates** of CH2M or CH2M HILL or its acquired CH2M HILL Companies, Ltd. group family of companies. Anyone eligible for membership may become a member by expressing his or her desire to become affiliated with the Corporation; by his or her willingness to comply with these Bylaws; and, by paying Corporation dues.

Article 8.13 Non-Discrimination Policy shall be added to read as:

8.13 Non-Discrimination Policy. The Corporation does not and shall not discriminate on the basis of race, ethnicity, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. We are committed to providing an inclusive and welcoming environment for all members of our Corporation.

Article 8.14 Anti-Harassment Policy shall be added to read as follows:

Article 8.14 Anti-Harassment Policy. The Corporation prohibits harassment of any kind, including sexual harassment, and will take appropriate and immediate action in response to complaints or knowledge of violations of this policy. For purposes of this policy, harassment is any verbal or physical conduct designed to threaten, intimidate, or coerce any member of the Corporation.

SECRETARY’S CERTIFICATE OF ADOPTION OF FIRST AMENDMENT OF BYLAWS
OF
CH2M HILL ALUMNI ASSOCIATION INC.
A California Nonprofit Mutual Benefit Corporation

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of CH2M HILL ALUMNI ASSOCIATION INC., A California Nonprofit Mutual Benefit Corporation.
2. That the foregoing First Amendment of the Bylaws constitute the Bylaws of said Corporation as adopted by the Board of Directors of said Corporation by unanimous written consent on January 21, 2019, and that they have not been amended since that date.

IN WITNESS WHEREOF, I have hereunto subscribed my name this ___ day of _____, 2019.

s/s Susan E. Gaare

Susan E. Gaare

(End of Bylaws.)