

**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 been amended with Amendment No. 1 on January 21, 2019, with Amendment No. 2 on April 18, 2022, with Amendment No. 3 on January 15, 2024, with Amendment 4 on January 13, 2025, with Amendment 5 on July 26, 2025, with Amendment 6 on October 9, 2025, Amendment 7 on January 19, 2026 and, Amendment 8 on March 2, 2026 and that they have not been amended since the later date.
3. That these Restated Bylaws incorporate the changes authorized by the Board approval of Amendment No. 1, No. 2, No. 3, No. 4, No. 5, No. 6, No. 7, and No. 8.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 2<sup>nd</sup> day of March 2026.

s/s Terry Sheldon

\_\_\_\_\_Terry Sheldon\_\_\_\_\_

Terry Sheldon

**BYLAWS**  
**OF**  
**CH2M HILL ALUMNI ASSOCIATION INC.**  
**A California Nonprofit Mutual Benefit Corporation**

**Adopted: July 13, 2018**

**Amendment No. 1: January 21, 2019**

**Amendment No. 2: April 18, 2022**

**Amendment No. 3: January 15, 2024**

**Amendment No. 4: January 13, 2025**

**Amendment No. 5: July 26, 2025**

**Amendment No. 6: October 9, 2025**

**Amendment No. 7: January 19, 2026**

**Amendment No. 8: March 2, 2026**

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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.

(a) The Corporation may register a Fictitious Business Name (FBN, also commonly known as a Doing Business As (DBA)) within its state of incorporation. The Fictitious Business Name, if so determined to be in the best interests of the Corporation, shall be set forth by the Board and thereafter used in lieu of the Corporation name in allowable business operations. Adoption and use of a Fictitious Business Name shall in no way change the Corporation name and all formal Corporation matters shall be undertaken using the Corporate name as stated in the Corporation Articles of Incorporation.

**1.2 Principal Office and Business Office.** The principal office of the Corporation shall be located in the State of California. The Board of Directors has established the Principal Corporation address as: 25506 Shawnee Drive, Lake Forest, CA 92630-3539. 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. The office of the Treasurer, which may or may not coincide with the Principal Office, shall serve as the Business Office for the Corporation to facilitate the efficient conduct of Corporate business.

**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 members' association with CH2M HILL, an engineering consulting firm, originally founded in 1946 and subsequently acquired by Jacobs Engineering Group in 2017. 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. This provision extends to any subsequent name which Jacobs Engineering Group Inc, now known as Jacobs Solutions Inc, may adopt as well as any acquisitions made, business structure changes, or affiliates they may have or create.

## **ARTICLE 2**

### **Membership**

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. Further to the above, former CH2M HILL employees employed by Jacobs Solutions (inclusive of any prior Jacobs Solutions entity), or employed by other companies or entities, and all current and former Jacobs Solutions employees are eligible for membership in the Association.

Anyone eligible for membership may become a member by expressing his or her desire to become affiliated with the Corporation; by registering a current name and email address (contact information) with the Corporation; by his or her willingness to comply with these Bylaws; and, may become a Subscriber by paying Corporation membership subscription dues.

The following membership subscription dues options may be selected by those eligible:

- (a) Annual Membership. Active from the "Activation Date" when dues are received to the "Expiry Date" twelve (12) months from the activation date.
- (b) Five Year Membership. Active from the "Activation Date" when dues are received to the "Expiry Date" sixty (60) months from the activation date.
- (c) Life Membership. Active from the "Activation Date" when dues are received for the life of the member.

(d) Vision Partner Membership. Active from the “Activation Date” when dues are received to the “Expiry Date” which will be twelve months following the last date payment is received.

2.2 Membership Requirements. While active involvement in Corporation activities is encouraged, the Corporation will make no requirements of attendance.

2.3 Member Designations. Members of the Association shall be designated as follows:

(a) Subscriber. A Subscriber is defined as a member who has registered a current name and email address (contact information) with the Corporation and is current with Corporation membership subscription dues (Annual, 5-yr, Life, or Vision Partner). Subscribers may also be referred to as Active Members herein and elsewhere, indicating they have an active, paid membership subscription. Subscribers shall have access to all activities of the Corporation.

(b) Associate. An Associate is defined as a member who has registered a current name and email address (contact information) with the Corporation but does not have an active, paid membership (expired subscription or never activated) subscription. Associates may have restricted access to some activities of the Corporation as may be periodically set forth or changed by the Board.

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, or others who meet the eligibility provisions of Article 2.1, and 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 eighteen (18) 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 that approximately 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 be an Active Member and shall hold office until the next election of the Board of Directors or until their 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 electronic means (video or telephonic) unless otherwise provided by the Board or at such 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 electronic means (conference telephone, video, 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 meeting 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. Such notice may be oral or written, may be given personally, by first class mail, by telephone, and/or by electronic means and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

- (a) Regular Meetings. At least one month prior, notice shall be given by the President or Secretary of any regular meeting of the Board of Directors.
- (b) Special Meetings. At least one week prior, notice shall be given by the President or Secretary to each Director of each special meeting of the Board.
- (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, which may be in the form of electronic mail, 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, which may be in the form of electronic mail, 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. Officers shall be active members and current members of the Board of Directors.

- (a) Officers are to be elected by the Board for a term of one (1) year and there are no limitations on the number of terms an individual may serve.
- (b) Each Officer position is to be held by a duly elected individual.
- (c) A single individual may hold a maximum of two (2) Officer positions concurrently, should the Board determine this to be acceptable and necessary, provided that the President may not serve concurrently as the Vice President; the President and Vice President positions must be held but different individuals.

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. Continuing service by the Officers is subject to annual approval of the Board of Directors.

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.

- (a) Vacancies that occur within 60 days prior to the next Annual Meeting shall be filled at the Annual Meeting in accordance with the process set forth in the Bylaws.
- (b) Vacancies that occur more than 60 days prior to the next Annual Meeting shall be filled by an election process similar to that provided for in the Bylaws except that a Special Meeting or Action Without Meeting shall be used for the election.
- (c) Should a vacancy occur at any time for which one or more nominations to fill the vacancy do not occur the Board may choose to appoint a serving Director, including a serving Officer subject to provisions of Article 5.1, to fill the vacancy on an interim basis for a period not to exceed six (6) months.
- (d) In no case should the Board allow an Officer vacancy for a period greater than 60 days.

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 send notices of meetings as provided in 4.4 Notice of Meetings, and 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. The Vice President shall monitor and manage certain activities related to the operation and maintenance of the Corporation. These duties include, but are not limited to the following:

- (a) Monitor Corporate activities to ensure that required actions, records, and statements enumerated in Goal 1 of the Strategic Plan are routinely undertaken and accomplished;
- (b) Refine and update Director and Officer positions as necessary;
- (c) Recruit and nominate candidates for Director and Officer positions;
- (d) Participate in Officer meetings for management of Corporate activities and to set Board meeting agendas;
- (e) Establish and monitor Board Committees and Task Forces, including members, goals, and reporting requirements;
- (f) Prepare and maintain Operating Guidelines; and
- (g) 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 they shall appoint another member to take the minutes;
- (b) Send notices of meetings, if not done so by the President, as provided in 4.4 Notice of Meetings; and,
- (c) Carry on such other correspondence of the Corporation as the President or Officers may direct.
- (d) Periodically, review of the Bylaws of the Corporation by the Officers may find punctuation, grammar, spelling, and formatting errors that if corrected would have no material effect on the purpose or meaning of the Bylaws. The Secretary is authorized to collate any such errors and related corrections and convey them to the Vice President for concurrence that they are inconsequential, and if concurrence is received the Secretary may implement the updates without calling for Board action. The Secretary will report these corrections to the Board at the next regular Board meeting for their awareness and recording in the meeting minutes.

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) Establish specific Accounting Procedures, to be approved by the Board of Directors, to facilitate consistent management of Corporation funds;
- (c) Maintain a roster of the Corporation's active membership to include prior active members subject to renewal for one calendar year from their most recent expiry date;
- (d) Collect and deposit membership dues in accordance with the following:
  - a. Annual Dues. Collected for new members selecting this option or, for renewing members selecting this option within 60 days of their prior dues' expiry date, after which the member will be designated "inactive"; member benefits are suspended on the expiry date. Dues received after the 60-day period, but within the same calendar year, will also be considered a renewal, will establish a new activation date, and member benefits shall be reinstated. Annual dues shall be allocated to the corresponding receipt year in accordance with the accounting practice established by the Treasurer and approved by the Board of Directors;
  - b. Five-Year Dues. Collected for new members selecting this option or, for renewing members selecting this option within 60 days of their prior dues' expiry date, after which the member will be designated "inactive"; member benefits are suspended on the expiry date. Dues received after the 60-day period, but within the same calendar year, will also be considered a renewal, will establish a new activation date, and member benefits shall be reinstated. Five-year dues shall be allocated to the corresponding receipt year revenue and the revenue for subsequent years in accordance with the accounting practice established by the Treasurer and approved by the Board of Directors;
  - c. Life Member Dues. Collected for new members selecting this option or, for renewing members selecting this option within 60 days of their prior dues' expiry date, after which the member will be designated "inactive"; member benefits are suspended on the expiry date. Dues received after the 60-day period, but within the same calendar year, will also be considered a renewal, will establish a new activation date, and member benefits shall be reinstated. Life member dues shall be allocated to the corresponding receipt year revenue and the revenue for subsequent years in accordance with the accounting practice established by the Treasurer and approved by the Board of Directors;

- d. Vision Partner Dues. A recurring monthly payment (or annual equivalent sum) dues option with dues collected for new members selecting this option or, for renewing members selecting this option within 60 days of their prior dues expiry date, or for active members who elect to add a Vision Partner membership to their existing membership. Dues received after the 60 Day period, but within the same calendar year, will also be considered a renewal, will establish a new Activation Date, and member benefits shall be reinstated. Vision Partner membership reverts to an Annual membership if recurring payments are suspended and expires twelve (12) months thereafter.
- e. Donations. Collect and deposit donations made to the corporation in the form of a gift, bequest, or devise, grant, or other instrument, in accordance with accounting practices established by the Treasurer and approved by the Board of Directors.

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; and
- (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 and Task Forces. The Board of Directors may from time to time appoint advisory committees or Task Forces as it deems appropriate, consisting of Directors or persons who are not Directors but are Corporation members; but such advisory committees or Task Forces 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 business office, business operations records with a copy of said records to be held in “cloud storage” accessible by the corporation officers, established by the Treasurer and approved by the Board of Directors:

- (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 business 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. The Officer reports and other materials published in Corporation newsletters shall be deemed to fulfil this reporting requirement.

## **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. Electronic mail shall be equivalent to written communication and shall be deemed delivered at the time of being sent from and sent to an active electronic mail account.

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:

(b) 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

(c) 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 Revenue. The Corporation shall distribute its revenue for each taxable year at such time and in such manner as not to become subject to the tax on undistributed revenue 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.

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.

The Resolution 2021.04: CH2M HILL Alumni Association (CHAA) Non-Discrimination Statement, approved by Board of Directors action on April 30, 2021, shall be incorporated into these By Laws by reference.

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.

8.15 Apolitical Statement. The Resolution 2021.03: CH2M HILL Alumni Association (CHAA) Apolitical Statement, approved by Board of Direction action on April 30, 2021, shall be incorporated into these By Laws by reference.

8.16 Strategic Partnership. The CH2M HILL Alumni Association Inc. (CHAA) hereby acknowledge a strategic partnership with the CH2M HILL Alumni Association Legacy Gift Fund Inc. (LGFI) based on their shared mission to preserve the legacy of CH2M HILL. The Legacy Gift Fund, Inc. was created as a means for enhancing awareness and understanding of CHAA, expanding, and sustaining the membership of CHAA, and extending and sustaining the legacy of CH2M HILL and its people. There are no other formal agreements between the two entities, and each organization maintains complete and separate control of their respective operations. CHAA, in light of this partnership, will endeavor to keep LGFI informed of its activities and outcomes. CHAA may, from time to time as deemed by the Board of Directors, seek input from LGFI and collaborate on activities that serve the purpose of both organizations. CHAA also hereby grants permission, subject to provisions herein, for LGFI to use the CHAA website for aligned purposes, publish material in the CHAA Newsletter, and to access CHAA members using means maintained by CHAA.

(a) Pursuant to Article 8.1 Budget, the Treasures shall include provisions in the annual budget proposal for revenue to be obtained from LGFI for use of Corporation resources noted above. The total sum and allocation of this revenue shall be determined as part of the budget development process and in consultation with LGFI. An invoice for collection shall be issued no less that quarterly by the Corporation to LGFI.

## **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.

## **APPENDICIES**

### **Appendix 1:**

#### **Resolution 2021.03: CH2M HILL Alumni Association (CHAA) Apolitical Statement**

Whereas, the purpose of the CH2M HILL Alumni Association is to preserve and maintain the relationships and friendships built during our association with CH2M HILL.

Whereas, the activities of CHAA are focused on maintaining a roster of CH2M HILL alumni, publishing a periodic newsletter, convening periodic reunions, and continuing to build the Alumni History of CH2M HILL website.

Now, therefore, be it resolved that the CHAA Board of Directors hereby authorizes and adopts the following statement regarding the apolitical nature of the CH2M HILL Alumni Association:

The CH2M HILL Alumni Association is a non-profit, social organization established to preserve and maintain the relationships and friendships of CH2M HILL alumni and families. CHAA is a homeplace for connecting with alumni, for sharing information and for organizing interesting activities. In that spirit, CHAA is entirely apolitical and avoids any engagement in anything political. CHAA does not support, endorse, promote, oppose, affiliate with, or advocate for any political candidate, party, organization, issue, legislation, or action at any level of government. CHAA members are certainly free to participate in political activities to any extent they prefer, but they are requested to keep such activities and opinions outside of CHAA.

Approved and Adopted: April 30, 2021 Via: Email Vote

### **Appendix 2:**

#### **Resolution 2021.04: CH2M HILL Alumni Association (CHAA) Non-Discrimination Statement**

Whereas, the purpose of the CH2M HILL Alumni Association is to preserve and maintain the relationships and friendships built during our association with CH2M HILL.

Whereas, the activities of CHAA are focused on maintaining a roster of CH2M HILL alumni, publishing a periodic newsletter, convening periodic reunions, and continuing to build the Alumni History of CH2M HILL website.

Whereas, CHAA welcomes all CH2M HILL alumni, family, and associates as active members.

Now, therefore, be it resolved that the CHAA Board of Directors hereby authorizes and adopts the following non-discrimination statement:

The CH2M HILL Alumni Association is a non-profit, social organization established to preserve and maintain the relationships and friendships of CH2M HILL alumni, families, and associates. In that spirit, CHAA does not discriminate against, nor advocate for, any individual on the basis of race, color, 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 CHAA members, families, subcontractors, and vendors.

Approved and Adopted: April 30, 2021 Via: Email Vote      **(End of Bylaws)**