

BYLAWS

WATERLOO ENGINEERING ENDOWMENT FOUNDATION

Revision 11

Approved:

Board of Directors – 13 January 2005
Funding Council – Ratified 22 June 2005

Replaces:

Board of Directors – 23 July 2003
Funding Council – Ratified Dec 14, 2003

1. Definition Of Terms

1.1.1 Monies raised through donations to the Foundation and held in a separate account by the university are referred to as “Funds” or the “Endowment Fund” while those monies generated through the investment of the Endowment Fund are referred to as “Income”. The “Funding Amount” is the amount of money allocated towards funding grants for the current fiscal year.

1.1.2 “Endowment Principal” denotes the section of Funds that shall not be used for expenditure

1.1.3 “Reserve Principal” denotes the portion of Funds that will be drawn on only when investment income is less than the allowable expenditure rate and by an amount equal to the difference between the allowable expenditure rate and the Income for that year. Funds in the Reserve Principal in excess of 10% will be directed on the decision of Funding Council and the Board of Directors to the Endowment Principal, the Reserve Principal or Funding Grants.

1.1.4 “Funding Grants” are monies donated, or to be donated to the University of Waterloo Faculty of Engineering and associated groups for specific purposes proposed by the Funding Council and approved by the Board of Directors.

1.1.5 “On-stream” refers to the undergraduate engineering stream of students, either stream “A” or “B”, which is currently in a school term.

1.1.6 “Academic Equipment and Resources” is the category defined as equipment and resources engaged in activity directly impacting and benefiting at least one undergraduate engineering course, in which a significant number of undergraduate engineering students are enrolled.

1.1.7 The “Allowable Expenditure Rate” is the percentage applied to the Endowment Principal to determine the Funding Amount each year.

2. Board Of Directors

2.1 Purpose

2.1.1 The Board of Directors shall be responsible for the following, subject to all Constitutional provisions:

- (a) administering the affairs of the Foundation
- (b) enacting resolutions concerning Funding Grants recommended to it by the Funding Council
- (c) appointing such agents and engaging such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- (d) setting an appropriate Allowable Expenditure Rate based upon the advice of the Vice President Finance of the University of Waterloo. The Allowable Expenditure Rate shall be set for the following fiscal year at the winter Board of Directors meeting.
- (e) calling an annual general meeting of the members of the foundation to be held in the winter term of each year.

2.2 The Endowment Director

2.2.1 The Endowment Directors, one for each stream (A and B), shall be elected by a simple majority vote. Eligible voters are the current full time on-stream undergraduate engineering students.

2.2.2 Only undergraduate engineering students at the University of Waterloo are eligible for the position of Endowment Director.

2.2.3 Unless indicated otherwise by resolution of the Board of Directors of the Foundation, the election shall be held in conjunction with the Engineering Society's elections and in accordance with their election policies.

2.2.4 The incoming Endowment Director must be ratified by a two-thirds majority vote of the Board of Directors prior to their first on stream term.

2.2.5 The Endowment Director has the responsibility to edit and update the Waterloo Engineering Endowment Foundation policy manual as required.

2.3 Term of Office

2.3.1 The term of office of any undergraduate student Director shall end immediately upon that student ceasing to be an undergraduate engineering student at the University of Waterloo and a new student Director if desired may be appointed at the following Board of Directors meeting.

2.4 Meetings of the Board of Directors

2.4.1 Meetings of the Board of Directors shall operate under the following provisions:

- (a) the on-stream Endowment Director shall be the chairperson,
- (b) if the on-stream Endowment Director is absent, the off-stream Endowment Director shall be the chairperson,
- (c) if both Endowment Directors are absent, the Dean of Engineering shall chair the Board of Directors meeting,
- (d) if both Endowment Directors and the Dean of Engineering are absent from a Board of Directors meeting, the meeting cannot be held.
- (e) there shall be at least one (1) meeting of the Board of Directors per term,
- (f) meetings may be called by any Director, to be held at any time and place to be determined by the on-stream Endowment Director, provided that seven days notice of such a meeting be received by each Director. No error or omission in giving notice of any meeting of the Board of Directors shall invalidate such a meeting or may make void any proceedings taken thereat and any Director may at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat,
- (g) the presence of at least a simple majority of voting members of the Board of Directors shall constitute a quorum,
- (h) all resolutions, unless otherwise specified, shall be ratified by a simple majority vote of the Board of Directors,
- (i) any resolution in writing, signed by all members of the Board of Directors entitled to vote on that resolution at a Board of Directors meeting, is as valid as if it had been passed at a meeting of the Board of Directors,
- (j) Board of Directors meetings are open to the members of the Foundation,

(k) each Director entitled to vote at a meeting of the Board of Directors may by means of a proxy appoint a proxy holder as his or her nominee to attend and act at the meeting in a manner, to the extent and with the authority conferred by the proxy. The instrument appointing a proxy shall be executed by the Director in writing and shall be deposited with the Secretary of the Board of Directors before any vote is cast under its authority. The Proxy may also be executed via electronic mail and shall be confirmed via telephone by the Secretary of the Board before becoming valid.

3. Funding Council

3.1 Chairperson

3.1.1 In the event that the on-stream Endowment Director is absent from a Funding Council meeting, the off-stream Endowment Director shall be the chairperson.

3.1.2 The on-stream Endowment Director may also designate his assistant to chair the Funding Council meeting in his absence.

3.1.3 In the event that both Endowment Directors, are absent from a Funding Council meeting, and no designate has been assigned, the meeting cannot be held.

3.2 Quorum

3.2.1 The Funding Council quorum for approval of bylaw amendments is a minimum of two-thirds (2/3) of the members of the Funding Council.

3.2.2 The Funding Council quorum for approval of Funding Grants and other non-bylaw issues is the presence of at least one-half (1/2) of the voting members of the Funding Council.

3.3 Funding Decision

3.3.1 The procedure for proposing Funding Grants is as follows:

- (a) Recommendations and approval of the process by which Funding decisions will be reached. This will be ratified by a simple majority vote of the Funding Council.
- (b) Recommendations and approval of any sub-committees and their powers. This will be ratified by a simple majority of the Funding Council.
- (c) Presentation and ratification of Funding Grants. Funding Grants will be ratified using the procedure determined in (3.3.2-a) and will be presented to the Board of Directors for approval.

3.3.2 The WEEF Funding Council will strive to make funding decisions in which all undergraduate engineering departments receive a fair portion of the available funding. The Funding Council, before considering specific proposals, may choose to pass a motion stating the minimum funding allocation that any one undergraduate engineering department will receive for the current funding decision.

3.3.3 Total funding to projects which are not categorized as Academic Equipment and Resources (AE&R) shall not exceed 20 percent of the total amount allocated in any given funding decision. The intent of this restriction is to ensure that funding allocations are clearly focused on the educational needs of the majority of the Foundation's Membership. Through a special motion carried by a two-thirds majority, the Funding Council may increase this limit to a maximum 50 percent for the current funding decision. The Academic Equipment and Resources (AE&R) category is defined in section "1.0 Definitions and Terms". The appropriate category for any proposal shall be determined by the On-Stream Endowment Director.

3.4 Proposals

3.4.1 All proposals must be submitted on the standard WEEF Funding Proposal Form and follow format of said form. These forms are to be made available by the On-stream Endowment Director.

3.4.2 Proposals can be submitted by engineering students, faculty, staff, and administration. All proposals must be reviewed by the appropriate department(s) for comment on viability. Proposals cannot be rejected simply over questions of departmental preferences. The On-stream Endowment Director, with the assistance of the Dean of Engineering, will make the final judgment should any inter-unit disputes arise.

3.4.3 All proposals shall be considered equally, regardless of who makes the proposal, whether they are student [on or off-stream], professor, lab technician, etc. affiliated with the Faculty of Engineering at the University of Waterloo.

3.4.4 A proposal must follow the official policy as stated in the Waterloo Engineering Endowment Foundation policy manual.

3.5 Funding Grants

3.5.1 Funding grants are to expire in two (2) years following the Board of Directors approval of the funding decision unless otherwise arranged in writing with the WEEF Director. The WEEF Director shall notify the proposal submitter or their representative(s) at least 6 months before the expiry.

3.5.2 If any funding grant is allowed to expire with proper notice given to the submitter the allocated grant money will be directed into the reserve fund.

3.6 Meetings

3.6.1 Meetings may be called by either Endowment Director, to be held at any time and place to be determined by the on-stream Endowment Director, provided that seven days notice of such a meeting be received by each Funding Council member. No error or

omission in giving notice of any meeting of the Funding Council shall invalidate such a meeting or make void any proceedings taken thereat.

3.7 Conflict of Interest

3.7.1 Any Funding Council member who chooses to present a proposal for funding before the Funding Council must do the following:

- (a) relinquish his or her position as a Funding Council member.
- (b) find a new Funding Council member from his or her class to attend meetings of the Funding Council.

3.7.2 Any Funding Council member who is involved with a student team requesting funds must identify themselves as affiliates of said team.

4. Annual General Meeting

4.1 General

4.1.1 Attendance to the annual general meeting is limited to the members of the Foundation which include all Undergraduate Engineering Students and the Board of Directors.

4.1.2 The agenda for the annual general meeting is to be set in advance by the Board of Directors and shall include but is not limited to the following:

- (a) Treasurer's annual report containing the up-to-date financial status, presentation of the past year's approved Funding Grants, approved budget for the upcoming fiscal year, and a summary of major administrative expenses.
- (b) Review of past year's participation rates.
- (c) Review of significant By-Law changes.
- (d) Opportunity for question and feedback from the Members of the Foundation.

4.2 Purpose

4.2.1 To provide opportunity to promote the value of the Foundation to the Members of the Foundation.

4.2.2 Vehicle for feedback from the Members to the Board of Directors.

4.2.3 Review the progress of the Foundation over the past year and announce the upcoming fiscal year's Funding Amount.

4.3 Chairperson

4.3.1 In the event that the on-stream Endowment Director is absent from Annual General Meeting, the off-stream Endowment Director shall be the chairperson.

4.3.2 The on-stream Endowment Director may also designate his or her assistant to chair the Annual General Meeting in his or her absence.

4.3.3 In the event that both Endowment Directors are absent from the Annual General Meeting, and no designate has been assigned, the meeting cannot be held.

4.4 Notification

4.4.1 Meetings shall be called by the Board of Directors provided that no less than 14 days notice be received by the members of the foundation.

5. Foundation Officers

5.1 Appointment

5.1.1 The Officers of the Foundation shall be the student-elected Endowment Directors, Secretary and Treasurer; the latter two of which if required are appointed by a resolution of the Board of Directors. Any two offices may be held by the same person and the appointed Officers, Secretary and Treasurer, need be neither Directors, nor Foundation Members.

5.1.2 The Officers of the Foundation shall hold office for 16 months from the date of appointment or election or until their successors are elected or appointed in their stead. Appointed Officers shall be subject to removal by resolution of the Board of Directors at any time.

5.2 Duties of Officers

5.2.1 The on-stream Endowment Director shall preside at all meeting of the Foundation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

5.2.2 Contracts, documents or any instruments in writing approved by the Board of Directors, requiring the signature of the Foundation, shall be signed by either Endowment Director and documents so signed shall be binding upon the Foundation without any further authorization of formality. This is subject to section 3(d) of the Constitution of the Foundation.

5.2.3 The off-stream Endowment Director shall, in the absence or disability of the on-stream Endowment Director, perform the duties and exercise the powers of that position.

5.2.4 The Secretary shall give or cause to be given all notices required to be given by the Foundation, shall be custodian of the Foundation logo and all minute books of the Foundation and shall have such other powers and duties as may from time to time be assigned to him or her by the Board of Directors.

5.2.5 The Treasurer shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Foundation. The disbursement of the Funds of the Foundation, as directed by the Board of Directors, shall be monitored by the Treasurer and he or she shall render to the Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Foundation.

6. Endowment Fund and Funding Sources

6.1 Voluntary Student Contribution (VSC)

6.1.1 The VSC is a student donation to the Foundation of \$75 and is included on the undergraduate engineering fee statement.

6.1.2 All efforts will be made to ensure that monies collected through the VSC are tax deductible.

6.1.3 Any change in the level of the VSC requires approval by the Board of Directors, the Funding Council and the Membership of the Foundation.

6.1.4 The collection of the VSC is subject to the following conditions:

- (a) the VSC is collected according to the University of Waterloo's policies on incidental fees.
- (b) all proceeds generated by the VSC become part of the Endowment Fund.
- (c) the VSC is fully refundable according to the guidelines stated in the Waterloo Engineering Endowment Foundation policy manual.

7. Expenditures

7.1 Handling of Income

7.1.1 WEEF shall ensure annually that:

- (a) an amount equal to the Allowable Expenditure Rate of the Endowment Principal is available for Funding Grants
- (b) an amount equal to the Consumer Price Index (CPI) of the previous year times the current Endowment Principal is directed into the Endowment Principal to protect against inflation.
- (c) if investment income exceeds the Allowable Expenditure Rate the excess will be directed to the Reserve Principal. If the investment income is less than the Allowable Expenditure Rate the funds will be drawn from the Reserve Principal.

7.2 Administrative

7.2.1 The Foundation may put aside up to 5% of the total Funding Amount generated through Endowment Fund investment each year for administrative expenditures.

7.2.2 A “Major Administrative Expenditure” refers to an administrative expenditure which exceeds or equals \$500. Major Administrative Expenditures must be approved by the Board of Directors and two Directors must sign for Major Administrative Expenditures of which at least one signature must be that of either of the two Endowment Directors.

7.2.3 A “Minor Administrative Expenditure” refers to an administrative expenditure which is under \$500. Minor Administrative Expenditures must be signed by at least one of the two Endowment Directors and do not require Board of Directors approval.

7.2.4 All expenditures must be reported to the Treasurer and any receipts taken for such expenditures must be provided. All Major Administrative Expenditures must be presented before the Funding Council.