



## Bylaws

### 1. Name

The name of the foundation shall be the Canadian Engineering Memorial Foundation/ Fondation commémorative du génie canadien (hereafter referred to as the Foundation).

### 2. Head Office

The head office of the Foundation shall be in such place as may from time to time be determined and approved by resolution of the Members

### 3. Seal

The seal of the Foundation shall be such as may from time to time be adopted by resolution of the Members, and shall be entrusted to an authorized agent for its use and safe keeping.

### 4. Objectives

The Foundation is dedicated to attracting women to the engineering profession so they may contribute to meeting the engineering needs of Canadian society. The Foundation honours the memory of the 14 young women at École Polytechnique whose contributions to Canada ended on December 6, 1989 and exists to promote engineering as a career choice for women.

### 5. Membership

- 5.1 Membership in the Foundation shall be limited to persons interested in furthering the mission and objectives and whose application has been approved by the Board of Directors.
- 5.2 There shall be no membership fees unless otherwise directed by the Board of Directors.
- 5.3 Members have the right to attend, make motions, and vote at any Annual or Special General Meeting.
- 5.4 Membership may be withdrawn by voluntary resignation of the Member, or by resolution of the Board of Directors for failure to maintain membership or by resolution at an Annual or Special General Meeting. Such resolution shall be carried by two-thirds (2/3) majority vote of the Members present at such a

meeting. Notice of intent to introduce a resolution to terminate a membership must be submitted to the President at least forty five (45) calendar days in advance of such meeting. The President shall so advise all Members no later than thirty (30) calendar days prior to the meeting.

## **6. Board of Directors**

- 6.1 The property and business of the Foundation shall be managed by a Board of Directors of a minimum of three (3) and a maximum of fifteen (15) of whom a simple majority shall constitute a quorum.
- 6.2 A Director must be a Member and shall be elected or re-elected for a term of one (1) year by the Members at the Annual General Meeting by majority vote of those present. Terms shall commence immediately following the Annual General Meeting.
- 6.3 All Directors must be at least eighteen (18) years of age and as individuals, must have the capacity under law to contract.
- 6.4 Meetings of the Board shall be held as often as the business of the Foundation requires attention at the discretion of the President, but at least once every three months during the fiscal year.
- 6.5 The Board of Directors may prescribe such Policies and Procedures that are consistent with these bylaws relating to the management and operation of the Foundation, provided that such Policies and Procedures shall have force and effect only until the next Annual General Meeting when they shall be confirmed.
- 6.6 The position of a Director may be vacated by voluntary resignation or by resolution of the Board of Directors for failure to maintain membership, failure to meet the responsibilities of the Board of Directors, or by resolution at an Annual or Special General Meeting. Such resolution shall be carried by two-thirds (2/3) majority vote of the Members present at such a meeting. Notice of intent to introduce a resolution to terminate a membership must be submitted to the President at least forty five (45) calendar days in advance of such meeting. The President shall so advise all Members no later than thirty (30) calendar days prior to the meeting. A vacated position may be temporarily filled by the Board.
- 6.7 Directors shall serve without remuneration save reimbursement for reasonable expenses incurred in the performance of duties. Directors shall not directly or indirectly receive any profit or any other benefit from their position on the Board.
- 6.8 Directors are expected to act honestly and in good faith with a view to the best interests of the Foundation to the level that a reasonably prudent person would in comparable circumstances,
- 6.9 Directors are expected to comply with these bylaws.

## **7. Officers**

- 7.1 The Officers of the Foundation shall be appointed from the Board of Directors at a meeting immediately following the Annual General Meeting. The terms of office of all Officers shall be one year and shall commence upon appointment.
- 7.2 The Officers of the Foundation shall consist of the Executive Committee and such other Officers as the Board of Directors may from time to time determine.
- 7.3 The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer plus other Officers as noted, together with the immediate Past-President, who will automatically be a member of the Executive Committee. The same person may hold more than one office, except for the offices of President and Vice-President which cannot be held by one person.
- 7.4 The duties of all Officers of the Foundation shall be such as the terms of their engagement call for or as the Board of Directors may require of them.
- 7.5 Officers of the Executive shall exercise such powers as are contained in these bylaws or are duly authorized by the Members of the Foundation.
- 7.6 The position of an Officer may be vacated by voluntary resignation or by resolution of the Board of Directors for failure to maintain membership, failure to meet the responsibilities of the Executive Committee, or by resolution at an Annual or Special General Meeting. Such resolution shall be carried by two-thirds (2/3) majority vote of the Members present at such a meeting. Notice of intent to introduce a resolution to terminate a membership must be submitted to the President at least forty five (45) calendar days in advance of such meeting. The President shall so advise all Members no later than thirty (30) calendar days prior to the meeting. A vacated position may be temporarily filled by the Board.
- 7.7 Officers shall serve without remuneration save reimbursement for reasonable expenses incurred in the performance of duties, in accordance with policy. Officers shall not directly or indirectly receive any profit or any other benefit from their position on the Board.

## **8. Executive Director**

- 8.1 An Executive Director may be appointed by the Board of Directors for such terms and conditions as may be agreed upon. The agreement shall be in writing and signed by both parties. The services of the Executive Director may be terminated by a resolution of the Board of Directors at a meeting called for consideration of such termination, in accordance with the signed agreement.
- 8.2 The duties of the Executive Director shall include the administration of the Foundation, and such tasks as may be assigned by the Board of Directors through the President.

8.3 The Executive Director shall be a Member of the Foundation but is not eligible to be elected to the Board of Directors.

## **9. Meetings**

9.1 All meetings of the Foundation shall be conducted using “*Call to Order: Meetings, Rules and Procedures for Non-Profit Organizations*” (by Herb Perry and Susan Perry) unless otherwise directed.

### **9.2 Annual General Meeting**

9.2.1 The Foundation shall hold an Annual General Meeting of Members not later than the first (1<sup>st</sup>) day of July each year unless otherwise determined by the Foundation

9.2.2 Notice of each Annual General Meeting shall be made to all Members at least 30 days prior to the event.

9.2.3 The Annual General Meetings shall deal with the following, as applicable:

- a) Election of the Board of Directors
- b) Amendments to the bylaws
- c) Amendments to and approval of policies and procedures
- d) Approval of the budget
- e) Approval of actions taken by the Executive Committee
- f) Appointment of auditors
- g) Approval of the auditor’s report

### **9.3 Special General Meetings may be called by:**

9.3.1 the President, or

9.3.2 the Board of Directors on the written request of not less than one third (1/3) of the Members.

9.4 Notice of each Special General Meeting shall be made to all Members at least 30 days prior to the event

9.5 A majority of the Members present at an Annual General or Special General Meeting of the Members shall constitute a quorum

## **10. Committees**

The President may delegate powers to committees and establish terms of reference and powers of said committees

## **11. Fiscal year**

Unless otherwise approved by the Board of Directors, the fiscal year-end of the Foundation shall be December 31.

## **12. Dissolution**

Upon dissolution of the Foundation, the remaining assets shall be distributed to a charitable organization or organizations with objectives that are compatible with those of the Foundation. A final decision on dissolution shall be made at the Annual General or a Special General Meeting.

## **13. Indemnities to Directors and Officers**

13.1 Every Director of the Foundation who has undertaken or is about to undertake any liability on behalf of the Foundation shall be indemnified and saved harmless out of the funds of the Foundation or its insurance policy, from and against:

- a) all costs, charges and expenses which a Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the Director, in or about the execution of the activities of the Foundation or in respect of any such liability;
- b) all other costs, charges and expenses which are sustained or incurred in pursuit of the affairs of the Foundation, except such costs, charges or expenses as are occasioned by the Director's own wilful negligence or incompetence.

13.2 Any Director may request and obtain a certificate of insurance.

## **14. Financial review**

The Members shall, at each Annual General Meeting, appoint a financial auditor to conduct a financial review of the accounts of the Foundation Meeting. The review may be conducted by the Audit Committee or by an independent auditor. The remuneration of the auditor shall be approved by the Board of Directors.

## **15. Amendment of Bylaws**

15.1 Amendment of any bylaw of the Foundation shall require approval of 2/3<sup>rds</sup> of the Members, present or not, at an Annual or Special General Meeting of the Foundation.

15.2 Approval of the Minister, Industry Canada shall be required prior to any amendments to these Bylaws coming into force or acted upon.