

Humber Polytechnic Undergraduate Engineering Society (HPUES)

By-Laws and Guidelines

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Date: January 15, 2026
Passed on: February 19, 2026

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By-Law 1 - Governing Body

1. Name, Purpose & Legal Standing

- 1.1. The Society's official name is **Humber Polytechnic Undergraduate Engineering Society (HPUES)**.
- 1.2. HPUES is a non-profit student organization that exists to represent, support, and develop Humber Engineering students through professional, academic, and social programming.
- 1.3. The Society shall operate in compliance with Humber Polytechnic Policies and applicable laws.
- 1.4. Membership status is defined by the Constitution. Governance rights, voting eligibility, quorum, and decision-making authority are governed by these By-Laws.

2. Composition of the Board of Directors

- 2.1. Voting members of the Board of Directors shall be:
 - 2.1.1. President (1) - voting.
 - 2.1.2. Vice President Internal (1) - voting.
 - 2.1.3. Vice President External (1) - voting.
 - 2.1.4. Vice President Operations (1) - voting.
 - 2.1.5. Vice President Finance (1) - voting.
 - 2.1.6. Vice President Communication (or Media / Communication) (1) -voting.
 - 2.1.7. Vice President Student Life (1) - voting.
 - 2.1.8. WIE representative (1) - voting
 - 2.1.9. Year Representatives:
 - 2.1.9.1. First-year rep(s) (1) - voting
 - 2.1.9.2. Mechatronics rep(s) (1) - voting
 - 2.1.9.3. Information Systems rep(s) (1) - voting
 - 2.1.9.4. Sustainable Building rep(s) (1) - voting
 - 2.1.9.5. Co-op rep(s) (1) - voting
- 2.2. **Ex-officio, non-voting members** may include:
 - 2.2.1. Society Advisor(s) (Faculty / Alumni) - non-voting.
 - 2.2.2. Members of other student organizations - non-voting.
- 2.3. The exact membership list may be adjusted by a two-thirds majority vote of BoD and ratified at the next General Meeting.

3. Purpose, Authority & Power of BoD

- 3.1. BoD is the highest decision-making body of HPUES between General Meetings. BoD's responsibilities include, but are not limited to
 - 3.1.1. Approve or amend Society policies, budgets (subject to Finance by-law), and major initiatives.
 - 3.1.2. Ratify hires and appointments that fall to the BoD.
 - 3.1.3. Oversee governance, ethical, and policy compliance.
 - 3.1.4. Authorize expenditures in accordance with the finance by-laws.
- 3.2. No decision of the BoD shall contravene these by-laws, the Society's constitution, or Humber Polytechnic policies.

4. Election, Term, Qualification

- 4.1. All voting members of the BoD who are elected shall be active members of HPUES.
- 4.2. Election procedures are set out in the Election By-Laws (By-Law 3). Unless otherwise specified, elections must follow secure, verifiable, and documented processes (secret ballot for contested position).
- 4.3. A Term is one (1) year (May 1 - April 30)
- 4.4. Each voting member shall: attend meetings, prepare reports when requested, declare conflicts, and act in the Society's best interest.
- 4.5. Specific duties for Executive positions are defined in the Executive Duties schedule (Separate Document / By-Law 4). BoD members who are Reps or shall perform the duties prescribed in the Rep.By-laws.

5. Attendance, Proxies & Absences

- 5.1. **Attendance:** attendance shall be recorded at each BoD meeting and included in minutes.
- 5.2. **Proxies:** a voting member may proxy their vote to another active member, subject to these rules:
 - 5.2.1. Proxy must be submitted in writing (email or signed document) to the Director of Governance at least **24 hours** before the scheduled meeting.
 - 5.2.2. A proxy may not be given to the same proxy holder for more than **three (3) consecutive BoD meetings** without BoD approval.
 - 5.2.3. Proxy holders must be clearly identified and must not hold more than **two (2)** proxies at any single meeting.
- 5.3. **Absences:** a member missing **two (2)** consecutive BoD meetings without reasonable cause (documented or accepted by BoD) may be subject to the Attendance & Discipline

process in 1.10. Repeated absence may trigger suspension of the member's privileges or removal from their post as defined in By-Law 6 (Removal).

6. *Quorum & Voting*

- 6.1. **Quorum for BoD:** A quorum is a **simple majority (more than 50%) of voting members** unless otherwise specified in a specific by-law. If a quorum is not present, the meeting may not make binding decisions except as permitted by this By-Law.
- 6.2. **Decisions:** decisions are made by simple majority unless law/by-law requires a higher threshold.
- 6.3. **Secret Ballots & Roll Calls:** BoD may vote by secret ballot, roll call, or electronic means if members motion to do so or if required (e.g., elections, personnel or confidential matters). Results shall be recorded.

7. *Conflicts of Interest*

- 7.1. A member who has a material personal, financial, or family interest in any matter before the BoD shall:
 - 7.1.1. Declare the conflict before the discussion begins.
 - 7.1.2. Abstain from debate and voting on that matter.
 - 7.1.3. Leave the meeting if BoD directs or if the conflict is substantial.
- 7.2. Records of declared conflicts shall be noted in the minutes.

8. *Discipline, Removal & Appeals*

- 8.1. **Grounds for Discipline/removal** include gross negligence, fraud, harassment, repeated absence without cause, violation of by-laws, or conduct seriously detrimental to HPUES.
- 8.2. The Process for removal is discussed in By-Law 6.
- 8.3. **Appeal:** the removed member may appeal to the Society Review Board (terms in By-Law 6).

9. *Confidentiality & Records*

- 9.1. BoD may hear confidential matters (personnel, legal, financial) in closed session. Minutes of closed sessions will be recorded in a confidential file, accessible only to the President, and VPI, unless BoD orders otherwise.
- 9.2. The Society shall retain governance records (minutes, financial statements, contracts) for a minimum of **seven (7) years**, in line with institutional policy.

10. Delegations & Committees

- 10.1. BoD may create, dissolve, or delegate functions to a temporary Committee. Committees shall operate under mandates approved by BoD, and their chairs may be BoD members or appointed active members.
- 10.2. Committees shall report in writing to BoD on a predetermined schedule.

11. Amendments and Review of BoD Structure

- 11.1. Changes to BoD composition require a **two-thirds majority** of BoD and ratification at a General Meeting if they affect voting membership.
- 11.2. BoD shall review governance structures annually and propose reasonable updates.

By-Law 2 - Rules of Order for the BoD/General Meeting

1. *Authority and Scope*

- 1.1. This By-Law governs the conduct, procedure, and authority of all meetings of the Humber Polytechnic Undergraduate Engineering Society (“the Society”), including but not limited to:
 - a) Meetings of the Board of Directors (BoD); otherwise known as General Meetings.
- 1.2. This By-Law shall be interpreted in conjunction with the Constitution, all other By-Laws, and policies of the Society. In the event of a conflict, the Constitution shall prevail, followed by the By-Laws, then policies.
- 1.3. Where this By-Law is silent, Robert’s Rules of Order (Newest Revised Edition) shall govern, provided such rules do not conflict with the Constitution or By-Laws of the Society.
- 1.4. The Vice President of Communications is responsible for the logistics of General and Executive Committee Meetings.
- 1.5. Each Commission’s Chair is responsible for the logistics of Commission meetings.

2. *Board of Directors Meetings*

2.1. *Frequency*

- 2.1.1. The BoD, hereafter also known as “**General Meeting**,” shall meet at least once per academic month during the Fall and Winter terms.
- 2.1.2. Additional meetings may be called in accordance with Section 3.2.

2.2. *Calling of Meetings*

- 2.2.1. Regular meetings shall be scheduled by the President or designee, usually the VPC.
- 2.2.2. Special BoD (GM) meetings may be called by:
 - i) The President; or
 - ii) A written request of at least one-third (1/3) of voting Directors.
- 2.2.3. Notice of meetings must be provided at least five (5) business days in advance, except in emergencies, where forty-eight (48) hours shall suffice.

2.3. *Quorum*

- 2.3.1. **Board of Directors Quorum:** A quorum for Board of Directors is a **simple majority (more than 50%) of voting members**.
- 2.3.2. **Executive Quorum:** A quorum for Executive meetings is **50% of Executive positions (round up)**.
- 2.3.3. **General Meeting Quorum:** quorum shall be **50% of active voting membership**, unless otherwise specified in the Constitution. If quorum is not achieved, the meeting shall be reconvened at a date set by the President or VPC within fourteen (14) days.
- 2.3.4. No binding decisions may be made without a quorum.

2.4. *Substantive Motion (Format & Notice)*

- 2.4.1. Substantive motions should follow this structure:
 - 2.4.1.1. SPIRIT [intention of the motion. An amendment to a motion can't contradict the spirit];
 - 2.4.1.2. WHEREAS [statement of fact or problem];
 - 2.4.1.3. AND WHEREAS [additional context if required];
 - 2.4.1.4. BE IT RESOLVED THAT [the action requested].
 - 2.4.1.5. BE IT FURTHER RESOLVED THAT [the action requested].
 - 2.4.1.6. Moved by: [Name]; Seconded by: [Name].
- 2.4.2. **Notice:** substantive motions affecting policy, budget, or by-laws shall be submitted in writing to the VPI **no later than 48 hours** before the meeting to be included on the agenda, unless the Chair allows late submission by two-thirds vote due to urgency, or the agenda is amended at the beginning of the meeting.

2.5. *Debate & Speaking Rules*

- 2.5.1. Relevance: speeches must be relevant to the motion under discussion. The chair may rule irrelevant remarks out of order.
- 2.5.2. Interruptions are permitted only for Points of Clarification, Order, or Personal Privilege (see By-Law 2 section 3.7).

2.6. *Procedural Motion*

- 2.6.1. Standard Procedural Motion (not exhaustive):
 - 2.6.1.1. **Move to adjourn** - ends the meeting. Requires a simple majority.
 - 2.6.1.2. **Move to table** (lay on table) - delays discussion. Requires a simple majority.
 - 2.6.1.3. **Move to put the question** (close debate) - requires a two-thirds majority.
 - 2.6.1.4. **Move to reconsider** - allowed only under stated conditions; requires two-thirds majority as per Board of Directors policy.
 - 2.6.1.5. **Move to recess** - Pauses the discussion for a set amount of time.
 - 2.6.1.6. **Move to break the rules** - Pauses regular rules of order ONLY for a specific motion or action - requires a two-thirds majority.
 - 2.6.1.7. **Move to close the session** - Pauses regular minute taking and requires a separate secured document to take minutes, to discuss legal or personal matters - requires simple majority.
- 2.6.2. These motions, once moved and seconded, take precedence over regular debate and are decided without debate except where the rules allow.

2.7. *Points during Debates (Pinky)*

- 2.7.1. **Point of Clarification:** asked to request factual clarification. Not debatable.
- 2.7.2. **Point of Order:** raised if someone believes the procedure is breached.

- 2.7.3. **Point of Personal Privilege:** raised to address personal concerns such as personal attack or inability to continue. Not debatable.

2.8. *Violation of By-Law 2 Section 2.7*

- 2.8.1. If members of the Board of Directors violate By-Law 2 Subsection 2.7 (Rules of Order).
 - 2.8.1.1. If Chair of the Board of Director (BoD) finds By-Law 2 Subsection 2.7 (Rules of Order) being violated deliberately;
 - 2.8.1.1.1. Will be given two (2) verbal warnings to conduct themselves in a professional manner by the chair.
 - 2.8.1.1.2. On the third (3) warning the chair holds the right to dismiss member(s) from the GM.

2.9. *Closed Session / Confidential Business*

- 2.9.1. The Board of Directors may move into closed session to discuss personnel, legal, or other confidential matters. The motion for closed session requires a simple majority; minutes for closed sessions shall be recorded separately and securely.
- 2.9.2. All matters discussed in closed session are confidential. Breach of confidentiality by a member may result in disciplinary action up to removal.

2.10. *Voting*

- 2.10.1. Motions shall pass by a simple majority unless otherwise specified.

3. *Committee Meeting*

- 3.1. Executive Committee Meeting, hereinafter referred to as “ECM”, will be scheduled to happen biweekly at minimum.

4. *Board of Directors Meetings*

- 4.1. Board of Directors Meeting, hereinafter referred to as “CM”, will be scheduled every academic semester
 - 4.1.1. Fall CM will happen in November.
 - 4.1.2. Winter CM will happen in March.
 - 4.1.3. Summer CM will happen in July.

5. *Standard Agenda for all Meetings*

- 5.1. The standard agenda for the meetings shall be:
 - 5.1.1. Call to Order & Attendance
 - 5.1.1.1. Quorum is checked to allow the meeting to continue.
 - 5.1.1.2. Land Acknowledgement.
 - 5.1.2. Adoption of Agenda.
 - 5.1.3. Adoption of Minutes (previous meeting).

- 5.1.4. Executive Updates.
- 5.1.5. Commissioner Updates (if any).
- 5.1.6. Committee Updates (if any).
- 5.1.7. Presentations (if any).
- 5.1.8. Executive Motions (if any).
- 5.1.9. Representative Motions (if any).
- 5.1.10. Discussion points
- 5.1.11. Adjournment
- 5.2. The VPC shall circulate the agenda and supporting materials at least **24 hours** before the scheduled meeting.

6. *Meeting Notice & Publication*

- 6.1. Notice shall be given at least seven (7) calendar days in advance and published on the Society calendar.
- 6.2. **Special meetings:** notice and agenda must be distributed at least **48 hours** prior (except in bona fide emergencies with written rationale).
- 6.3. Failure to provide notice does not void decisions if a quorum of voting members is present and a two-thirds majority of those present vote to proceed.

7. *Authority of General Meetings*

- 7.1. General Meetings shall have the authority to:
 - a) Elect or remove Executive Officers where applicable;
 - b) Ratify By-Law amendments;
 - c) Approve major constitutional changes;
 - d) Receive reports on the state of the Society.
 - e) Approve budgets or budget changes

8. *Conduct of Meetings Chair*

- 8.1. Meetings shall be chaired by the President.
- 8.2. In the President's absence, or if required, the Vice President Internal or Vice President External shall assume the role of Chair.
- 8.3. The Chair shall not vote unless it is to break a tie.
- 8.4. The Chair may temporarily yield their position if they feel they have a bias toward a motion, or if they want to vote.
- 8.5. If neither is present, the BoD shall appoint a Chair from among its members.

9. *Agenda*

- 9.1. An agenda shall be circulated prior to each meeting.
- 9.2. Additions to the agenda require approval by majority vote at the start of the meeting.

10. Participation

- 10.1. All members shall conduct themselves in a respectful and professional manner.
- 10.2. The Chair shall have the authority to maintain order, including issuing warnings or removing disruptive participants.

11. Minutes and Records

- 11.1.* Minutes shall record attendance, motions (mover & seconder), votes (for, against, abstain), key points of debate, and action items.

- 11.1.1. Minutes shall accurately reflect:

- a) Attendance;
 - b) Motions and outcomes;
 - c) Votes where applicable.

- 11.2. Draft minutes shall be provided to all Board of Directors members within **five (5) business days** and presented for adoption at the next meeting. Final adopted minutes shall be published on the Society's official records.

- 11.3. Minutes shall be taken at all General Meetings and Executive Committee Meetings.

12. Electronic and Hybrid Meetings

- 12.1. Members may participate remotely (video/teleconference) if:

- 12.1.1. Notice of remote attendance is given to the Chair before the meeting; and

- 12.1.2. The remote participant's presence allows the Chair to verify identity and maintain orderly debate.

- 12.2. Remote participation counts for quorum, and voting is provided that the participant is present for the entire item being considered.

13. Adjournment & Extensions

- 13.1. Regular meetings shall automatically adjourn after **three (3) hours** unless an extension is adopted by two-thirds of voting members present. Extensions are granted in 30-minute increments.

14. Motion Lost / Reintroduction

- 14.1. A motion defeated during a term may not be reintroduced in substantially the same form during the same term.

15. Emergency & Urgent Matters

- 15.1. If an urgent action is required between meetings, the President may take emergency action after consulting at least two Executive members. Such actions must be reported to the Board of Directors within **72 hours** and ratified at the next meeting.

16. Records, Publications & Transparency

- 16.1. Non-confidential minutes, approved motions, and public reports are to be published on the Society website or shared drive.
- 16.2. Any documents distributed for Board of Directors consideration must be archived by the Director of Governance for at least **seven (7) years**.

17. Sanction for Breach of Rules of Order

- 17.1. If a member persistently breaches rules of order (repetition, irrelevance, abusive language), the Chair may warn, call to order, or ask the member to withdraw. For serious or repeated breaches, the Chair may move a motion for censure or temporary suspension; such actions require a two-thirds vote.

18. Interpretation & Reference

- 18.1. Matters not covered by these Rules of Order shall be decided by reference to a recognized parliamentary authority (e.g., Bourinot's Rules of Order or Robert's Rules of Order), as adopted by the Board of Directors, with the Director of Governance offering advisory interpretation. Any such reference is secondary to these By-Laws.

By-Law 3 - Election and Referenda

1. *Purpose and Authority*

- 1.1. This By-Law governs all elections and referenda of the Humber Polytechnic Undergraduate Engineering Society (“the Society”).
- 1.2. Elections and referenda shall be conducted in a manner that is fair, transparent, accessible, and impartial, ensuring the democratic representation of the Society’s membership.
- 1.3. This By-Law shall be interpreted in conjunction with the Constitution and other By-Laws. In the event of conflict, the Constitution shall prevail.

2. *Applicability*

- 2.1. This By-Law applies to:
 - a) Elections of Executives and any other elected positions defined by the Constitution or By-Laws;
 - b) By-elections to fill vacancies;
 - c) Referenda on constitutional or by-law amendments, fees, or other matters placed before the membership.

3. *Eligibility*

3.1. *Voters*

- 3.1.1. All undergraduate students enrolled in an accredited or accreditation-track Bachelor of Engineering program at Humber Polytechnic shall be eligible to vote.
- 3.1.2. Eligibility shall be determined based on enrollment status at the time of voting.

3.2. *Candidates*

- 3.2.1. Any eligible voting member may run for elected office, unless otherwise restricted by the Constitution.
- 3.2.2. A candidate must be in good standing with the Society and Humber Polytechnic at the time of nomination and throughout the election period.
 - 3.2.2.1. Be in good academic standing with Humber Polytechnic
 - 3.2.2.2. Not be on probation, suspension, or disciplinary status with the institution
- 3.2.3. No individual may hold more than one elected Executive position simultaneously.

3.3. *Term Limit*

- 3.3.1. No Member shall serve more than one (1) consecutive term in the same elected Executive Position.
- 3.3.2. A former officerholder may become eligible to seek the same position again after a break of at least one (1) full term.

- 3.3.3. Notwithstanding Section 3.3.1 and 3.3.2, where no eligible candidate is elected to a position during the regular election process, the incumbent officeholder may be permitted to stand for re-election to the same position for one (1) additional consecutive term.

4. *Chief Returning Officer (CRO)*

- 4.1. A Chief Returning Officer shall be appointed in accordance with the relevant By-Law governing CRO appointment.
- 4.2. An elections Committee will also be appointed in accordance with the relevant by-law to support the CRO

4.2.1. Appointment

- 4.2.1.1. A Chief Returning Officer (CRO) shall be appointed by a majority vote of the Board of Directors no later than thirty (30) academic days prior to the opening of nominations.
- 4.2.1.2. The CRO shall be a member in good standing of HPUES or an impartial individual approved by the Executive Board of Directors.
- 4.2.1.3. The CRO shall not be a candidate in, or campaign for, or publicly endorse any candidate in the election they oversee.

4.2.2. Independence and Neutrality

- 4.2.2.1. The CRO shall act independently and impartially at all times.
- 4.2.2.2. The CRO shall not hold any elected or appointed position within HPUES during the election period.
- 4.2.2.3. The CRO may serve as an executive member upon a two-thirds vote of the Board of Directors, provided the Board determines that no other suitable candidate is available to run the elections.
- 4.2.2.4. Any conflict of interest, real or perceived, shall require the CRO to recuse themselves, at which point the Board of Directors shall appoint a replacement CRO immediately.
- 4.3. The CRO shall have full authority over the administration, interpretation, and enforcement of this By-Law during elections and referenda.

4.3.1. Power and Authority

- 4.3.1.1. The CRO shall have the authority to interpret and enforce all provisions of this By-Law, the Constitution, and any approved Election Policies for the duration of the election period.
- 4.3.1.2. The CRO may issue binding rulings, directives, and clarifications necessary to ensure the integrity, fairness, and orderly conduct of the election.
- 4.3.1.3. All candidates and members shall comply with lawful instructions issued by the CRO.

4.3.2. Duties and Responsibilities

- 4.3.2.1. The CRO shall be responsible for, but not limited to, the following:
- a. Establishing and publishing the election timeline;
 - b. Administering the nomination process;
 - c. Enforcing campaign rules and restrictions;
 - d. Overseeing voting procedures and ballot security;

- e. Investigating complaints and alleged violations;
 - f. Certifying and announcing election results.
- 4.4. Decisions of the CRO shall be final and binding, subject only to appeal mechanisms explicitly provided for in this By-Law.
 - 4.4.1. Election Violations and Sanctions**
 - 4.4.1.1. The CRO may investigate any alleged breach of election rules.
 - 4.4.1.2. Upon finding a violation, the CRO may impose sanctions, including, but not limited to:
 - a. Formal warnings;
 - b. Mandatory corrective actions;
 - c. Disqualification of a candidate in severe or repeated cases.
 - 4.4.1.3. All sanctions must be proportional, documented, and communicated in writing to the affected party.
 - 4.4.2. Appeals**
 - 4.4.2.1. Decisions of the CRO may be appealed in writing to the BoD within forty-eight (48) hours of the decision.
 - 4.4.2.2. The CRO's decision shall remain in effect unless overturned by the BoD
 - 4.4.2.3. The decision of the BoD on appeal shall be final and binding.
 - 4.4.3. Termination or Removal**
 - 4.4.3.1. The CRO may be removed only by a two-thirds (2/3) vote of the Executive Board of Directors for:
 - a. Proven bias;
 - b. Failure to perform duties;
 - c. Misconduct or breach of neutrality.
 - 4.4.3.2. Removal shall not invalidate actions taken by the CRO prior to removal unless explicitly ruled otherwise by the Governing Board.
 - 4.4.4. Record Keeping**
 - 4.4.4.1. The CRO shall maintain accurate records of all election-related activities, decisions, complaints, and results.
 - 4.4.4.2. All records shall be transferred to the Vice President Internal within seven (7) academic days following the conclusion of the election.

5. *Election Periods and Timelines*

5.1. *General Elections*

- 5.1.1. General elections shall be held annually at a time prescribed by the Board of Directors and ratified at the Annual General Meeting.
- 5.1.2. The election period shall include:
 - 5.1.2.1. A nomination period;
 - 5.1.2.2. A campaign period; and
 - 5.1.2.3. A voting period.

5.2. *By-Elections*

- 5.2.1. By-elections shall be held when an elected position becomes vacant and cannot be filled through succession as defined in the Constitution.
- 5.2.2. Timelines for by-elections shall be set by the CRO and approved by the Board of Directors.

6. *Nominations*

- 6.1. Nominations shall be opened and closed by the CRO and publicly announced to the membership.
 - 6.1.1. Nomination Period: Must last at least **10 business days**.
- 6.2. Nominations must be open before the end of March
- 6.3. All nominations must:
 - 6.3.1. Be submitted in writing or through an approved electronic system;
 - 6.3.2. Include the candidate's consent to run.
 - 6.3.3. Meet any additional requirements set by the CRO.
 - 6.3.3.1. A valid nomination form including the candidate's name, program, year of study, and contact info.
 - 6.3.3.2. A seconder in the form of an active member within the society
 - 6.3.3.3. A written platform (maximum 500 words).
 - 6.3.3.4. A signed declaration agreeing to the election rules and conflict of interest disclosure.
- 6.4. Verification: The Elections Committee shall review and certify nominations within 2 business days after the deadline.

7. *Campaigning*

- 7.1. Campaigning shall be conducted only during the official campaign period.
- 7.2. All candidates shall be provided equitable access to Society-controlled communication platforms.
- 7.3. Campaigning shall be conducted in a respectful and professional manner. The following are prohibited:
 - 7.3.1. Harassment, intimidation, or defamation;
 - 7.3.2. Use of Society funds or resources for personal campaigning;
 - 7.3.3. Bribery, coercion, or inducements of any form.
- 7.4. The CRO may issue warnings, penalties, or disqualifications for violations of campaigning rules.
- 7.5. Endorsement:
 - 7.5.1. Official endorsements by clubs or organizations require written permission from their governing body.
 - 7.5.2. The Society itself shall remain neutral and shall not endorse candidates.

8. *Voting Procedures*

- 8.1. Voting shall be conducted by secret ballot or shall be conducted by **secure, verifiable means**.
- 8.2. Voting shall remain open for at least **48 hours**.
- 8.3. Voting may occur in-person, electronically, or by hybrid means, as determined by the CRO.
- 8.4. Each eligible voter shall have one (1) vote per position or referendum question.

- 8.5. The method of vote counting shall be determined by the CRO and disclosed prior to voting.
- 8.6. Ballots shall allow for “No Confidence” in each race; if “No Confidence” wins, the seat remains vacant until a by-election.
- 8.7. Each active member may vote only once per position.

9. *Results and Ratification*

9.1. *Counting and Certification*

- 9.1.1. Ballots shall be counted by the Elections Committee in the presence of at least one impartial observer.
- 9.1.2. Results must be certified and published within **24 hours** of polls closing.
- 9.1.3. All ballots (paper or digital logs) shall be sealed and archived for at least **one (1) year** for audit purposes.

9.2. *Ties*

- 9.2.1. In the event of a tie, the CRO shall conduct a **runoff election** within **five (5) academic days**.
- 9.2.2. If a second tie occurs, the winner shall be chosen by a secret ballot vote of the BoD.

- 9.3. Results shall be certified by the CRO and published within forty-eight (48) hours of the close of voting.

- 9.4. Elected candidates shall assume office in accordance with the Constitution.

9.5. *Complaints and Appeals*

- 9.5.1. Complaints must be submitted in writing to the Elections Committee within **48 hours** of the alleged violation.
- 9.5.2. The CRO may:
 - 9.5.2.1. Issue warnings.
 - 9.5.2.2. Disqualify candidates.
 - 9.5.2.3. Nullify results if violations are severe.
- 9.5.3. Appeals:
 - 9.5.3.1. Appeals of the Elections Committee’s decision may be made to the **BoD** (defined separately).
 - 9.5.3.2. The BoD’s decision is final.

10. *Vacancies and Failed Elections*

- 10.1. If a position remains vacant following an election, the Executive Board of Directors may:
 - a. Call a by-election; or
 - b. Appoint an interim officer until the next general election.

- 10.2. Appointments made under this section shall not exceed the remainder of the term unless ratified by the General Membership.

11. Referenda

- 11.1. Referenda may be called by:
 - 11.1.1. The Board of Directors, or
 - 11.1.2. A petition signed by at least ten percent (10%) of members.
- 11.2. Referendum questions shall be presented clearly and impartially.
- 11.3. Unless otherwise specified, a referendum shall pass by a simple majority of votes cast.

12. Disputes and Appeals

- 12.1. Any complaint regarding an election or referendum must be submitted in writing to the CRO within forty-eight (48) hours of the alleged incident.
- 12.2. The CRO shall investigate and render a written decision.
- 12.3. Appeals of CRO decisions may be made only on procedural grounds and shall be submitted to the Board of Directors within seventy-two (72) hours.
- 12.4. The decision of the Board of Directors on appeal shall be final.

13. Enforcement and Sanctions

- 13.1. The CRO may impose sanctions, including, but not limited to:
 - a) Warnings;
 - b) Campaign restrictions;
 - c) Disqualification of candidates.
- 13.2. Sanctions must be proportional, documented, and communicated to affected parties.

14. Record Keeping

- 14.1. All election and referendum records shall be retained by the Society for a minimum of one (1) academic year.
- 14.2. Records shall be made available for audit or review upon request, subject to privacy requirements.

15. Assumption of Office

- 15.1. Newly elected officers shall assume office at the start of the next General Meeting unless otherwise specified.
- 15.2. Outgoing officers shall ensure a complete transition, including documentation and knowledge transfer.

By-Law 4 - Executive Members

1. Executive Authority and Purpose

- 1.1. The Executive Officers of the Humber Polytechnic Undergraduate Engineering Society (“the Society”) shall be responsible for the day-to-day governance, administration, and strategic direction of the Society.
- 1.2. Executive Officers shall act in the best interests of the Society and its membership and shall be accountable to the Board of Directors and the general membership.
- 1.3. Executive authority is collective; no single Executive Officer may act unilaterally beyond the authority expressly granted by the Constitution or By-Laws.
 - 1.3.1. Constitutional Authority**
 - 1.3.1.1. The Executive exists pursuant to the Constitution of HPUES. The composition, authority, duties, and limitations of Executive Officers as set out in this By-Law shall not conflict with the Constitution.
- 1.4. The Executive must act in accordance with
 - 1.4.1. The HPUES Constitution
 - 1.4.2. These By-Laws
 - 1.4.3. Humber Polytechnic policies
 - 1.4.4. Applicable laws

2. Composition of the Executive Team

- 2.1. The Executive Officers shall consist of the following positions:
 - 2.1.1. President
 - 2.1.2. Vice President Internal
 - 2.1.3. Vice President External
 - 2.1.4. Vice President Operations
 - 2.1.5. Vice President Finance
 - 2.1.6. Vice President Communications
 - 2.1.7. Vice President Student Life
 - 2.1.8. Women in Engineering (WIE) Representative
- 2.2. Each Executive member is a **voting member of the Board of Directors**.
- 2.3. No individual may hold more than one Executive position simultaneously.
 - 2.3.1. In the absence of the President of the Society, the Vice President Internal shall act as the “Acting President” of the Society.
- 2.4. Additional Executive positions may be created only through a constitutional amendment or by-law amendment approved by the membership.
- 2.5. Any creation, removal, or restructuring of Executive positions must remain consistent with the Constitution and shall require a By-Law amendment.

3. *Eligibility and Term of Office*

- 3.1. All Executive Officers must:
 - a) Be undergraduate engineering students at Humber Polytechnic;
 - b) Be members in good standing of the Society;
 - c) Maintain eligibility throughout their term of office.
- 3.2. Executive Officers shall serve a term of one (1) year, commencing at the conclusion of the Annual General Meeting or as otherwise specified by the Constitution.
- 3.3. No individual may serve more than two (2) consecutive terms in the same Executive position unless otherwise approved by a two-thirds (2/3) vote of the Board of Directors.

4. *General Duties of Executive Officers*

- 4.1. All Executive Officers shall:
 - 4.1.1. Uphold the Constitution, By-Laws, and Policies of the Society;
 - 4.1.2. Act with honesty, integrity, and professionalism;
 - 4.1.3. Attend Executive and Board meetings regularly;
 - 4.1.4. Submit reports as required;
 - 4.1.5. Prepare a written **Transition Report** for their successor at the end of term.
- 4.2. Failure to perform assigned duties may constitute grounds for disciplinary action or removal in accordance with the appropriate By-Law.
- 4.3. ***President***
 - 4.3.1. The President shall:
 - 4.3.1.1. Provide strategic leadership and direction;
 - 4.3.1.2. Preside over Executive and Board meetings;
 - 4.3.1.3. Represent the Society to Humber Polytechnic, professional organizations, and external stakeholders;
 - 4.3.1.4. Ensure compliance with governance documents and institutional policies;
 - 4.3.1.5. Have a casting vote in the event of a tie.
 - 4.3.2. The President may delegate responsibilities but remains ultimately accountable for the performance of the Executive.
- 4.4. ***Vice President Internal***
 - 4.4.1. The Vice President Internal shall be responsible for internal operations, communications, and governance continuity.
 - 4.4.2. The Vice President Internal shall:
 - 4.4.2.1. Oversee internal communications, documentation, and records;
 - 4.4.2.2. Ensure accurate meeting minutes and record retention;
 - 4.4.2.3. Coordinate Executive reporting and internal timelines;
 - 4.4.2.4. Support the President in administrative and governance matters.
- 4.5. ***Vice President External***
 - 4.5.1. The Vice President External shall manage external relations and advocacy.
 - 4.5.2. The Vice President External shall:
 - 4.5.2.1. Represent the Society to external organizations including ESSCO, CFES, PEO, OSPE, and industry partners;
 - 4.5.2.2. Seek sponsorships, partnerships, and collaborative opportunities;
 - 4.5.2.3. Coordinate delegations to conferences and external events.

4.6. *Vice President Operations*

4.6.1. The Vice President Operations shall oversee operational execution and financial oversight.

4.6.2. The Vice President Operations shall:

4.6.2.1. Manage budgets, expenditures, and financial reporting;

4.6.2.2. Oversee logistics for Society events and initiatives;

4.6.2.3. Ensure responsible use of Society resources.

4.7. All Roles and Responsibilities shall be followed as per:

4.7.1. [2025-26 HPUES R&R Revision A](#)

5. *Vacancies and Temporary Absence*

5.1. Temporary absences may be managed through delegation with Board approval.

5.2. Permanent vacancies shall be filled in accordance with the applicable By-Law on vacancies and succession.

By-Law 5 - Commissions, Committee & Council

1. *Purpose*

- 1.1. This By-Law establishes the authority, structure, and governance of all Commissions, Committees, and the Council of the Humber Polytechnic Undergraduate Engineering Society (HPUES).
- 1.2. Commissions and Committees exist to support the Board of Directors (BoD) in carrying out the objectives, operations, and strategic initiatives of the society.

2. *Definitions*

2.1.1. **Commission**

- 2.1.1.1. A standing body established under a Vice President's portfolio to support ongoing operational responsibilities within that portfolio

2.1.2. **Committee**

- 2.1.2.1. A body established by the Board of Directors for a defined purpose, mandate, or project, which may be temporary or ongoing

2.1.3. **Ad Hoc Committee**

- 2.1.3.1. A temporary committee established for a specific initiative, event, or matter and dissolved upon completion of its mandate.

2.1.4. **Council**

- 2.1.4.1. A standing internal advocacy body of the Society, operating within the authority of the Board of Directors, composed of all Year Representatives and chaired by the Vice President Student Life, mandated to facilitate structured student representation, coordinated advocacy initiatives, and formal advisory recommendations to the Board on matters affecting the undergraduate engineering student body

3. *Standing Commission*

- 3.1. Each Vice President shall oversee at least one Commission aligned with their portfolio responsibilities.
- 3.2. Commissions shall:
 - 3.2.1. **Operate under** the authority of the **respective Vice President**
 - 3.2.2. Support the execution of the Society's strategic and operational objectives
 - 3.2.3. Report directly to the Vice President, who remains accountable to the BoD

- 3.3. Commission Membership:
 - 3.3.1. May include Directors, General Members, or other eligible Society Members
 - 3.3.2. Shall be appointed by the respective Vice President
 - 3.3.3. Shall be ratified by simple majority vote of the BoD
- 3.4. The Vice President shall serve as Chair of their respective Commission unless otherwise approved by the BoD.
- 3.5. Commissions are standing bodies and remain active unless dissolved by a two-third ($\frac{2}{3}$) vote of the BoD.

4. *Committees of the Board*

- 4.1. The BoD may establish Committees where a defined issue, event, policy matter, or initiative require focused oversight/
- 4.2. Committees may include:
 - 4.2.1. Members of the Executive Team,
 - 4.2.2. Directors
 - 4.2.3. General Members of the Society
 - 4.2.4. Or other individuals deemed appropriate by the BoD.
- 4.3. The BoD shall, upon creation of a committee, define:
 - 4.3.1. Its mandate,
 - 4.3.2. Its scope of authority,
 - 4.3.3. Its reporting requirements
 - 4.3.4. Its duration.
- 4.4. No Committee shall exercise authority beyond its approved mandate.

5. *Election & Governance Committee*

- 5.1. Where required under [By-Law 3 - Election and Referenda](#), the BoD may establish an Election Committee.
- 5.2. The Election Committee shall operate independently from candidates and shall act in accordance with the authority delegated by the BoD and the Chief Returning Officer (CRO), where applicable.

6. *Council*

6.1. **Establishment**

- 6.1.1. The HPUES Council is hereby established as the formal advocacy body of the Society

- 6.1.2. The Council operates within the governance framework of the Board of Directors (BoD) and shall not exist as a separate legal authority.

6.2. Composition

- 6.2.1. The HPUES Council shall be composed of:
 - 6.2.1.1. All duly elected or appointed Year Representatives of each Engineering Program and Academic Year;
 - 6.2.1.2. The Vice President Student Life (VPSL, who shall serve as Chair.
- 6.2.2. The VPSL shall act as:
 - 6.2.2.1. Chair of Council meetings;
 - 6.2.2.2. Coordinator of advocacy initiatives;
 - 6.2.2.3. Primary liaison between the Council and the BoD
- 6.2.3. Council members must be Members in good standing of the Society,

6.3. Purpose & Mandate

- 6.3.1. The HPUES Council shall serve as the primary forum for:
 - 6.3.1.1. Raising student concerns;
 - 6.3.1.2. Identifying systemic issues within programs;
 - 6.3.1.3. Discussing academic, professional, and student life matters;
 - 6.3.1.4. Coordinating collective advocacy efforts.
- 6.3.2. The Council functions as the advocacy branch of the Society.
- 6.3.3. The Council may:
 - 6.3.3.1. Recommend motions to the Board of Directors (BoD);
 - 6.3.3.2. Submit formal advocacy positions;
 - 6.3.3.3. Request escalation of matters to Faculty leadership;
 - 6.3.3.4. Refer provincial or national matters to the Vice President External (VPX) for representation at ESSCO or CFES
- 6.3.4. The Council may not:
 - 6.3.4.1. Override decisions of the BoD;
 - 6.3.4.2. Bind the Society contractually or financially;
 - 6.3.4.3. Issue official public statements without BoD authorization.

6.4. Relationships to the Board of Directors

- 6.4.1. The entirety of the Council shall sit within the BoD structure for governance purposes
- 6.4.2. Year Representatives shall hold voting rights within the BoD only where defined in [By-Law 1 - Governing Body](#).

- 6.4.3. The VPSL is responsible for
 - 6.4.3.1. Educating Representatives on governance procedures;
 - 6.4.3.2. Assisting in drafting motions;
 - 6.4.3.3. Determining feasibility and jurisdiction of proposed actions;
 - 6.4.3.4. Ensuring professionalism in advocacy conduct.

6.5. Faculty-Level Representation

- 6.5.1. Where a Faculty Council or equivalent body exist, the VPSL shall:
 - 6.5.1.1. Represent the unified position of HPUES;
 - 6.5.1.2. Coordinate discussion among Representatives prior to Faculty meeting;
 - 6.5.1.3. Ensure consistency of messaging.
- 6.5.2. Representatives shall communicate Faculty-level issues to the VPSL prior to escalation.

6.6. Meetings

- 6.6.1. The HPUES Council shall meet at minimum:
 - 6.6.1.1. Once prior to Reading Week; and
 - 6.6.1.2. Once following Reading Week, per Academic semester.
- 6.6.2. Additional meeting may be called by:
 - 6.6.2.1. The VPSL; or
 - 6.6.2.2. Majority request of Council meetings
- 6.6.3. The VPSL shall Chair all Council meetings
- 6.6.4. Minutes shall be recorded and submitted to the Board of Directors (BoD).

6.7. Professional Conduct

- 6.7.1. Council members shall conduct themselves in a professional manner consistent with the standard of an engineering student body.
- 6.7.2. The Chair shall maintain order and may rule members out of order in accordance with the Society's Rule of Order ([By-Law 2 - Rules of Order for the BoD/General Meeting](#)).

7. *Accountability & Reporting*

- 7.1. All Commissions and Committees shall report to the BoD through:
 - 7.1.1. Their supervising Vice President, or
 - 7.1.2. The designated Chair of the Committee.
- 7.2. The BoD retains final authority over
 - 7.2.1. Financial approval,
 - 7.2.2. Policy decisions,

7.2.3. Strategic direction,

7.2.4. Public representation

7.3. No Commission or Committee may bind the Society financially or contractually without explicit approval of the BoD.

8. *Removal & Dissolution*

8.1. The BoD may dissolve any Committee by simple majority vote unless otherwise specified.

8.2. Commission leadership may be restructured or reassigned by majority vote of the BoD where necessary for operational effectiveness.

By-Law 6 - Vacancies, Removal, and Succession

1. *Purpose*

- 1.1. This By-Law establishes clear procedures for addressing Executive Officer vacancies, removals, resignations, and succession to ensure continuity of governance and operations.
- 1.2. The intent of this By-Law is to prevent operational disruption while maintaining accountability and democratic legitimacy.

2. *Vacancies*

- 2.1. A vacancy shall be deemed to occur if an Executive Officer:
 - 2.1.1. Resigns in writing;
 - 2.1.2. Is removed in accordance with this By-Law;
 - 2.1.3. Becomes ineligible under the Constitution or By-Laws;
 - 2.1.4. Is absent without reasonable cause from two (2) consecutive Executive or Board of Directors (General Meeting) meetings.
- 2.2. Upon declaration of a vacancy, the Board of Directors shall be notified immediately.

3. *Temporary Absence*

- 3.1. An Executive Officer may request a temporary leave of absence, not exceeding two (2) consecutive weeks, subject to Board approval.
- 3.2. During a temporary absence, the Board may appoint an interim replacement or redistribute duties among the Executive.
- 3.3. A temporary absence shall not constitute a vacancy unless the maximum duration is exceeded or duties are not fulfilled.

4. *Permanent Vacancy and Appointment*

- 4.1. If a vacancy occurs with more than three (3) months remaining in the term:
 - 4.1.1. The Board of Directors may appoint an interim officer by majority vote; or
 - 4.1.2. The Board may direct that a by-election be held.
- 4.2. Interim appointees shall serve until a by-election is held or until the end of the term, as determined by the Board.
- 4.3. All appointments must meet eligibility requirements for the position.

5. *Presidential Succession*

- 5.1. In the event of a vacancy in the office of President:
 - a) The Vice President Internal shall assume the role on an interim basis;
 - b) If the Vice President Internal position is also vacant, the Board shall appoint an interim President.
- 5.2. A by-election shall be held if the Board determines it is in the best interest of the Society.

6. *Removal from Office*

6.1. *Grounds for Removal*

- 6.1.1. An Executive member or Officer may be removed from office for any of the following reasons:

- 6.1.1.1. Gross misconduct;
- 6.1.1.2. Neglect of duties or repeated failure to fulfill responsibilities as defined in the Constitution, By-Laws, and Roles and Responsibilities document;
- 6.1.1.3. Violation of the Constitution, By-Laws, or Society Policies;
- 6.1.1.4. Actions that bring the Society into disrepute or cause material harm to its reputation, operations, or members;
- 6.1.1.5. Abuse of authority, misuse of Society funds, or breach of fiduciary duty.

6.2. *Dismissal*

- 6.2.1. Dismissal refers to the removal of an executive position with the intent of relieving a member of their duties for reasons related to their well-being, whether mental or physical.
- 6.2.2. A dismissed executive may continue to hold a passive or advisory role within the society.
- 6.2.3. A dismissed executive is required to prepare a transition document for the incoming member who will assume their role.
- 6.2.4. Dismissal proceedings may be initiated by:
 - 6.2.4.1. A formal written notice must be given to the executive in question, outlined in section 7, not with the intention of threatening, but more out of concern. If no improvement is seen by the Executive Committee
 - 6.2.4.2. A dismissal motion must be moved by an executive and signed by the executive being dismissed.
 - 6.2.4.3. A two-thirds (2/3) vote of the Board of Directors (General Meeting) shall be required to pass this motion
- 6.2.5. A dismissal is grounds to call an emergency GM

6.3. *Impeachment*

- 6.3.1. Impeachment refers to the formal process to remove an elected Executive with the intention of fully removing the executive in question from all society activities.
 - 6.3.1.1. Impeachment proceedings may be initiated by:
 - 6.3.1.1.1. A formal written notice must be given to the executive in question, outlined in section 7. If no improvement is seen by the Executive Committee
 - 6.3.1.1.2. An Impeachment motion must be moved by an executive. requires two-thirds (2/3) vote of the Board of Directors; to pass
- 6.3.2. Impeachment shall follow the Removal Process outlined in Section 7 and shall require ratification by the membership where applicable.

7. *Removal Process*

7.1. *Notice and Right to Respond*

- 7.1.1. The Executive Member or Officer subject to dismissal or impeachment shall be provided with:
 - 7.1.1.1. Written notice of all allegations, including relevant evidence;
 - 7.1.1.2. A reasonable opportunity to respond, either in writing or in person, before any vote is taken.

7.2. *Finality and Record*

7.2.1. All removal decisions shall be final and binding.

7.2.2. The outcome, rationale, and vote count shall be formally recorded in the official minutes.

By-Law 7 - FINANCE & ACCOUNTABILITY

1. *Authority & Responsibility*

- 1.1. All funds of HPUES shall be held **in trust for the benefit of its members**.
- 1.2. The **Vice President Finance** is the primary officer responsible for the Society's finances but must operate under the oversight of Board of Directors .
- 1.3. No officer, committee, or member may commit Society funds without prior written approval as outlined in this By-Law.

2. *Budgeting*

- 2.1. The VP Finance shall draft a proposed **annual budget** before the start of each academic year.
- 2.2. The proposed budget must:
 - 2.2.1. List projected income (membership fees, sponsorships, grants, fundraising).
 - 2.2.2. List projected expenses (events, operations, administration, marketing).
 - 2.2.3. Identify contingency reserves.
- 2.3. The budget requires approval by a **two-thirds majority of Board of Directors** .
- 2.4. Once approved, no spending line may be exceeded by more than **10%** without additional Board of Directors approval.

3. *Revenues*

- 3.1. Revenues may come from:
 - 3.1.1. Membership fees (set annually by Board of Directors).
 - 3.1.2. Sponsorships, grants, and donations.
 - 3.1.3. Event revenues (ticket sales, merchandise, fundraising).
 - 3.1.4. Institutional funding (if applicable).
- 3.2. All revenues shall be deposited into the Society's official bank account within **5 business days** of receipt.

4. *Expenditures*

- 4.1. All expenditures must:
 - 4.1.1. Fall within the approved budget.
 - 4.1.2. Be authorized by the **dual signatures** of the President and VP Finance.
- 4.2. Expenditures over **\$500** require prior approval of Board of Directors .

- 4.3. Petty cash, if used, shall not exceed **\$100 per transaction** and must be reconciled monthly.

5. *Signing Authority*

- 5.1. The Society's bank account(s) shall require **two (2) authorized signatures**:
 - 5.1.1. President
 - 5.1.2. Vice President Finance
 - 5.1.3. (If necessary, the Board of Directors may authorize a third officer as backup signer).
- 5.2. No officer may sign a cheque payable to themselves.

6. *Financial Records*

- 6.1. VP Finance must maintain accurate records of:
 - 6.1.1. All income and expenditures
 - 6.1.2. Receipts and invoices
 - 6.1.3. Contracts and sponsorship agreements
- 6.2. Records must be retained for **seven (7) years**.
- 6.3. Any member may request to view the Society's financial records with **7 days' notice**, except where confidentiality agreements apply.

7. *Auditing & Reporting*

- 7.1. The VP Finance shall prepare **monthly financial reports** for the Board of Directors .
- 7.2. An **Annual Financial Statement** shall be presented at the AGM and published to members.
- 7.3. The Society's accounts shall be subject to **independent review or audit** by:
 - 7.3.1. The institution's finance office; OR
 - 7.3.2. An external auditor appointed by the Board of Directors .
- 7.4. Audit results shall be made available to all members.

8. *Misuse of Funds*

- 8.1. Misuse of Society funds includes:
 - 8.1.1. Unauthorized spending.
 - 8.1.2. Fraudulent claims or falsified receipts.
 - 8.1.3. Use of funds for personal benefit
- 8.2. Any officer or member found guilty of misuse shall:
 - 8.2.1. Be required to repay the funds.
 - 8.2.2. Be subject to removal from office (By-Law 1.8).

- 8.2.3. Be referred to Humber Polytechnic disciplinary processes and, if applicable, law enforcement.

9. Sponsorship & Donations

- 9.1. Sponsorships must:
 - 9.1.1. Be approved by VP External and VP Finance.
 - 9.1.2. Be documented by a written agreement.
 - 9.1.3. Align with Society values and institutional policies.
- 9.2. Donations may not create conflicts of interest or require endorsement of commercial products without Board of Directors approval.

10. Fiscal Year

- 10.1. The fiscal year of HPUES shall run from **May 1 – April 30**.

By-Law 8 - AMENDMENTS

1. Authority

- 1.1. These By-Laws may only be amended by the membership of HPUES, following the process outlined below.
- 1.2. Board of Directors may propose amendments, but final approval rests with the General Membership.
- 1.3. This By-Law governs all amendments to the Constitution and By-Laws. Where the Constitution references amendment procedures, such procedures shall be interpreted as operating through this By-Law.

2. Proposal of Amendments

- 2.1. Amendments may be proposed by:
 - 2.1.1. Two-thirds majority vote of Board of Directors ; OR
 - 2.1.2. A petition signed by at least **10% of active members**.
- 2.2. Proposed amendments must be submitted in writing, clearly stating:
 - 2.2.1. The current wording.
 - 2.2.2. The proposed new wording.
 - 2.2.3. The rationale for the change.

3. Notice of Amendments

- 3.1. Notice of a proposed amendment must be sent to all members at least **14 days before** the General Meeting or Referendum where it will be voted on.
- 3.2. The notice must include both the proposed text and rationale.

4. Voting on Amendments

- 4.1. Amendments shall be voted on at a **General Meeting** or by **Referendum**.
- 4.2. The quorum for voting on amendments is **30% of active members**.
- 4.3. Passage requires a **two-thirds majority of votes cast**.
- 4.4. Abstentions do not count toward totals.

5. Restrictions on Amendments

- 5.1. No amendment may:
 - 5.1.1. Contradict Humber Polytechnic policies or the law.
 - 5.1.2. Eliminate or restrict the rights of members to vote, participate, or hold office.

- 5.1.3. Alter the dissolution clause (By-Law 8) except by unanimous vote of Board of Directors AND two-thirds vote of the General Membership.

6. *Record of Amendments*

- 6.1. All adopted amendments must be:
 - 6.1.1. Incorporated into the official By-Law manual within **30 days**.
 - 6.1.2. Published to all members.
 - 6.1.3. Archived with the date of adoption and mover/seconder.

By-Law 9 - DISSOLUTION

1. *Authority to Dissolve*

- 1.1. The Humber Polytechnic Undergraduate Engineering Society (HPUES) may be dissolved only in accordance with this By-Law.
- 1.2. Dissolution may be proposed by:
 - 1.2.1. A unanimous vote of the Executive; OR
 - 1.2.2. A two-thirds majority vote of Board of Directors ; OR
 - 1.2.3. A petition signed by at least **25% of active members**.

2. *Voting Requirement*

- 2.1. Dissolution must be approved by a **two-thirds (66.7%) majority vote of active members** present at a General Meeting called specifically for this purpose.
- 2.2. Quorum for a dissolution meeting is **50% of active members**.
- 2.3. Notice of the dissolution meeting must be given at least **30 calendar days in advance** and must clearly state that dissolution is being proposed.

3. *Restrictions on Dissolution*

- 3.1. The Society **may not dissolve** if:
 - 3.1.1. There are at least **15 active members** willing to continue its operation.
 - 3.1.2. Dissolution would violate Humber Polytechnic policies or legal requirements.
- 3.2. Dissolution shall not be used as a means to evade debt, accountability, or disciplinary investigation.

4. *Distribution of Assets*

- 4.1. Upon dissolution, all Society assets, funds, and records shall be transferred to the **Humber Polytechnic Student Engineering Fund**, or if unavailable, to the **Humber Polytechnic Student Union** for the benefit of engineering students.
- 4.2. No member of the Society shall personally benefit from the distribution of assets.
- 4.3. Outstanding debts or obligations must be settled before any transfer of funds.

5. *Recordkeeping*

- 5.1. The Vice President Internal shall ensure that all governance and financial records are archived with Humber Polytechnic for at least **seven (7) years** after dissolution.
- 5.2. A final dissolution report, including financial statements and member vote results, shall be filed with the institution.

By-Law 10 - GENERAL PROVISIONS

1. Interpretation

- 1.1. In case of dispute, these By-Laws shall be interpreted in the spirit of **fairness, accountability, and transparency**.
- 1.2. If ambiguity exists, the interpretation of the Board of Directors (by two-thirds vote) shall prevail unless overturned by the General Membership.
- 1.3. In all cases, institutional policy and applicable law supersede these By-Laws.

2. Supremacy of By-Laws

- 2.1. In the event of any inconsistency or conflict between these By-Laws and the Constitution of the Humber Polytechnic Undergraduate Engineering Society, the Constitution shall prevail.
- 2.2. These By-Laws take precedence over all policies, procedures, or rules of the Society.
- 2.3. Policies and procedures may supplement but **cannot contradict** these By-Laws.

3. Records and Archives

- 3.1. All official records of the Society shall be retained for a minimum of **seven (7) years**.
- 3.2. Records include but are not limited to: minutes, budgets, financial reports, contracts, election results, and membership lists.
- 3.3. Members may request access to non-confidential records with **7 business days' notice**.

4. Non-Discrimination

- 4.1. All members shall be treated with dignity, respect, and fairness.

5. Indemnification

- 5.1. Officers, Board of Directors members, and committee members shall be indemnified by the Society against any liability arising from the honest execution of their duties, except in cases of:
 - 5.1.1. Fraud
 - 5.1.2. Gross negligence
 - 5.1.3. Willful misconduct
- 5.2. The Society shall maintain appropriate liability protection as required by Humber Polytechnic.

6. *Review of By-Laws*

- 6.1. These By-Laws shall be reviewed at least **once every three (3) years** by a special Review Committee appointed by the Board of Directors..
- 6.2. The Review Committee shall recommend updates, corrections, or clarifications to ensure continued relevance and clarity.

7. *Severability*

- 7.1. If any part of these By-Laws is found to be invalid or unenforceable, the remaining sections shall remain in full force and effect.