Article I

Name and Office

The name of this corporation shall be “THE PROFESSIONAL ENGINEERS OF OREGON EDUCATIONAL FOUNDATION”. The principal office of the Corporation shall be located in the office of the Professional Engineers of Oregon.

Article II

Purpose

The purposes of the Corporation are set forth in the Certificate of Incorporation.

Article III

Membership

Voting members of the Corporation shall be elected by the Board of Directors of the Professional Engineers of Oregon Educational Foundation. The voting membership shall constitute the Board of Directors of the Corporation.

Article IV

Management and Officers

Section 1. Management

The management of the Corporation and control of its property and affairs shall reside in the Board of Directors.
Section 2. Officers

The Board of Directors shall elect from among its members, officers as required to conduct the business of the Corporate such as: President, Vice President, Secretary, and Treasurer.

Section 3. Term of Office

Each officer shall hold office at the pleasure of the Board until his or her successor is elected and qualifies.

Article V

Board of Directors

Section 1. Number and Qualification

The Board of Directors shall consist of at least four (4) and not more than seven (7) members, all of whom shall be members of the Corporation by virtue of being elected as a member of the Board of Directors. All Members of the Board shall be current members of the Professional Engineers of Oregon.

Section 2. Term

The term of office for Directors shall be without limit. Directors shall serve until replaced. Individual Directors may be replaced by vote of the Board for inability to serve for a period of six or more months in a calendar year.
Article VI

Meetings of the Board

Section 1. Annual Meeting

There shall be one regular annual meeting. This meeting shall be held not more than 40 days prior to the annual meeting of the Professional Engineers of Oregon and shall consider and approve an annual report of the Foundation’s activities for presentation at that meeting.

Section 2. Business Meetings

Business meetings of the Board shall be held at a time and location agreeable to its members.

Section 3. Notice of Meetings

Notice of any meeting shall be made to all members of the Board at least seven (7) days before the date of such meeting.

Section 4. Quorum

At all meetings of the Board, the presence of more than one-half (1/2) of the members shall constitute a quorum.

Section 5. Voting

At all meetings, votes shall be via voice unless the presiding officer or one-half (1/2) the members present request a written ballot.
Article VII

Committees

Committees may be established by the Board which will define their function, powers and tenure. Members shall be appointed by the president. Committee activities shall conform to ORS 612.141.

Article VIII

Duties of Officers and Appointees

Section 1. President

The president shall be the chief executive officer of the Corporation and perform the duties usual to the president of a membership corporation. The President shall:

a. Preside at all meetings of the Board of Directors,

b. Be an Ex-officio member of all committees,

c. Have the power to sign all documents, contracts and negotiable instruments as the designated agent of the Corporation.

Section 2. Vice President

The Vice President shall perform such duties and have such powers as may be delegated to him/her from time to time by the President or the Board of Directors. In the absence of the President, the Vice President shall have the power and perform the duties of the President.
Section 3. Secretary

The Secretary shall:

a. Keep a record of the proceedings of all meetings of the Corporation.

b. Have custody of all records and papers relating to the business of the Corporation.

c. As delegated, negotiate scholarship agreements with the various schools of engineering.

d. Prepare and issue all notices of special meetings of the Corporation to the Board.

e. Be permitted to attend the meetings of all Committees and may act as Secretary thereof.

f. Exercise all duties incident to the office of Secretary.

Section 4. Treasurer

The Treasurer shall:

a. Have custody of and be responsible for the securities of the Corporation.

b. Advise the Board of Directors on the placement of investments to obtain the maximum return consistent with reasonable risk to support the activities of the Corporation.
c. Keep the accounts of the Corporation and shall have the care and custody of all monies belonging to the Corporation.

d. Collect and receive all monies payable to the Corporation.

e. Make all disbursements of the Corporation as instructed by the Board of Directors.

f. Keep proper books and records showing all receipts and expenditures.

g. Render an annual report in writing as to the financial condition of the Corporation and as requested by the Board of Directors.

h. Furnish such surety bonds, at the expense of the Corporation, as may be required by the Board of Directors.

Article IX
Removals

Any officer or member of any committee may be removed by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors. Any Director can be removed by a vote of two-thirds (2/3) of the Directors present at a meeting of the Board of Directors.
Article X

Minutes

Reasonably detailed minutes of the meetings of the Board of Directors and all Committees shall be prepared. Copies of the minutes of Board Meetings shall be sent to all Directors of the Corporation and to the President of the Professional Engineers of Oregon within thirty (30) days after the meeting is adjourned. The President may direct the Secretary to send copies of Committee meetings to the Directors when their activities include matters of interest to the Directors.

Article XI

Seal

The seal of the Corporation shall consist of the words “The Professional Engineers of Oregon Educational Foundation” inscribed in a circle with the words “Corporate Seal, 1975, State of Oregon” inscribed in the center of said circle. The design of the seal may be changed by formal action of the Board of Directors.

Article XII

Amendments

Section 1. Articles of Incorporation

A copy of the Article of Incorporation shall be available upon request.
Section 2. Bylaws

a. Any proposal for the amendment of these Bylaws shall be in writing. A copy of such proposed amendment shall be transmitted to each Director not less than twenty (20) days prior to the meeting of the Board where they will be considered for adoption.

b. An amendment to these Bylaws shall be adopted by affirmative vote of at least two-thirds (2/3) of the Directors present at the meeting where they are considered for adoption.

Article XIII

Sources and Disposition of Income

The Corporation may acquire real or personal property by bequest, devise, gift, grant or otherwise, and use the same as well as the income there from to attain its objectives and purposes. No bequest, devise, gift or grant shall be accepted on condition, express or implied:

a. That any particular person or persons be the recipient or recipients of funds expended in accordance with the above objectives and purposes, or

b. That any research or educational program shall be designed directly or indirectly.

Further, none of the funds or property of the Corporation shall inure to the benefit of any corporation or person except as compensation for services actually rendered, and that the Corporation shall not engage, nor shall any of its funds, property or income be used in carrying on propaganda, or attempting to influence legislation or participating or
intervening in any political campaign or furthering any political party or candidate for political office, including the publication or distribution of statements, literature, documents, or advertising.

Article XIV

Qualification of Recipients at the Undergraduate Level

Citizenship and Residence – A scholarship candidate shall be a citizen of the United States of America. In addition, the candidate shall have graduated from an Oregon high school, or one parent shall be a bona fide resident of the State of Oregon.

Transfers – A student transferring to an Accreditation Board for Engineering and Technology (ABET) approved School of Engineering from a Community College or a school from outside the State shall be eligible for consideration for a Foundation Scholarship if the transfer subject material presented for evaluation is acceptable to the School of Engineering, subject to the conditions above.

Continuation – A recipient of an Educational Foundation Scholarship below the final undergraduate year shall be eligible to receive a Foundation Scholarship in subsequent years of undergraduate study.
Article XV
Selection Criteria, Undergraduate Level

Scholastic Level – Preference shall be given in order of descending priority to students entering their:

1. Fifth or final undergraduate year,
2. Fourth undergraduate year,
3. Third undergraduate year,
4. Second undergraduate year

Students entering their freshman year in engineering will not be considered for scholarships.

Potential Contribution – Potential of the student candidate to make a significant contribution to society and the engineering profession shall be the principle consideration.

Financial Need – Financial need shall be the secondary consideration. In addition to financial need, the candidate must show reasonable expectation of being able to complete the scholastic year with the total financial aid available and such self help (employment) as is reasonably available.

Grades – Term and cumulative grade points shall be of tertiary consideration.

Matters Not To Be Considered – Sex, race, and religion shall not enter into the award of the scholarships.
Article XVI

Selection Criteria, Fellowships and Grants-In-Aid

Recipients – Recipients of Fellowships shall be individuals pursuing graduate study in a field of engineering or allied subjects in institutions of higher education, or previous scholarship recipients. Recipients of Grants-In-Aid shall be individuals whose activities support or enlarge the scope of the engineering profession.

Award – The Foundation, acting through its Board of Directors entirely at their discretion, may award Fellowships or Grants-In-Aid to individuals meeting such criteria as may be prescribed by the Board of Directors.

Article XVII

Selection of Candidates - General

Additional Requirements – The Board of Directors, may from time to time, establish such other qualifications and criteria as may be necessary to administer the selection of recipients.

Selection Process – Selection of candidates may be made by:

1. The Board of Directors using applications circulated to Schools of Engineering, or

2. Delegation, by written agreement, to a Committee at the individual Schools of Engineering subject to such conditions and criteria as may be prescribed by the Board of Directors in accordance with the provisions of IRS Reg. 435.4945-4(b)3. Such agreement shall include provisions for the transfer of monies for payment of the scholarships.
Article XVIII

Obligation of Scholarship Recipients

Repayment – Recipients of Foundation Scholarships shall not be obligated to repay the scholarship. They shall be encouraged to contribute to the Educational Foundation or a similar scholarship when they are financially able.

Progress Reports – Progress reports should be submitted by the recipients to the Foundation at the end of each term or semester. These reports should describe the recipient’s activities or course of study, and may include a copy of the grades issued by the school.

Review of Reports – The reports will be reviewed periodically by the Foundation to verify that the Scholarship, Fellowship, or Grant-In-Aid is being used as specified.

Article XIX

Actions Without Meetings

The Board of Directors, or any Committee of the Corporation shall be permitted to take action without a formal meeting, and such action shall bind the Corporation provided that all Directors or Committee members shall consent in writing to the action so taken. No action may be taken without a formal meeting unless all Directors or Committee members shall unanimously approve the action.
Article XX

Dissolution of the Foundation

In the event the Foundation shall cease operation and must be dissolved, the Foundation shall:

1. Discharge all indebtedness and any outstanding obligations.

2. Distribute the remainder, if any, to the: Oregon State University Foundation; Portland State University Foundation; and the University of Portland. This distribution shall be in proportion to the scholarships awarded through each School of Engineering of the above named universities in the most recent two years of Foundation activity prior to the dissolution.

Should the amount distributed to any foundation or university be inadequate to endow a scholarship equal to one half (1/2) of a full year’s “resident” tuition at Portland State University (irrespective of the number and value of scholarships to be actually awarded using these funds) the funds may be expended at the discretion of the Foundation or University until exhausted.

Where the amount of funds distributed to a foundation or university exceeds that needed to endow a scholarship equal to one half (1/2) of a full year’s “resident” tuition at Portland State University, the foundation or university shall within one year, establish an endowment to be known as the Professional Engineers of Oregon Scholarship Endowment Fund, the proceeds of which shall be applied in perpetuity for scholarships in their respective Schools of Engineering.
In the event that a foundation or university shall fail to establish an endowment as described above, the funds allocated to that Foundation or University shall be distributed proportionately among the other qualifying recipients.

Approved: ___________________________ ___________________________  Date
Tai Funatake, President

Approved: ___________________________ ___________________________  Date
Stephen Hawke, Vice President, Secretary

Approved: ___________________________ ___________________________  Date
Dave Taylor, Treasurer