



BYLAWS

July 31, 2018

THE MATHEMATICS SOCIETY
OF THE
UNIVERSITY OF WATERLOO

FOREWORD

This document is a set of annotations to the governance documents of MathSoc. The intent behind this document is to provide future MathSoc members with the insight behind why the rules the way they are, so hopefully they won't have to change every five years in the future, as has largely been MathSoc's historical approach. I would like the rules that MathSoc creates to last it for a very long time. While this will not always be the case, with any luck, hopefully these annotations will serve future Councillors and volunteers well, and help them ensure that their changes to MathSoc's rules are well thought out.

As the author of the original form of the current Constitution & Bylaws, and many of MathSoc's policies (as well as the *de facto* document maintainer over the course of my undergraduate degree), I hope that I can bring a valuable perspective. Oftentimes, I have been the go-to guy for "why is this rule the way it is" and I hope that, with this in place, my departure to greener pastures won't result in a loss of all that knowledge.

Above all, I hope that this document gets continually updated. Nothing in my experience, is better at producing a feeling that the rules are outdated than an inability for people to understand them. If future secretaries, as they update these documents, also maintain this annotation document, then hopefully the good wisdom of past Councils will continue, and MathSoc's institutional amnesia will be lessened.

One last note, for future secretaries: you have one most important job, and that is *to record the exact text of every motion adopted and incorporate this into the minutes*. None of your duties is more important than that. This document contains a consolidated copy of all the governing documents of MathSoc. But it's not the official source. In a perfect world, you could go back through all the minutes and reconstruct everything from them, because they are the only record that gets vetted by Council. That doesn't mean you shouldn't keep the documents up to date, but they are actually less important. On a related line of thinking, don't ever be wooed by the notion that only keeping digital copies of everything is a good idea. Update that minutes binder (although probably the secretaries have stopped doing that by the time I finish these annotations, and we're going to lose all the minutes to a server crash).

Alexis Hunt

Math undergrad, 2010 to 2014

Variously:

Representative, MathSoc

Vice-President, Academic; MathSoc

Secretary, MathSoc

Speaker for Council, MathSoc

Speaker for Council, Federation of Students

Senator & Governor, University of Waterloo

Honourary Lifetime Member, MathSoc

Winter 2014

ON *Robert's Rules of Order*

MathSoc's governing documents are written with *Robert's Rules of Order, 11th ed. (RONR)* in mind. *RONR* is prescribed by the Constitution & Bylaws to be the parliamentary authority of MathSoc, and its rules prevail wherever ours are silent. To avoid duplication and the possibility of inconsistency, rules are rarely repeated.

As a result, it is impossible to properly interpret MathSoc's governing documents without a proper understanding of how *RONR* interacts with them. One goal of these annotations is to assist in the interpretation of the rules in conjunction with *RONR*, but someone looking to make large rule changes should familiarize themselves with *RONR*.

In particular, chapters XV and XVI, addressing officers, minutes, committees, boards, and reports are all very relevant to understanding these documents. Chapter XVIII, Bylaws, is probably also a useful resource.

It is almost certain that, someday, a 12th (and 13th, and 14th, and so forth) version will be released. When that happens, MathSoc's governance shall automatically transition to the newest edition, as provided for in the Constitution & Bylaws. Bear in mind that any references provided in my commentary are to the 11th edition.

Alexis Hunt, Winter 2014

ORGANIZATION

There are, broadly, four parts to this document, apart from this introduction to it. The first two correspond to the rules of MathSoc: the Constitution & Bylaws in part 2, and the policies in part 3. The fourth part is not normative information, but a historical record of significant events and of decisions that are no longer in force, either because they were not intended to have long-term effect, or because they expired or were rescinded. Finally, there is a technical guide to the upkeep of this document and the rather complicated macro system underlying it.

The meat of the document, the annotated sections, contain up-to-date (as of this writing, anyway) copies of the documents, and colourful, insightful, and definitely very interesting commentary. This may include historical background or references to other provisions which may be helpful when interpreting that section.

This document is not the official copy of the documents of the Society. The official copies exist only in the minutes, but are a pain to reconstruct because you must start at the beginning to do it properly, and the minutes are badly kept. In case of a discrepancy, the minutes prevail (unless the minutes themselves are known to be in error, in which case they should be corrected; the minutes do not prevail over history). In certain cases, liberal interpretation of a motion may be used to convert it to an ongoing rule, but the minutes should be the guide to the true form of any such rule or motion.

The secretary, of course, is also responsible for maintaining separate copies of the documents for easy reading which should be the reference to anyone reading this.

Additionally, every section includes a signature from myself, and hopefully future secretaries will include their own signatures on new text, rather than erasing my own, so that history can be included. I would be upset if future secretaries didn't remove things that had become inappropriate, however. Useless history is useless (I wonder which will be lost to the mists of time first: that meme, or this paragraph...).

Alexis Hunt, Winter 2014

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ARTICLE 1. NAME

Author’s Note: *As far back as I have heard of, which is quite a ways into the past, there have been a few constants around the third floor of the Math & Computer building. An unhealthy obsession for the colour pink emanating from the office in the southeast corner. A strained relationship with the Computer Science Club across the hall. A fortnightly (not biweekly, please!) newspaper of questionable quality and unquestionably lax editorial policies that redeems itself by publishing funny quotations from professors, especially Larry Smith in economics.*

And as far as I know, MathSoc has always called itself MathSoc. There was a dabbling in the early 2000s (and possibly farther back) of two mostly-independent societies, X, and Y, which alternated from term to term much as EngSoc A and B do today. The intent was to make it easier for co-op students (and anyone who looks at EngSoc’s governance will understand why; it works very well for them), but the nontrivial portion of regular students in the Faculty makes for difficult work.

Alexis Hunt, Winter 2014

The full name of the Society shall be “The Mathematics Society of the University of Waterloo”; its short name shall be “MathSoc”.

ARTICLE 2. OBJECT

Author’s Note: *It’s interesting to compare how the society nowadays works in relation to its constitutional object. Since the Constitution & Bylaws were entirely revised in Winter 2011, the departure ought not to be too profound, but in some ways it is. MathSoc’s promotion of activities is frequently limited to the events it olds, and increasing awareness to the outside community is also lacking—though a few enterprising students are looking to change that. Representation has been a strong point, if I do say so myself. I think that MathSoc could also do a lot more to help the student body accomplish their goals.*

On the flip side, a student society with a good object will always find itself falling short, because its work is never done.

One thing worth noting is that this article is more than just philosophical. This provides an important basis, both procedurally (see, for example, RONR, 11th. ed., p. 113, ll. 10-14) and politically, for the society to frame its deliberations and actions. There are always arguments about what MathSoc should or should not be doing, and this article can be powerfully persuasive tool in such arguments, when it is applicable.

Also, I cannot understand for the life of me why I didn’t format this as a bulleted list. It’s practically unreadable. Somebody should fix that.

Alexis Hunt, Winter 2014

The object of the Society shall be to serve, represent, and promote undergraduate students in the Faculty of Mathematics at the University of Waterloo by providing services to students; encouraging and co-ordinating student participation in athletic, cultural, social, academic, and recreational activities; encouraging cooperation and communication between students; increasing awareness of the Faculty and of mathematics in general to the outside community; by representing students to the Faculty and to the University; and by providing students with the means to help them accomplish their goals both within and without the University.

ARTICLE 3. DEFINITIONS

Author’s Note: *This section, perhaps, has a few more definitions than are strictly necessary. A few of the definitions deserve further comment, though.*

The “academic year” as defined by the University is presently from September to August. This is different from the fiscal year of all major organizations on campus, which extends from May to April. This causes some difficulties, from time to time. In practice, MathSoc takes a year to be whatever is convenient at the time, because a year is a long time for undergrads.

The word “term” is highly overloaded, and this is unfortunate. It can mean both the term of office of someone in a position, and of course the academic term about 4 months long. Often you want to use both meanings in the same sentence. There is no particularly good substitute in other case, because the word “tetramester” hasn’t really caught on. Often, the correct meaning needs to be inferred from context.

The definition of a term here indirectly sets the term of office of Council and of the Executive. This rarely matters, as good Executive tend to start early and end late, but it does affect things like who gets invited to Orientation Week events. It also would affect Council membership, should an emergency arise right at a term boundary and action need to be taken quickly.

The definitions of “student” and “math student” are carefully written to be as inclusive as possible. It seems that the University administration is always inventing creative ways to blend programs across faculties and institutions, such as the Double Degree programs with Laurier. Interestingly enough, this does include students who are out of reach of UW at faraway institutions and who are on exchange.

The definition of “first-year student” is similarly broad, and the intent here is simply to ensure that when we get a list of first-years from the Registrar’s Office to put into our voter lists, it matches up with our definition of first-year. The most notable case where a student is first-year but not in first year is when a student fails enough courses that they fail to advance to 2A, as your term of study in the Math Faculty is determined entirely by credits.

The final paragraphs of this article, relating to non-voting members and appointments, are rules that exist just so that this case is covered, and not because there is any particularly good reason for one version of a rule over another. In particular, the fact that non-voting members cannot make motions is rather arbitrary, and the rules for appointments just ensure that someone cannot show up claiming to be a representative without authority (for my thoughts on that, however, see the later section on non-voting members of Council!).

Alexis Hunt, Winter 2014

In this and any other document of the Society, the following definitions shall hold unless otherwise specified:

University

The University of Waterloo

Faculty

The Faculty of Mathematics of the University

Dean

The Dean of the Faculty

Society

The Mathematics Society of the University of Waterloo

Federation

The Federation of Students, University of Waterloo

Council

The Council of the Society

Board

The Board of Directors of the Society

Executive

Any of the Executive Officers

member

Without further qualification, any social member of the Society

academic year

Such a period of time as defined by the Senate of the University

term

A period of time, approximately four months long, from the start of classes or of Orientation week in one term as defined by the Senate of the University, until the day before the start of next term

Winter term

The term extending roughly from January to April of any given year

Spring term

The term extending roughly from May to August of any given year.

Fall term

The term extending roughly from September to December of any given year

student

Any person registered as an undergraduate student at the University, including persons registered at another post-secondary institution for a joint program with the University

math student

Any student registered in the Faculty, including in a joint program with another faculty or institution

first-year student

Any student registered as being in their first year of study in the University, regardless of whether or not they are actually in their first year of study

VPF

The Vice-President, Finances

VPO

The Vice-President, Operations

VPI

The Vice-President, Internal

VPA

The Vice-President, Academic

decision of the Society

A decision made by Council, a general meeting, a referendum, or any other body to which the power to make that decision was duly and legally delegated, or a document duly enacted by one of the above

3.1 NON-VOTING MEMBER

With regards to any assembly within the Society, a non-voting member has all rights accorded to regular members except for the right to make motions and the right to vote.

3.2 APPOINTMENT OF DESIGNATES

Where someone is entitled to appoint a designate to serve a function under this document, such an appointment shall be made by written notice to the President or to the Speaker of Council, and notice of that appointment shall be given to Council. More than one person may be so designated, but no more than one person shall exercise the rights provided to a single person at any given time.

ARTICLE 4. PARLIAMENTARY AUTHORITY

The Society shall use the most recent edition of *Robert's Rules of Order, Newly Revised* as its parliamentary authority, and it is binding on the Society where not contradicted by this document or any other decision made with due authority.

ARTICLE 5. MEMBERSHIP

Author's Note: *The membership section is one of the most confusing, and probably could be simplified. But it works and nobody really questions it. Still, rewriting this section would be a good idea.*

Basically, we can divide members into three categories:

- 1. Voting members, who are math undergraduate students;*
- 2. Social but non-voting members, who pay the fee but aren't students; and*
- 3. Honourary Lifetime Members.*

There are some issues here though. So I'll come back to this.

Alexis Hunt, Winter 2014

5.1 MEMBERSHIP FEE

The Society shall levy a membership fee to either be collected by the University as a portion of student fees, or paid directly to the Society. Some members are exempt from having to pay the membership fee, as defined elsewhere in this document.

The amount of the MathSoc Fee may be adjusted only through one of the following two mechanisms:

1. Once per Fall term, by a resolution of the Board of Directors, specifying an adjustment of a percentage equal to or less than the increase in the Consumer Price Index for Canada in the previous calendar year according to Statistics Canada. This increase is subject to ratification at the next General Meeting; or
2. Modified or removed by a referendum held in accordance with these bylaws.

If a student has arranged fee payment to the satisfaction of the University and the arranged fees include the fee for a given term, then that student is considered to have paid the fee for that term, regardless of whether or not the Society has received the funds.

Members of the Society have the right to request a fee refund within any procedures set out by a decision of the Society. If they are not exempt from paying the membership fee, then upon submitting a refund request, their rights as members cease, but they are entitled to receive the refund only if they have not in the interim used any services of the Society.

5.2 VOTING MEMBERSHIP

The voting members of the society are those social members who meet one or more of the following criteria:

1. A full-time or part-time math student in the current term.
2. A math co-op student in the current term who was a voting member in the previous term.
3. A voting member in the previous term who is slated to be a full-time or part-time math student in the next term and is not currently engaged in academic study.

5.3 SOCIAL MEMBERSHIP

The social members of the society are those students (undergraduate and graduate), staff, faculty, or alumni at the University who have paid the Society membership fee, as well as all full-time employees of the Society and all Honorary Lifetime Members of the Society regardless of whether or not they have paid the fee.

Additionally, if a person is not a student in the Faculty and would be a voting member by the above section if they were a social member, then they are a social member.

5.4 HONORARY LIFETIME MEMBERS

The Honorary Lifetime Members of the Society are those persons who have made exceptionally significant contributions to the Society or towards its goals. Honorary Lifetime Memberships may be conferred only by a three-quarters majority vote, conducted by secret ballot, of a general meeting of the Society.

Honorary Lifetime Memberships are valid for the lifetime of the Society and cannot be revoked. Honorary Lifetime Members cannot have obligations imposed on them due to their status; if they accept a position within the Society, however, they are still obligated to fulfill the duties of that position.

5.5 RIGHTS OF VOTING MEMBERS

Voting members have the exclusive right to participate in Society decision-making:

1. Vote at general meetings of the Society;
2. Sign petitions of the Society;
3. Vote in an election to any position on Council or the Executive, or in a referendum of the Society; and
4. Nominate for, stand as candidate for, or hold a position on Council, as an Executive Officer, or on the Board of Directors.
5. Inspect the financial records of the Society and, at their own expense, request a professional audit.

5.6 RIGHTS OF SOCIAL MEMBERS

Social members have, except where described otherwise in this document, the right to participate fully in activities in the Society, although this does not mean that the Society cannot charge a fee for an event or that activities cannot be limited to some subset of members, provided that all members are given fair opportunity to be included.

Social members additionally have the right to participate in any general meeting of the Society as non-voting members, and to view any governing documents or public correspondence of the Society.

ARTICLE 6. BOARD OF DIRECTORS

6.1 PURPOSE

The Board of Directors shall be responsible for the corporate duties of the organization, including the management of the legal, financial, and human resource concerns of the organization as well as setting and reviewing high-level strategic plans.

6.2 COMPOSITION

Author's Note: *The structure of the at-large members is meant to place the Board into a constant state of transition, which will hopefully aid in knowledge sharing and prevent sudden shifts in the attitudes of Board.*

The size of the Board should allow for quorum to be met (especially with remote participation) in any term.

The community members allow for more experienced members of the community who are interested in the object of the Society to provide expertise to the Board and aid in continuity.

Tristan Potter, Winter 2018

The Board of Directors is comprised of up to fourteen (14) voting members:

1. The five (5) Executive, as defined in this document;
2. One representative from Council, appointed by Council;
3. Two (2) at-large representatives elected in the Fall term;
4. Two (2) at-large representatives elected in the Spring term;
5. Two (2) at-large representatives elected in the Winter term; and,
6. Two (2) community representatives, appointed by the Board of Directors in the Winter term.

Additionally, the following shall serve as non-voting resource members:

1. The Speaker of Council;
2. The Secretary of Council;
3. The General Manager, as defined elsewhere in this document;
4. The Vice President, Operations and Finance of the Federation of Students, or designate;
5. The undergraduate student Senator(s) representing the Faculty of Mathematics; and
6. The Dean of the Faculty, or designate.

If a person qualifies as both a voting and non-voting member of the Board of Directors, then they are a voting member.

At-large Directors shall be elected at the termly general meeting for the seat they are being appointed to.

In the event that one or more at-large seats become vacant, the Board of Directors may appoint a member to fill the vacancy until such a time as a replacement may be duly elected.

6.3 TERMS OF OFFICE

Author's Note: *As an example, at-large directors appointed in the Winter term will start their term on May 1, and will serve until April 30th of the following year.*

Tristan Potter, Spring 2018

At-large members of the Board of Directors shall hold office for one (1) year, commencing at the beginning of the academic term following the one in which they were elected. For greater clarity, the at-large director appointed in the Winter term shall start in May of that year, the at-large director appointed in the Spring term will start in September of that year, and the at-large director appointed in the Fall term shall start in January of the following year.

Community members of the Board of Directors shall hold office for up to two (2) years in one term, commencing and ending at a time defined by the Board of Directors.

The Councillor representative will serve until the end of the current academic term, as defined in this document.

For greater certainty, Directors may serve for an unlimited number of terms, consecutive or otherwise.

If a successor is not found prior to the end a Councillor's term of office, that member will continue to serve until a replacement is found.

Directors or Directors-elect can resign by written submission to the rest of the Board of Directors.

6.4 DUTIES & POWERS

The Board of Directors shall manage and have full power over the Societies affairs as required to ensure the long-term survival of the Society. The Board of Directors shall make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Society is authorized to exercise and do.

The Board of Directors is expressly further empowered to:

1. Approve the budgets of the organization;
2. Review the finances of the organization, including the annual audit;
3. Oversee the Executive and all other Officers of the organization in the execution of their duties;
4. Oversee the strategic direction of the organization;
5. Determine the dates of termly General Meetings;
6. Establish the staff structure and the human resources procedures of the organization;
7. Establish such committees and procedures as are necessary for the effective execution of its duties; and
8. Determine the signing authorities of the Society.

Author's Note: *This next clause was present in the section on Council, and it makes sense to include it here as well. These bodies are effectively all equivalent and accountable to each other.*

Tristan Potter, Spring 2018

The Board of Directors is a fully-constituted assembly in its own right, and does not report to general meetings, though it is accountable to them and to the members of the Society at large.

Each Director shall have the right to view, upon request, any internal document or communication relating to the affairs of the Society, subject to any procedures the Board of Directors may establish in facilitating this process.

6.4.1 LIMITATIONS ON POWER

The Board of Directors may not make any decision contrary to this document or a resolution passed at a general meeting or by a referendum, unless the limiting resolution would present a strong risk of imminent dissolution.

A Director may not sign a cheque addressed to an organization of which they are a member unless the specific expenditure is explicitly authorized by the Board of Directors.

6.5 CONVOCAATION

Meetings of the Board of Directors may be called by any of the following;

1. The Chair of the Board of Directors;
2. The President;
3. Any three voting members of the Board of Directors, upon petition in writing;
4. The Dean or his designate.

6.6 NOTICE

Author's Note: *Board meetings happen less frequently than Council meetings, and can have significant impact on staff, the financial position of the organization, and the ability of members to access services. Directors should have enough notice to read and collect their thoughts on any materials to be discussed.*

Tristan Potter, Spring 2018

Notice must be provided at least five (5) business days in advance of any meeting to every member of the Board of Directors unless that member explicitly waives their right to notice before the start of the meeting.

A full description of the intended motion, such as the text of a proposed amendment or agreement, must be provided, but the motion may be amended before or after it is moved as long as the changes remain within the scope of the motion for which notice was given.

The Board of Directors may designate a mailing list or similar forum to be the official notice forum of the Board of Directors; if this is done, then any notice sent to that forum is considered to have been sent to every member of the Board of Directors, regardless of whether or not it was received by that member.

6.6.1 SPECIAL MEETINGS

A special or emergency meeting of the Board may be called for any sufficiently urgent purpose, by:

1. The Chair of the Board of Directors;
2. Any one (1) Executive Officer;
3. Any three (3) members of the Board; or,
4. A resolution of the Board.

Notice for emergency meetings must be given to all members no less than one (1) day in advance, and shall include all items of business to be transacted, including the exact text of any resolution to be voted on.

No special meeting will be held to conduct business that may be postponed until a regular meeting.

6.7 ELIGIBILITY REQUIREMENTS

In order to serve as a Director, an applicant must be 18 years of age or older.

In order to serve as an at-large Director, the applicant must be a current voting member of the Society.

If a Director or Director-elect fails to meet these requirements, then they do not lose their seat automatically, but may be removed from their seat by a majority vote of the Board of Directors.

No member shall occupy more than one voting seat on the Board of Directors in the same term simultaneously.

6.8 QUORUM

One half plus one (1) of all voting members of the Board of Directors shall constitute a quorum.

6.9 SESSIONS

For greater certainty, each meeting as called in accordance with this document, plus its adjournments, constitute a single session of the Board of Directors.

6.10 DUTIES OF DIRECTORS

Directors must, in addition to what is otherwise set out in the by-laws, the policies, and the procedures of the Society:

1. Familiarize themselves with the by-laws, policies, procedures, and any active agreements of the Society;
2. Attend all Board meetings, as able;
3. Actively participate in decisions and strategy development.

6.11 REMUNERATION OF DIRECTORS

Directors shall not receive monetary remuneration, excluding discounts, for serving as such, though they may receive such remuneration for serving as officers or employees or in other capacities.

ARTICLE 7. COUNCIL

7.1 PURPOSE

The purpose of Council is to represent the members of the Society through the general oversight of the Mathematics Society's Executive Officers, to determine member priorities with respect to the expenditure of dues, to set advocacy priorities, and to establish long-term goals and vision.

7.2 COMPOSITION

The Society Council's is comprised of up to thirty-five voting members:

1. The Executive Officers, as defined in this document; and

2. Up to thirty Representatives, allocated as described below.

Additionally, there are non-voting members of Council:

1. The Officers of the Mathematics Society, as defined elsewhere in this document;
2. The Secretary of Council;
3. The chairs of any committees or boards established by the Society or by Council;
4. Any volunteers or executive assistants appointed by decision of the Society;
5. The editors of *mathNEWS*;
6. The undergraduate student Senators representing the Faculty and undergraduates at-large;
7. The Dean of the Faculty, or designate;
8. The representatives of the Faculty to the Students' Council of the Federation.
9. The President of a club under the aegis of MathSoc.

If a person qualifies as both a voting and non-voting member of Council, then they are a voting member.

7.3 REPRESENTATIVE ALLOCATION

Each Representative on Council shall represent a single constituency from the following, determined by reference to the Faculty's undergraduate calendar. For the purposes of determining if a student is in a program, minors and options are not counted unless explicitly mentioned. A student with multiple plans may be counted in more than one constituency. Notwithstanding anything else in this section, if a student is counted in the First Year constituency, then they are counted in no other constituency.

When multiple elections are held simultaneously, a voter in multiple constituencies shall cast a vote for Representatives of only one constituency in any election.

The constituencies are

1. First Year, consisting of all math students registered as first-year with the University, except for those in the Software Engineering program;
2. Actuarial Science, consisting of all math students in Actuarial Science or Mathematical Finance programs;
3. Statistics, consisting of all math students in Statistics programs;
4. Pure Mathematics, Applied Mathematics, and Combinatorics and Optimization, consisting of all math students in Pure Mathematics, Applied Mathematics, Combinatorics and Optimization, Mathematical Finance, or Computational Mathematics programs;
5. Computer Science, consisting of all math students in programs offered by the David R. Cheriton School of Computer Science, as well as all students in Computational Mathematics programs;

6. Business, consisting of all math students in Mathematics/Business programs, as well as all students in the Business Administration and Computer Science Double Degree program;
7. Computing and Financial Management, consisting of all math students in the Computing and Financial Management program;
8. Software Engineering, consisting of all math students in the Software Engineering program;
9. Teaching, consisting of all math students in the Mathematics/Teaching or Pure Mathematics/Teaching programs; and
10. Mathematical Studies and Other, consisting of all math students in Mathematical Studies programs and all math students not counted in one of the other constituencies.

At the beginning of each Fall term, the Board of Directors shall obtain enrollment numbers from the University and determine the allocation of the thirty Representative seats to constituencies using the method of equal proportions described in the appendix.

The results of the allocations shall be presented for information at the Fall General Meeting.

The allocations determined will be used in the subsequent General Election and future by-elections, as needed, to elect the student representatives on Council.

All Councillors will be elected in accordance with the procedure outlined elsewhere in this document with the exception of the constituencies below.

7.3.1 SOFTWARE ENGINEERING REPRESENTATIVES

Author's Note: *Seats are awarded to lower year classes first in order to create more opportunities for younger students to get involved. Younger students also can create more change in the society, and present new ideas. Finally, Software Engineering has no first-year representatives, so it is important to ensure that this demographic has representation on Council.*

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At the start of each term, the students in each on-stream Software Engineering class shall elect members of their class to serve as Software Engineering Representatives for the term, in accordance with the usual process of election of class representatives in the Faculty of Engineering. The available seats shall be divided evenly between the classes to elect, with any extra seats going first to lower-year classes. In the Spring term, seats shall be allocated as if there is a first-year class, but the first-year seats shall remain vacant.

In the event that there are more on-stream Software Engineering classes than Software Engineering seats on Council, the lower-year classes shall be given seats first.

7.3.2 FIRST YEAR REPRESENTATIVES

First Year Representatives shall be elected before October 15th of the same year, and shall serve until they are no longer a student in their first year, or until the end of the next Spring term, whichever is first.

First Year Representatives shall be elected in accordance with the election procedures of the Society in all other aspects.

7.4 TERMS OF OFFICE

Councillors shall be elected for a term in office that ends in concert with the school term as defined elsewhere in this document.

Councillors or Councillors-elect can resign by written submission to the rest of Council.

7.5 ELIGIBILITY REQUIREMENTS

In order to run for or serve as a Representative, a member must be in the constituency of their seat or show proof that they intend to register in their constituency in their term of office.

If a Councillor or Councillor-elect fails to meet these requirements, then they do not lose their seat automatically, but may be removed from their seat by a majority vote of Council.

No member shall occupy more than one voting seat on Council in the same term simultaneously, but a member may run simultaneously for one Executive seat and one Representative seat in the same term, and a member in a Representative seat in a given term may run in a by-election for an Executive seat in that same term.

7.6 DUTIES & POWERS

Council is responsible to uphold the purposes of the Society and to ensure that the Society is not abused. It is responsible to hold the Executive and any other persons involved in Society affairs to account, and the Representatives are responsible for voicing the concerns and issues of their constituents and, indeed, to represent them.

Council has full power to determine student priorities regarding the general expenditure of members' dues, to establish student perspective on all matters in relation to post-secondary education, and to set the Policies of the Society.

Without restricting the generality of the above, Council is expressly empowered to:

1. Receive regular reports from, and provide regular feedback to the Executives;
2. Prepare the termly budget for approval by the Board of Directors, in so far as the budget pertains to the expenditure of members' dues, and exempting those portions of the budget restricted by the Board of Directors;
3. Establish procedures regarding the formation, administration, discipline, and disbandment of all Society Clubs and Services;
4. Delegate representatives to serve on bodies outside the University;
5. Establish joint committees and councils with the University;
6. Establish such committees and procedures as required for the conduct of its business, including those that define elections and referenda processes; and,
7. Make recommendations to the Board of Directors on any matter pertaining to the affairs of the Society.

Council is a fully-constituted assembly in its own right, and does not report to general meetings, though it is accountable to them and to the members of the Society at large.

7.6.1 LIMITATIONS ON POWER

Council may not make any decision contrary to this document or a resolution passed at a general meeting or by a referendum, unless the limiting resolution would present a strong risk of imminent dissolution.

7.7 DUTIES OF COUNCILLORS

Councillors must, in addition to what is otherwise set out in the by-laws, the policies, and the procedures of the Society:

1. Maintain at least one public office hour per week and shall inform their constituents of when they are available;
2. Attend Council meetings regularly;
3. Attend all general meetings;
4. Actively engage and consult with students regarding the undergraduate math student experience;
5. Report on any relevant updates and activities within their constituency; and,
6. Report on consultation efforts with their constituents, and the results thereof.

If a Councillor misses or is more than one half-hour late for a meeting, that Councillor shall be deemed delinquent for that meeting. If a Councillor is delinquent for three or more meetings in a given term, then that Councillor may be removed from that or any other seat for the remainder of the year by majority vote with notice.

7.8 CONVOCAATION

Meetings of Council may be called by any of the following;

1. The President;
2. The Speaker of Council;
3. The Board of Directors;
4. Any three voting members of Council, upon petition in writing;
5. Any twenty-five voting members of the Society, upon petition in writing; or
6. The Dean or his designate.

During the period of classes in each term, Council shall meet no less than once every three weeks.

7.9 NOTICE

Notice must be provided at least 72 hours in advance of any meeting to every voting member of Council unless that member explicitly waives their right to notice before the start of the meeting.

Where notice is required of a motion, notice of that motion must be provided at least seven days in advance of the meeting at which the motion is to be considered to every voting member of Council unless that member explicitly waives their right to notice before the start of the meeting at which the motion is moved. A full description of the intended motion, such as the text of a proposed amendment or agreement, must be provided, but the motion may be amended before or after it is moved as long as the changes remain within the scope of the motion for which notice was given.

Council may designate a mailing list or similar forum to be the official notice forum of Council; if this is done, then any notice sent to that forum is considered to have been sent to every voting member of Council regardless of whether or not it was received by that member.

7.10 QUORUM

Two-fifths of all voting members of Council shall constitute a quorum.

7.11 SESSIONS

For greater certainty, each meeting as called in accordance with this document, plus its adjournments, constitute a single session of Council.

7.12 SPEAKER & SECRETARY OF COUNCIL

The Speaker of Council and the Secretary of Council shall be appointed by Council.

At any time when there is no Speaker, the President shall have the powers and duties of the Speaker, as appropriate. At any time when there is no Secretary, the Corporate Secretary, or designate, shall have the powers and duties of the Secretary, as appropriate.

If there is no Speaker and/or no Secretary present, then Council may not proceed to any other business until a Speaker and/or a Secretary is appointed.

The term of a Speaker or Secretary of Council shall extend from appointment to the end of the current academic term. For greater certainty, the Speaker and/or Secretary of Council may resign or be replaced by Council at an earlier time.

7.12.1 DUTIES OF THE SPEAKER

The Speaker has the following duties:

1. Serve as the presiding officer of Council;
2. Work with the Chair of the Board of Directors to interpret this and any other governing documents of the Society, subject to appeal to Council, the Board of Directors, or a general meeting;
3. Arrange for and advertise meetings of Council;
4. Ensure that all Council members have access to the official notice forum, if any; and
5. Ensure that Council meetings are called regularly.

7.12.2 DUTIES OF THE SECRETARY

The Secretary has the following duties:

1. Serve as the secretary of Council;
2. Record attendance of Council meetings, including when a member is more than one half-hour late for a meeting and if they sent notice of their absence;
3. Distribute minutes of each Council or general meeting in a timely manner after that meeting;
4. Report to Council when a Councillor is failing to meet the requirements of office; and

7.13 REMUNERATION OF COUNCILLORS

Councillors shall not receive monetary remuneration, excluding discounts, for serving as such, though they may receive such remuneration for serving as officers or employees or in other capacities.

ARTICLE 8. OFFICERS

The officers of the Society shall be:

1. the President;
2. the Vice-President, Finances;
3. the Vice-President, Operations;
4. the Vice-President, Internal;
5. the Vice-President, Academic;
6. the Chair of the Society;
7. the Secretary of the Society; and,
8. the General Manager.

The Officers of the Society shall serve until the term of the appointee is concluded, or until their successor is elected.

Each Officer shall perform the duties assigned to them by the bylaws, by the policy and procedures of the Society, and by the Board of Directors.

An Officer may not be a chairperson or executive member of a club or other organization receiving or petitioning to receive funds from the Society.

No Officer shall approve funding to any organization in which they hold an executive or similar position, unless such funding has explicitly been approved by a decision of the Society.

8.1 EXECUTIVE OFFICERS

The Executive Officers of the Society shall be:

1. the President;
2. the Vice-President, Finances;
3. the Vice-President, Operations;
4. the Vice-President, Internal; and,
5. the Vice-President, Academic.

8.1.1 ELIGIBILITY REQUIREMENTS

In order to serve as an Executive, a member must:

1. be eligible to sit on the Board of Directors;
2. be a math student;
3. have no other full-time non-academic commitments; and,
4. have completed at least two terms of academic study.

All of the Executive Officers are expected to attend regular meetings with representatives of the Dean's office.

8.1.2 INCAPACITATION

Author's Note: *The prevalence of Council as a deciding body on the incapacitation of Executive Officers was done on purpose. Council should have significant power to declare executives as incapacitated if they are no longer serving students adequately, even if they may be serving the corporate interest of the Society. The Dean's Office is a neutral enough third party who can hear the case and determine an outcome.*

Appointees then come from Council or the Board of Directors should be from the recommendation supplied by the Executive

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In the event that an Executive Officer becomes unable to fulfill their duties, then three voting members of Council or the Board of Directors may, with the written approval of the Dean or his designate, declare that Executive Officer to be incapacitated. An Executive Officer may also declare themselves to be incapacitated by written submission to the Board of Directors and Council.

If an Executive Officer, is declared incapacitated or ceases to hold their position for any reason, a decision of the Society shall appoint an interim replacement.

If the position of President or Vice President, Academic becomes vacant, it is necessary for Council to make the appointment. Council shall convene as soon as is practicable to do so, and the remaining Executive Officers, if any, shall recommend a potential appointee at that meeting. If no quorate meeting of Council may occur within the term, the Board of Directors may appoint a member to the vacant position.

If the position of any other Executive Officer becomes vacant, it is necessary for the Board of Directors to make the appointment. The Board of Directors shall convene as soon as is practicable to do so, and the remaining Executive Officers, if any, shall recommend a potential appointee at that meeting.

If a voting member of Council or a Director is appointed as interim replacement for an Executive Officer, then for the duration of the time that they serve as interim replacement, their original powers and duties shall be suspended and, if the replacement is themselves an Executive Officer, an interim replacement shall be appointed for them and so on. For greater certainty, the duties and powers referred to in this paragraph include those of being voting member of Council and the Board of Directors, as is inherent in each of the Executive Officer positions.

An Executive Officer may resume their duties by providing written notice to Council and the Board of Directors at least three days in advance. A notice by an Executive Officer declaring themselves to be incapacitated for a fixed period of time counts as notice for this purpose. At the date specified in the notice, unless indicated otherwise by an intervening written notice from that Executive Officer, they resume their duties and powers. If their interim replacement was another Executive Officer, then that Executive Officer resumes their duties at the same time with no requirement of notice on their part.

8.1.3 REMUNERATION OF EXECUTIVES

As a form of compensation, each Executive Officer may receive an honorarium for serving in a given academic term, provided that they have been in the role for the majority of the term, are still in their role on the last day of the term. This honorarium will be awarded through a single payment within two weeks of the report on their performance being presented to the Board of Directors. This does not preclude other non-monetary compensation.

In the event that an Executive fails to effectively perform his or her duties, a resolution by the Board of Directors may strip them of their honorarium with a two-thirds vote, provided that the meeting occurs before the payment is awarded. Debate on any such resolution will be held in confidential session, without the presence of the Executive Officer(s) in question.

8.2 EXECUTIVE BOARD

8.2.1 COMPOSITION

The Executive Board of the Society shall be composed of the Executive Officers with the General Manager serving as a resource member.

8.2.2 DUTIES AND POWERS

Each member of the Executive Board shall maintain at least three office hours per week.

The Executive Board is responsible for performing all duties assigned to them by a decision of the Society, and is accountable to Council and the Board of Directors for the actions they take in performing their duties and exercising their power.

The Executive Board is responsible for generally maintaining the affairs of the Society between meetings of the Board of Directors, making recommendations to Council and the Board of Directors for action, and ensuring that decisions of the Society are implemented. No action of the Executive shall conflict with any decision of the Society.

The Executive Board is expected to send out regular communications to the membership of the Society.

8.3 PRESIDENT

The President is the Chief Executive Officer of the Society, and shall:

1. Represent the Society at official functions and public occasions;
2. Work with external organizations on behalf of the Society;
3. Where not provided otherwise by a decision of the Society, make appointments of members to external bodies on behalf of the Society, and in any case communicate the appointments to those bodies;
4. Represent the Society and its members to other organizations;
5. Attend meetings of the Feds Committee of Presidents;
6. Work with the other Executive to ensure that the transition from one term to the next goes smoothly; and

For greater certainty, the President need not seek election to external bodies in order to satisfy the requirement that he represent the Society and its members.

8.4 VICE-PRESIDENT, FINANCES

The Vice-President, Finances is responsible for the financial affairs of the Society and shall:

1. Prepare a budget, an opening financial report, and a closing financial report for the Society for each term and present them to Council;
2. Present up-to-date financial reports to termly general meetings.

8.5 VICE-PRESIDENT, OPERATIONS

The Vice-President, Operations is responsible for the day-to-day operations of the Society and shall:

1. Oversee the services operated by the Society;
2. Oversee the Society Office;
3. Allocate and manage the use of any space allocated to the Society; and

8.6 VICE-PRESIDENT, INTERNAL

The Vice-President, Internal is responsible for overseeing Society events and shall:

1. Serve as the final approver for all Society events, ensuring that all Society events have the appropriate documentation, including insurance coverage and/or event forms;
2. Encourage members to become more involved in the Society and ensure that the opportunity exists for them to do so;
3. Oversee all volunteers of the Society, including selection of directors;

4. Oversee all internal organizations on behalf of the society, including Clubs and Affiliates, ensuring they are supported in their endeavours and compliant with MathSoc policy and financial/accounting requirements;
5. Meet with every club/service executive at least once each term;
6. Ensure that volunteers within the Society are appropriately recognized for their efforts; and
7. Ensure that the spirit of Math does not leave the Society.

8.7 VICE-PRESIDENT, ACADEMIC

The Vice-President, Academic is responsible for academic operations of the Society and shall:

1. Represent the Society and its members to the Faculty, to the University, and to the Federation of Students on academic issues;
2. Ensure that members have access to up-to-date academic information;
3. When changes are made to the programs offered by the Faculty, if necessary, suggest changes to the way that Council seats are allocated to accommodate the changes.
4. In conduction with the other Executives, organize events and manage services of an academic nature.

For greater certainty, the Vice-President, Academic need not seek election to external bodies in order to satisfy the requirement that he represent the Society and its members.

8.8 GENERAL MANAGER

The General Manager is responsible for the day-to-day operations of the Society, and shall:

1. Manage the services operated by the Society;
2. Manage the Society Office;
3. Serve as a resource to the Executive Officers;
4. Arrange suppliers for the Society and ensure that the Society is stocked in any supplies it needs;
5. Provide organizational cohesiveness, continuity, and historical perspective;
6. Oversee the human resource responsibilities of the Society;
7. Oversee all of the daily financial aspects of the organization;
8. Ensure the day-to-day financial security of the Society;
9. Keep accurate and complete records of the finances of the Society;
10. Manage the accounts and funds of the Society;
11. Within two weeks of a request, present the financial records of the Society to any member; and
12. Assist in planning any term-scale initiatives; and
13. Provide input and guidance during transition periods.

8.9 CHAIR

The Chair of the Society must be a Director.

The Chair has the following duties:

1. Serve as the presiding officer of the Board of Directors;
2. Interpret this and any other governing documents of the Society, subject to appeal to Council or a general meeting;
3. Serve as a resource to the other Directors;
4. Arrange for and advertise meetings of the Board of Directors;
5. Ensure that all Directors have access to the official notice forum, if any; and,
6. Ensure that meetings of the Board of Directors are called regularly.

In the event that there is no Chair, the President shall assume the duties and responsibilities of the Chair of the Society.

8.10 SECRETARY

The Secretary has the following duties:

1. Ensure a secretary is present at all meetings of Council, the Board of Directors, and general meetings;
2. Record attendance of Council, Board of Directors, and general meetings, including when a member is more than one half-hour late for a meeting and if they sent notice of their absence;
3. Distribute minutes of Council, the Board of Directors, and general meeting's in a timely manner;
4. Absent a decision to the contrary by the assembly, serve as the secretary of general meetings;
5. Report to Council and the Board of Directors when a Councillor or Director is failing to meet the requirements of office; and
6. Maintain and update the official copies of this document and any other vital documents of the Society, including internal policies and external agreements.

In the event that there is no Secretary of the Society, the Vice President, Academic, shall assume the duties and responsibilities of the Secretary of the Society.

ARTICLE 9. ELECTIONS

Author's Note: *This section is fine to understand, but all sections relating to a specific position should be updated to be with those positions. As well, this section is currently out of date with resolutions of past General Meetings.*

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All aspects of election procedure not defined explicitly in this document may be set by a decision of the Society.

9.1 GENERAL ELECTION

General elections shall be held in the fall term for each of the three terms of the subsequent year. In an election, a candidate does not need to run for each of the three terms for which the election is held. A single ballot shall be taken from each voter for all three terms in conjunction, and the results shall be evaluated separately for each term, but a candidate cannot win a term for which they are not running.

Elections shall be conducted using a preferential ballot system.

9.2 BY-ELECTIONS

In the event that one or more seats on Council or any of the executive positions become vacant during the first two months of a term, or is left vacant after an election, a by-election shall be held for those seats. If a seat is vacant for a future term, then a by-election may be held before the start of the vacant seat's term. If no by-election is held by the start of that term, one shall be held as soon as possible after the term begins.

9.3 ELECTED EXECUTIVE & UPPER-YEAR REPS

For the Executive Officers other than the Appointed Executives and the Representatives other than First Year and Software Engineering Representatives, general elections shall be held in the fall term for each of the three terms of the subsequent year. In an election, a candidate does not need to run for each of the three terms for which the election is held. A single ballot shall be taken from each voter for all three terms in conjunction, and the results shall be evaluated separately for each term, but a candidate cannot win a term for which they are not running. Elections shall be conducted using a preferential ballot system.

9.4 APPOINTED EXECUTIVES

The following executives shall be appointed for each term by the Board of Directors in the previous term:

1. the Vice-President, Finances;
2. the Vice-President, Internal; and,
3. the Vice-President, Operations.

9.5 ELECTION TO MULTIPLE POSITIONS

If a member is elected to both an Executive and a Representative seat simultaneously, then they take the Executive seat and the votes cast in the Representative election are reevaluated with the member disqualified. If a Representative is elected to an Executive seat, then they lose their Representative seat.

ARTICLE 10. GENERAL MEETINGS

10.1 CONVOCAATION

General meetings of the Society may be called by any of the following:

1. The President;
2. Council;
3. The Board of Directors;
4. The Chair of the Society;
5. A general meeting; or
6. Any one hundred voting members, upon petition in writing;

A general meeting shall be held in the third month of each term. If, by the start of the month in which a meeting is to be held, the Board of Directors has not made public the date of the meeting, then any member may call the meeting, the above notwithstanding.

10.2 NOTICE & AGENDA

Notice shall be delivered to the voting members of the society via their official university email no less than 10 business days before the meeting.

The complete agenda, including the full text of any motions for which notice shall be required, shall be delivered to the voting members of the society via their official university email no less than 5 business days before the meeting.

Posters detailing the time, place, and tentative agenda shall be posted in physical and visible locations within the Faculty buildings (currently DC, MC, M3) no less than 5 business days before the meeting.

The society should endeavour to publish notice of a meeting in the appropriate student publications.

Prior to five business days to the meeting, items can be added to the agenda by

1. the President,
2. by Council,
3. by the Board of Directors,
4. or by any twenty five voting member upon petition in writing.

10.3 MEMBERS

All voting members are entitled to participate at general meetings. All other members of the society are entitled to participate in a non-voting capacity.

10.4 PROXIES

Each member is entitled to designate anyone as a proxy to participate in his place at a general meeting. No person may be proxy for more than one principal at the same meeting. Proxies shall be submitted in writing to the President at least 24 hours prior to the start of the meeting.

The principal's rights as a member, voting or non-voting as the case may be, are transferred to the proxy and the proxy possesses them independently of any rights they may already have as a member. This may entitle them to two votes or double the usual speaking time. A proxy shall use the rights conferred in this fashion as directed by the principal.

10.5 QUORUM

25 votes, counting proxies, constitute a quorum.

10.6 POWERS

A general meeting has full power over the Society and its affairs, except as limited by this document or by a decision made by referendum or at a general meeting.

For greater certainty, a general meeting can exercise any power that Council can exercise, including powers related to Council's internal affairs.

ARTICLE 11. REFERENDA

11.1 INITIATION

From time to time, the Society may consult its voting members by the means of a referendum.

A referendum may be called by any of the following:

1. The President;
2. Council;
3. The Board of Directors;
4. A general meeting; or
5. Any one hundred fifty voting members of the Society, upon petition in writing.

The decision or petition requisitioning a referendum must include the full and exact text of the question.

11.2 PROCEDURE

Conspicuous and copious notice of at least seventy-two hours shall be given to all voting members of the Society of the referendum, including those not currently studying full-time.

The remainder of the referendum procedure shall be defined by decision of the Society.

11.3 RESOLUTION

The results of a referendum are fully binding on the Society until legally overturned. For a period of eight years after a referendum, the referendum cannot be overturned except by another referendum. After that, any decision of the Society can overturn a referendum.

The members of the Society shall be informed of the results of a referendum as soon as possible and in a manner similar to the way in which the notice was given.

11.4 RECONSIDERATION

A referendum on substantially the same question as one held in the past four years shall be deemed to be a reconsideration of the earlier referendum. Notwithstanding the above, a reconsideration can be called on and only on the petition in writing of at least as many voting members of the Society as voted for the winning outcome of the earlier referendum.

No reconsideration may be called within six months of the referendum it is to reconsider without approval of Council by a two-thirds majority vote. No reconsideration may be called within eighteen months of a prior reconsideration of the same referendum.

11.5 RECALL

A referendum may be called to remove a specific voting member and/or member-elect from Council or the Board of Directors. Notwithstanding the above, such a referendum can be called on and only on a petition in writing of at least one hundred fifty voting members, in the case of a Director or Officer, or of at least twenty five voting members in the appropriate constituency, in the case of a Representative Council position. In the case of a person elected for multiple positions, the petition requirements stand for each individual position.

If such a referendum passes, then its sole effect is to remove the person from their position and/or to cancel their election thereto. They are eligible to run again in a by-election or any subsequent election. If re-elected after being recalled, no further recall referendum may be called for that position without approval of Council by a two-thirds majority vote.

ARTICLE 12. COLLAPSE & DISSOLUTION

The Society shall be deemed to be collapsed if, for a period of at least seven months, no quorate meeting of Council, the Board of Directors, or a general meeting is held.

In the event of a collapse, then notwithstanding the rest of this document, any voting member may call a general meeting, and this meeting has the power to appoint persons directly to the Board of Directors, the Executive Board, and to Council for the current term. It can remove people from their office but it cannot appoint someone to an office for which they are not eligible.

If no quorate meeting of Council, the Board of Directors, or a general meeting is held for fourteen months, the Society shall dissolve. Otherwise, the Society can dissolve only by referendum. In the event that the Society dissolves, all of its assets shall go to the Federation, to be used for the establishment of a new society for students of the Faculty or to otherwise benefit the students of the Faculty.

ARTICLE 13. AMENDMENTS

Amendments to this document may be made by a referendum or by either:

1. both a two-thirds majority vote of the Board of Directors and a two-thirds majority vote of Council, or
2. by a two-thirds majority vote of a general meeting, with notice.

If an amendment is made by Council and the Board of Directors, then it can take effect immediately (or as specified in a proviso), but it shall be subject to confirmation by a general meeting. A general meeting may reject or confirm the amendment.

If rejected or if not confirmed by the end of the subsequent regular termly general meeting, then the amendment is reversed and no subsequent amendment by Council and the Board of Directors of similar substance has any effect until confirmed at a general meeting. An amendment passed at a general meeting implicitly confirms similar amendments by Council and the Board of Directors.

13.1 CONTRACTS

For the Society to enter into or assent to an amendment to a contract that binds it for a duration of more than one term, it must be explicitly approved by the Board of Directors.

External agreements entered into by the Society must be compliant with this document and any relevant decisions of the Society. Additionally, unless it terminates sooner, the Society can enter into an agreement only if it contains a clause requiring that it be reviewed by the parties to it no less often than once every four years.

Appendix A. Method of Equal Proportions

To allocate the Representative seats on Council, first allocate to each constituency a single seat. Then, for each constituency, its priority is $P = \sqrt{\frac{c}{n(n+1)}}$, where n is the number of seats already allocated to that constituency, and c is the number of constituents in that constituency.

Once the priorities have been calculated, the constituency with the highest priority is allocated an additional seat, and its divisor and priority are recalculated. This process is continued until all 30 seats have been allocated.

If multiple constituencies are tied for the highest priority, then they are all allocated a seat simultaneously, unless that would bring the total number of allocated seats above the maximum, in which case the tie will be broken in favor of the constituents in the constituencies. If there is a further tie, then previous terms' data shall be consulted in reverse chronological order until a term is found in which there is no tie. In the exceptionally unlikely event that the tie remains unbroken, it shall be broken in favor of the first constituency listed in this document.