

**AMENDMENT TO BYLAWS TO CREATE THE
NORTHEASTERN WEED SCIENCE SOCIETY EDUCATION FUND**

STATEMENT OF PURPOSE

The Northeastern Weed Science Society Education Fund (“NEWSSEF”) shall be a permanently restricted fund of the Northeastern Weed Science Society (“NEWSS”) established to receive and administer all gifts that are designated for NEWSSEF. All gifts to NEWSSEF shall be invested and distributed in accordance with these Bylaws.

**CHAPTER I
PURPOSE**

The purpose of NEWSSEF shall be to provide a permanent source of supplemental funding for undergraduate and graduate education in the weed science field and to support the educational activities of the NEWSS. NEWSSEF shall be used for the support and enhancement of education within the weed science field, including support for contests, educational seminars, professional development symposia, student travel, scholarships, publications and presentations.

**CHAPTER II
NEWSS**

NEWSSEF shall be operated under the NEWSS Board. All references herein to the Board shall mean the Board of the NEWSS. The NEWSSEF Committee is authorized to conduct such activities for NEWSSEF which shall support the Statement of Purpose. The Board shall have final authority to direct all aspects of NEWSSEF operation.

**CHAPTER III
NEWSSEF OVERSIGHT COMMITTEE**

1. **Authority and Duties.** The NEWSSEF Oversight Committee (the “Committee”) shall have general supervision and charge of the affairs of NEWSSEF. In fulfilling its general supervisory responsibilities, the Committee shall, under the final authority of the Board, establish fund-raising procedures, set application procedures, set time limits for processing applications for funding, accept applications for funding, review applications for funding, recommend selection of applications for funding, set the amount of funds to be disbursed, determine methods to evaluate the results of Fund activities and issue reports to the Board and the public at large relative to the results of NEWSSEF activities.

2. Members; Election; Terms of Office; Qualifications; Removal.

2.1 Members. The standing committee shall consist of up to nine members, the NEWSS Vice President, Membership Chair, Treasurer, three most recent presidents, one member appointed by the NEWSS president, and two by society membership at the annual business meeting. Up to two ad hoc members may be appointed by the President and current committee chair with approval from the standing committee.

2.2 Terms of Office. All terms of office of Committee Members shall be for a period of one year beginning on the date of the annual Board meeting and ending on the date of the annual Board meeting one calendar year thereafter. There shall be no limitation on the number of terms a Committee Member may serve.

2.3 Removal. Any Member may at any time be removed from office for any cause deemed sufficient by the Board by the affirmative vote of a majority of Board Members then in office.

3. Meetings.

3.1 Annual Organizational Meeting. In January of each year the Committee shall meet at such date, time and location as the Chairman shall determine. The purpose of the annual Organizational meeting shall be to establish meeting dates and transact business as may properly come before the Committee.

3.2 Regular Meetings. The Committee shall establish a regular date, time and location for meetings, which shall be held approximately each calendar quarter. The purposes of the regular meeting shall be to consider the disbursement of funds available for distribution and to transact such other business as may properly come before the meeting.

3.3 Special Meetings. Special meetings of the Committee may be called by the Chairman of the Committee or upon written request of three or more Members. The subject matter of a special meeting shall be limited to that which is set forth in the written notice.

3.4 Notice of Meetings. Notice of the annual organizational meeting or any special meeting shall be delivered to all Members at least forty-eight hours before such meeting. All notices shall set forth the date, time and location of such meeting, and, in the case of a special meeting, the purpose(s) of such meeting. All notices shall be personally delivered or sent by e-mail addressed to the Members at their usual e-mail addresses according to the records of the Committee.

3.5 Quorum. A majority of Members then in office shall constitute a quorum for the transaction of business at any meeting of the Committee.

3.6 Voting. Except as otherwise set forth herein, any action of the Committee shall require approval by a majority of Members present and voting. Unless action is taken without a meeting, a Member must be present at a meeting in order to vote. Voting can occur via email or other electronic means.

3.7 Action Without a Meeting. Any action which may be authorized or taken at a meeting of the Committee may be authorized or taken without a meeting with the affirmative vote and approval of, and in writing signed by, all of the Members, which writing shall be filed with or entered upon the records of the Committee.

4. **Compensation.** No Member shall receive, directly or indirectly, any compensation or expenses for his or her services as Member unless otherwise approved by the Board.
5. **Officers.** The NEWSS Vice President shall serve as the Committee Chairman, the NEWSS Membership Chair shall serve as the Committee Secretary, and the NEWSS Treasurer shall serve as the Committee Treasurer. Officers shall serve throughout the calendar year and until the next annual meeting. The officers shall have such duties as shall generally pertain to their respective offices.
6. **Operating Funds.** Donor contributions shall not be used to pay NEWSS operating expenses unless specifically designated for such purpose. Funds raised from Committee sponsored or sanctioned projects shall not be used to pay NEWSS operating expenses except to the extent they are specifically designated for such purpose either before or at the time of receipt of such proceeds.
7. **Indemnification.** NEWSSEF shall indemnify any Member made a party or threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Member, Officer or Agent of NEWSSEF, against all costs and expenses, including without limitation attorney fees, court costs, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, so long as such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of NEWSSEF and, with respect to any criminal action or proceeding, if such person had no reasonable cause to believe that such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a pleas of nolo contendere or its equivalent, shall not of itself create any presumptions regarding lack of good faith, acting in a manner contrary to the best interests of NEWSSEF or (with respect to any criminal action or proceeding) that such person had reasonable cause to believe that such person's conduct was unlawful. Each Member shall also be indemnified to the same extent and in the same manner as indemnification is generally accorded Board Members of a non-profit corporation organized and existing under the laws of the State of Pennsylvania or a charitable NEWSS as defined by the laws of the State of Pennsylvania whether or not such NEWSS is incorporated. This

indemnification shall not extend to any action brought by NEWSSEF or the NEWSS against such person unless such indemnification is specifically accorded such person by a vote of the Board either before or after the conclusion of any such proceeding.

CHAPTER IV **DONATIONS**

1. NEWSSEF may accept contributions made to it and shall periodically invest such donations in accordance with the Investment Policy incorporated herein as Exhibit A.
2. The Committee shall solicit funding from various sources and shall accept contributions to NEWSSEF in cash or other personal property or real property, either outright, in incremental stages or as part of a plan of deferred giving. Gifts may be made in memory of a person or in honor of a person or an institution. The Committee shall have no duty to publicize any memorial or honorarium.
3. **Conditional Donations.** The Committee shall make recommendations to the Board regarding the acceptance of donations that are offered with conditions and gifts of property other than cash or negotiable securities. The Board shall have the ultimate authority regarding acceptance of said donations.
4. **Negotiable Securities.** Unless otherwise determined to be not in the best interest of the NEWSS and NEWSSEF by the Board, the Treasurer shall liquidate all gifts of negotiable securities as promptly as reasonably possible. The Board shall approve the mechanism for such liquidations. Any transaction fees attributable to the liquidation shall be paid out of the proceeds of the donation.

CHAPTER V **DISBURSEMENTS**

1. NEWSSEF shall be used for the Purpose as defined in these Bylaws. No disbursement shall be made until the principal reaches \$20,000.
2. **Annual Disbursements.**
 - 2.1 Annually, NEWSSEF will disburse 4% of the 3 year rolling average market value of NEWSSEF as of December 31 of the previous year.
 - 2.2 Disbursements from NEWSSEF shall not reduce NEWSSEF's market value below 110% of the historic dollar value of NEWSSEF.
 - 2.3 Notwithstanding any provision to the contrary, there shall be no obligation on the Committee to recommend disbursement in any given year.

3. **Application Process.** The Committee shall establish an application process for the orderly disbursement of funds. Such process shall include application forms and procedures for accepting applications, reviewing applications, recommending selection of applications, and all other activities associated therewith. Applications shall be accepted and reviewed, and recommendations for disbursement made, within such time limits as set by the Members. The Members may, at their discretion, review all applications or establish one or more screening committees for the purpose of assisting in such review.
4. **Determination of Disbursements.** No less than annually the Committee shall recommend to the Board those applications which have been approved by the Committee to receive disbursements of income. Such recommendations shall be made upon the affirmative vote of a majority of Members then in office based upon the applications which the Committee has received in such calendar year and the directions of donors as may from time to time be applicable. The Board shall authorize disbursement of funds only upon such recommendations of the Committee. The Board shall announce the award(s) of disbursement to applicant(s) and to the public at large as it shall deem appropriate. Any controversy or misunderstanding shall be resolved by the affirmative vote of a majority of the Board.
5. **Distribution of Principal.** No principal shall be distributed, unless the Committee determines that circumstances are so dire and of such an emergency nature that the future of NEWSSEF and/or NEWSS is threatened, and that the only recourse is to use of NEWSSEF principal, the Committee may, upon unanimous vote, recommend such authorizing action to the Board.

CHAPTER VI **BOOKS AND RECORDS**

NEWSSEF shall have a set of books and records separate from that of NEWSS. The books and records shall be under the control of the Treasurer and shall be open to review of any Committee Member and any Board Member of NEWSS upon reasonable notification to the Treasurer or Secretary, and shall be otherwise available for reasonable inspection, as allowed by law.

NEWSSEF books and records shall include a log of donations including the following information:

- a. Date received
- b. Description of donation
- c. Donor's name and address
- d. Conditions, if any
- e. Confirmation of acknowledgement

The Committee Treasurer shall file a quarterly summary of activity with the Board.

CHAPTER VII
AMENDMENTS

These Bylaws may be amended upon recommendation of a majority of Committee Members then in office and approval by the Board.

CHAPTER VIII
NEWSS NONEXISTENCE

In the event NEWSS no longer exists as an entity, the remaining endowment shall be distributed in accordance with the dissolution provisions of NEWSS.

CHAPTER IX
Founding Members

The NEWSSEF was founded by Greg Armel, Renee Keese, Jeff Derr, Erin Hitchner, Hilary Sandler, and John O'Barr.

EXHIBIT A

INVESTMENT POLICY

The following investment objectives and guidelines are intended to govern the overall management of the NEWSSEF funds (the “Fund”).

I. Investment Policies and Objectives

A. General Investment Philosophy

Providing for future spending needs while meeting current spending needs is the objective of the Fund.

1. Time Horizon. The Fund has an infinite life.
2. Return. The annual spending policy is to spend an amount not to exceed 4% of the 3-year rolling average market value of the Fund including foundation administration expenses.
3. Risk. The focus will be on overall portfolio risk, not risk related to specific assets classes.
4. Liquidity. Due to a long-term investment horizon and below average liquidity needs of the Fund, the Committee will allow for an above-average level of illiquidity of the portfolio. It is expected that the Fund should have sufficient liquid assets to meet all spending needs.

B. Permissible Investments

Assets of the Fund may be invested only in publicly-traded common and preferred stocks, convertible bonds, and fixed income securities, whether interest bearing or purchased at discount, including money-market instruments, subject to any restrictions hereinafter specified. No other securities or instruments shall be presumed to be permissible investments without an amendment to this Policy.

C. Impermissible Investments

The following investments are not permissible:

1. Bonds issued by any tax-exempt authority;
2. Instruments or other indebtedness which are privately placed and for which there is no public market;

3. Corporate instruments rated at below "B" grade by Standard & Poors or an equivalent recognized bond rating agency;
4. Commercial paper rated less than A1/P1;
5. Master notes, unless the public debt of the issuer is rated at least "BBB" or the equivalent;
6. Direct placement of mortgages on real property;
7. Letters of Credit guaranteed by the Fund;
8. Options or futures contracts of any kind.

D. Asset Allocation

The target asset allocation of the Fund will be based on the recommendation of the investment consultant. The target asset allocation is designed to give a balance to the overall structure of the investment program over a long-term horizon.

1. Asset Portfolio: The long-term financial requirements of the Fund and preference of the Committee implies a balanced portfolio of investments. Specifically, the Committee intends that the Fund conform to the following asset allocations: Neither Equities (not including Cash Equivalents) nor Fixed Income instruments (not including Guaranteed return instruments), as measured by their market value, shall exceed between 50-70% of total assets given current market conditions.
2. Equity Portfolio Characteristics: The assets of the Fund invested in equity securities shall, as a group:
 - a. Have a volatility, or risk level measured as beta not exceeding that of the overall stock market as measured by the S&P 500 Index;
 - b. Reflect a decline in a falling market of a percentage decrease below that of the S&P 500 Index;
 - c. Emphasize high quality stocks, i.e. common and preferred stocks of corporations that have a minimum of ten years of market performance, and a minimum capitalization of \$250 million and that have consistently exhibited above average dividend yields
 - d. Be sufficiently diversified so as to moderate risk but not so excessive as to preclude attainment of optimal results;
 - e. At time of purchase, not exceed 5% of the market value of the total managed portfolio in any one issuer, nor more than 20% within the same industry grouping.

3. Fixed Income Portfolio Characteristics: The assets of the Fund invested in fixed income securities shall, as a group:
 - a. Have a weighted average maturity as measured by their market value of between 0 and 10 years;
 - b. Have a maximum maturity of any individual issue of not more than 20 years;
 - c. Have an average portfolio quality as measured by market value of "A" or better as rated by Standard and Poors;
 - d. Have no fixed income security rated at less than "B" grade by Standard & Poors;
 - e. Maintain adequate diversification by issuer and sector except that this requirement shall not apply to instruments of United States government issue or backing which may be held in any amounts within this component of the Fund.
4. Foreign Securities: Investment in any securities whose issuer is a foreign corporation, government, or government entity shall be limited to no more than 25% of the total managed portfolio. Foreign equity investments shall include only those securities traded on principal United States stock exchanges. Fixed income instruments, in addition to meeting the quality standards previously set forth, shall include only securities denominated in U.S. dollars and registered with the Securities and Exchange Commission.

II. Investment Management

- A. Investment Management: The Committee, at its discretion, shall retain the services of one or more professional, licensed, investment managers to implement the policies set forth in this document. The managers will be furnished with, and expected to manage the Fund portfolio in accordance with this policy. The Committee will inform the manager of any amendment to the policy. The management fees shall be set forth in a letter of agreement between NEWSS and the manager(s).
- B. Commingled Funds: Managers retained by the Committee may not invest Fund assets in any commingled funds without prior specific approval of the Committee, except that this provision shall not apply to money market funds where liquidity and short-term investing are prime considerations.
- C. Securities Trading: All security trades shall be on a best execution basis emphasizing the highest proceeds to the Fund, and the lowest cost, net of all transaction fees and expenses. Placement of orders shall be based on the financial viability of the brokerage firm with the assurance of prompt and efficient execution. The Committee reserves the right to require directed brokerage.

- D. Operating expenses: The investment manager(s) shall review management fees with the Committee at least annually to ensure that they remain valid and relevant. Any recommended changes are to be submitted to the Committee, in care of the Treasurer, in writing.

III. Review Procedures

- A. Review and Amendments: The Committee, shall review the investment policy annually to determine if amendments or modifications are desirable. Amendments, when approved, shall be communicated promptly to the NEWSS board.
- B. Management Reporting: Managers retained by the Committee are to be present, either in person or by telephone, at the annual meeting of the Board of NEWSS. They will review the performance of the portfolio within the context of the Investment Policy. Managers are required to provide bi-annual written reports regarding portfolio activity, investment strategy, performance, and economic and market analyses. Managers are required to submit a written report to the Committee addressing the pertinent factors when the performance criteria set forth in Paragraph II (A) above are not achieved for two consecutive quarters. Managers are also required to inform the Committee regarding the investment firm's organization, decision-making process and style as well as any significant changes in the firm's personnel.

Revised by the Endowment Committee: August 31, 2018

Approved by the NEWSS Executive Board January 7, 2019

Approved by the NEWSS Membership by email ballot approval January 2019