

BYLAWS

PEARLAND ROBOTIC BOOSTER ORGANIZATION

Article I

Name and Purpose

Section 1.01. Name. The name of this organization shall be PEARLAND ROBOTIC BOOSTER ORGANIZATION.

Section 1.02. Purpose. The purpose of this club is to further interest in science and technology through a fun competitive environment developed around building a robot to compete in robotics competitions. Club activities include (but are not limited to) community outreach and fundraising, educational outreach such as League sponsorship, and competing with the robot at competitions.

Article II

Membership

Section 2.01. Qualification. All parents, guardians or other persons with a child enrolled and attending any PEARLAND ISD HIGH SCHOOL and members of the licensed teaching staff shall be considered voting members of the organization. The Principal(s), Assistant Principals and Director of Advanced Academics shall be non-voting, advisory members of the organization.

Section 2.02 Rights and responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget and approve amendments to these bylaws.

Section 2.03. Quorum. The members present at any membership meeting of the organization, provided at least seven (7) members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board.

Section 2.04. Meetings. There shall be at least one general annual meeting of the membership in May at which the officers are elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of twenty (20) or more members in writing to the Executive Board.

Article III

Executive Board

Section 3.01. Membership. The Executive Board shall consist of the elected officers of the organization.

Section 3.02. Authority. The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

Section 3.03. Meetings. The Executive Board shall meet four (4) times a year to prepare for general membership meetings and to conduct the affairs of the organization.

Section 3.04. Quorum. A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

Section 3.05. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.06. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.07. Reimbursement. Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Article IV Officers and Their Elections

Section 4.01. Officers. The officers of this organization shall include one President, one or more Vice Presidents, a Secretary and a Treasurer and such additional officer(s) as may be elected or appointed by the Executive Board from time to time

Section 4.02. Election. A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in March of the year in which the candidates will be elected and develop a slate of candidates. Nominated candidates for Treasurer cannot be an employee of a sponsoring organization or a sole individual that contributes more than \$1,000. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor.

Officers shall be elected at the May meeting of the organization by the members present. Officers shall assume their official duties on the last day of the current school year following their election. Official school year is July 1 – June 30.

Section 4.04. Term. Officers shall serve a one-year term. Officers may be elected for up to two consecutive terms in the same office.

Section 4.05. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person who agrees to fulfill the role and is elected by a majority vote of the remaining members of the Executive Board.

Section 4.06. Compensation. All officers are volunteers, and none are paid any compensation for services performed. As such, no officer shall incur any personal liability as a result of serving on this board.

Article V Duties of Officers

Section 5.01. President The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive

Board or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

Section 5.02. Vice-President(s). The First Vice-President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The First Vice-President will be chairman of the Fundraising Committee. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

The Second Vice-President shall be a member of the Executive Board and, in the absence of the President and First Vice-President, shall perform the duties of the President. The Second Vice-President will be chairman of the TEAM Committee which organizes travel, meals and uniforms. Additionally, the Second Vice President will assist the Faculty Sponsor with obtaining accurate permission slips, liability releases and Pearland ISD Volunteer applications for participating adults. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

Section 5.03. Secretary. The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall manage and keep an accurate tally of the volunteer records, shall manage all income and outgoing mailings and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

Section 5.04. Treasurer. The Treasurer shall be a member of the Executive Board. The Treasurer shall have charge of and be responsible for all funds of the organization in accordance with the organization's financial policies. The Treasurer shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board. The Treasurer shall make disbursements as authorized by budget as approved, or amended, by the membership. The Treasurer shall present a written financial report, prepared in accordance with the organization's financial policies, at each General Membership Meeting of the membership and at other times as requested by the Executive Board.

Section 5.05. Standing Committees. There shall be such standing committees created by the Executive Committee as may be required to promote the objectives and purposes of the organization. The chairpersons of the standing committees shall be appointed or selected by the newly elected Executive Board. Their term of office shall be one year.

Article VI Finances

Section 6.01. Budget. The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

Section 6.02. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 6.03. Loans. No loans shall be made by the organization to its officers or members.

Section 6.04. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer and the President. Designated officer signatures must be on file at the financial institution in which the checking account is located. Checks shall bear notice of this requirement above the signature line as follows, "Two signatures required for all checks."

Section 6.05. Banking. The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

Section 6.06. Financial controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

- (a) All expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board;
- (b) All checks must be endorsed by at least two officers authorized by resolution of the Board of Directors, and checks of the corporation shall include above the signature line a notice to this requirement;
- (c) an officer or other person without check signing authority designated by the Board shall review all bank statements;

and, (d) a committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

Section 6.07. Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two or more board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$100,000-200,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

Section 6.08. Fiscal Year. The fiscal year of the organization shall be from July 1 to June 30 but may be changed by resolution of the Executive Board.

Section 6.09. Return Checks. If more than one insufficient funds check is presented to the Booster Organization by the same party, no further checks will be accepted, only cashier's checks or money order. The party issuing an insufficient fund check must reimburse the Booster Organization for the amount of the check plus any applicable fees within thirty (30) days of notification of insufficient funds.

Section 6.10 Corporate Registration. On or before August 30 of each year the Board of Directors will register the PEARLAND ROBOTICS BOOSTER ORGANIZATION as a non-profit corporation with the Secretary of State's office for the State of Texas. A list of new officer's names and addresses shall be included as well as any fees required for registration with the Secretary's office for the State of Texas.

Section 6.11. Record retention. All records of the organization shall be maintained and destroyed in accordance with law and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year end Treasurer's financial report/statement	Store in corporate record book.	<u>Permanent</u>
Treasurer's reports, periodic	Compile & file records on yearly basis.	<u>Three Years.</u> Store w/financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile & file records on a yearly basis.	<u>Seven Years.</u> Store w/financial records. Destroy after seven years.

**ARTICLE VII
Fundraising**

Section 7.01. Approval. All fundraising campaigns must clear through the Pearland Robotics Booster Organization Executive Board and the appropriate school officials.

Section 7.02. Use of Funds. All funds raised shall be for the purpose of supporting robotics team activities by providing funds to cover uniforms, parts, tools, competition fees, registration fees, travel expenses, refreshments, and other necessary items required for participation of the robotics team and not being provided for robotics team members by the participating high schools or school district. Social events will be incidental to the purpose of fund raising activities, and robotics team members are required to pay for participation in connection with same. Committee chairpersons, board members and faculty sponsors shall decide on the amount due from robotics team members in connection with a social event.

**ARTICLE VIII
Conflicts of Interest**

Section 8.01. Existence of Conflict, Disclosure. Directors, officers, employees and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 8.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

Section 8.03. Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 8.04. Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the corporation, or who hereafter becomes associated with the corporation. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE IX Indemnification

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE X Amendments

These bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.

ARTICLE XI I.R.S. Mandate

Section 10.01. 501(C)3. This Organization has been formed exclusively for charitable and educational purposes within the meaning of Section 501(C)3 of the Internal Revenue Code. Notwithstanding any other provision of the By-Laws, the Organization shall not carry on any other activities not permitted to be carried on by (a) and organization exempt from Federal Income tax under section 501(C)3 of the Internal revenue Code of 1966, or the corresponding provision of any future United States Internal Revenue law, or by (b) by an organization contributions which are deductible under Section 170(C) 2 of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law.

Section 10.2 Dissolution. Upon dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C) 3 of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purpose.

