**BYLAWS**

**WAHS Dragons Robotics Boosters**

**Article I Name and Purpose**

**Section 1.01. Name.** The name of this organization shall be known hereafter as the WAHS Dragons Robotics Boosters.

**Section 1.02. Purpose.** The mission is to promote and support the WAHS Robotics Club by raising funds for uniforms, supplies, equipment, field trips, attending events, providing chaperones and other services requested by Robotics advisors/coaches.

This organization will provide financial, moral, and publicity support to WAHS and BWMS students who participate in the WAHS Robotics Club where they have the opportunity to create, build, and compete in the field of robotics and STEAM.

**Article II Membership**

**Section 2.01. Qualification.** All parents, guardians, or other persons with a child participating in WAHS Robotics Club shall be considered voting members of the organization. The Coaches/Advisors 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 the 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 five or more members in addition to three to four members of the Executive Board, for a total of 8 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 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 five or more members in writing to the Executive Board.

**Section 2.05. Voting.** Each member present should be entitled to one vote on each matter.

Any action of a simple majority (51%) of the members present and voting at any meeting shall constitute the action of the organization. In an emergency, such as a regular meeting is cancelled due to weather or some other factor; a telephone, mail, or email vote may be taken on an agenda item.

**Article III Executive Board**

**Section 3.01. Membership.** The Executive Board shall consist of the elected officers of the organization and the Advisor of the WAHS Robotics Club.

**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 at minimum every other month during the school 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 Video or Audio Conference Call.** Members of the Executive Board may participate in a meeting through use of video or audio software/applications 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 be elected each year by the membership of the organization. The following officers will be elected: President, Vice Presidents, Secretary, Treasurer. This shall be known as the Executive Board. This group will also include the WAHS Robotics Club Advisors/Coaches

**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. 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.

**Section 4.03. Term.** An officer may be elected to serve two terms in any given office, providing annual nomination and approval by the membership. One term of office will be from the end of the school year in June until the following June. All officers must be the parent/guardian of an active WAHS Robotics Club student for the current competition year.

**Section 4.04. Nominations.** At the March meeting, the President will appoint a nominating committee consisting of three members. The nominating committee will present a slate of officers at the March meeting for approval and any additional nominations. The officers will be elected at the May meeting.

**Section 4.05. Vacancies.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the membership, notice of such election having been given at a prior monthly meeting. In case a vacancy occurs in the office of the President, the Vice-President shall assume the office of the President and the office of Vice-President will be put forth for election.

**Section 4.06. Limitations.** The Executive Board may not be comprised of spouses, siblings or individuals residing in the same household.

Section 6: Prior to the September meeting, the Executive Board will meet to prepare a proposed budget and agenda for the year. Both of these items will be presented by an officer of the first meeting in September.

**Article V Duties of Officers**

**Section 5.01. President.** Shall preside at all meetings of the organization and of the Executive Board. The President shall perform such duties as prescribed in these by-laws. The President is authorized to enter into contracts on behalf of the organization and to ensure that all of the by-laws are enforced.

**Section 5.02. Vice-President(s).** Shall act as an aid to the President and shall perform the duties of the President in the absence or an inability of that officer to act. The Vice-President shall oversee the fundraising committee and monitor expenses and sales for efficiency.

**Section 5.03. Secretary.** Shall record the minutes of all meetings of the organization and of the Executive Board and to perform such other duties as may be delegated to the Secretary. All minutes will be kept for five years. The Secretary will also be responsible for the proper communication and correspondence of the organization.

**Section 5.04. Treasurer.** The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization’s financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization’s tax-exempt purpose, bylaws and budget. The financial records belong to the organization and must be available to the other officers and members upon request.

The Treasurer shall:

* Prepare an annual budget for review and approval by the members.
* Ensure that numbered receipts are provided for cash received by the organization.
* Ensure that all funds are timely deposited in the organization’s authorized bank account(s) within five (5) working days.
* Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.
* Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each General Membership Meeting of the membership and at other times as requested by the Executive Board.
* See that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Executive Board, General Membership, and other stakeholders.

**Section 5.05. Duties of all officers.** All officers shall:

* Perform the duties outlined in these by-laws and those assigned from time to time.
* Deliver to their successors all official material not later than fourteen (14) days following the meeting at which time new officers shall assume their duties.

**Article VI Financial**

**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 co-signed by at least two officers, such as the Treasurer and the President. Checks shall bear notice of this requirement above the signature line as follows, **"Two signatures required for all checks.”**

**Section 6.05. Deposits.** The Treasurer will receive all money earned by the organization and all money must be deposited within five (5) working days. The Treasurer will pay all expenses incurred by the organization in a timely fashion to avoid late fees and to maintain the reputation of the organization. Receipts of all financial transactions will be kept in storage at Warren Area High School for seven years. The Treasurer will keep accurate books reflecting all financial transactions.

**Section 6.06. Expenses and income.** Expenses and income will be listed on the Treasurer's report at the monthly meeting. All bills and expenses must be paid by check.

**Section 6.07. Fundraising.** Fund-raising projects will be presented and voted upon at the meetings. The person in charge of a fundraiser will keep accurate records of all income and expenses related to the project. All bills and money collected will be given to the Treasurer as soon as possible or at the next monthly meeting. A portion of the profit from the fundraisers will be deposited to a student account. The percentage of the profit will be determined by the fundraising committee prior to the start of the fundraiser. Monies collected in student accounts can be carried over from year to year as long the student is an active member of the team. All unused funds from a graduating student or a student choosing not to participate in the following year will be distributed to the general fund of the WAHS Dragon Robotics Boosters.

**Section 6.08. Purchasing** No charges may be made on behalf of the organization without prior approval of the membership at a regular scheduled meeting. Supplies and equipment less than $100 can be purchased by the WAHS Dragons Robotics Advisor and/or Executive Board without prior approval as needed. Such purchases must be presented at the next meeting for documentation. If no documentation is provided, or no approval is obtained if over $100, it is considered an unauthorized charge and is the responsibility of the person making the charge.

**Section 6.09. Banking.** The Treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or other depositories as determined by the Executive Board. All deposits and disbursements shall be documented by a receipt, an invoice, or other written documentation. Sequentially numbered receipts shall be provided, with a copy kept, whenever cash is turned over or collected. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds, normally daily, immediately after received and counted. If debit or credit cards are established in the name of the organization, a policy approved by the Executive Board shall be developed and used that includes a list of the authorized users, daily/monthly/annual spending limits, and review and oversight provisions. No personal charging on the card by the authorized users shall be allowed.

**Section 6.10. 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:

* 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;
* All bills or invoices must be available for inspection at each meeting.
* All checks must be endorsed by at least two officers authorized by resolution of the Executive Board, and checks of the Organization shall include above the signature line a notice to this requirement;
* An officer or other person without check signing authority designated by the Executive Board shall review and reconcile all bank statements on a monthly basis; and,
* 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 6.11. Financial Report.** The Treasurer shall present a financial report at each membership meeting of the organization and prepare a final report at the close of the year in accordance with the organization’s financial policies. If unable to attend the monthly meeting, the Treasurer's report will be delivered to another officer in order to be presented at the next meeting. 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 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 over $100,000 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 $250,000.

**Section 6.12. Fiscal Year.** The fiscal year of the organization shall be from June 1 to May 31 but may be changed by resolution of the Executive Board.

**Section 6.13. Financial 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, annual Internal Financial Review Reports, IRS Form 990s | Store in corporate record book, binder, and/or cloud-based software. | At least seven (7) years  Consider keeping permanently. |
| Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents | Compile and file records on a yearly basis. Store in binder or cloud-based software. | Seven (7) Years  Store w/financial records.  Destroy after seven years. |
| Treasurer’s reports (monthly) | Compile and file records on yearly basis. Store in binder or cloud-based software. | Three (3) Years  Store w/ financial records.  Destroy after three years. |

**ARTICLE VIII Committees**

**Section 8.01. The Fundraising committee.** The fundraising committee shall be responsible for selecting, implementing and organizing appropriate fundraisers that will support the goals of the organization. Two members of the fund-raising committee will be selected to conduct an accounting of fundraising expenses and profits after the close of the fundraiser and deliver the accounting and funds to the Treasurer for deposit.

**Section 8.02. The Sponsorship committee.** The sponsorship committee shall be responsible for soliciting sponsorships from local businesses and organizations. Members shall be responsible for the creation and distribution of a sponsorship packet. They shall also determine the levels of sponsorship and recognition of sponsors. Two members of the sponsorship committee will be selected to conduct an accounting of expenses and acquired funding following the close of a sponsorship drive.

**Section 8.03. The Nominating committee.** The Nominating Committee shall be comprised of three members who will present a slate of officers for approval at the March meeting.

**Section 8.04. The Auditing committee.** The Auditing Committee shall be comprised of three members appointed by the Executive Board who will audit the financial records of the organization each May. A report will be presented at the September meeting. An external auditor may be hired at the discretion of the Executive Board.

**Section 8.05. The Activities committee.** The Activities Committee shall be comprised of three members who will organize senior recognition and coordinate refreshments for competitions. Committee members will help organize any local competitions and perform any other related duties as assigned by the Executive Board.

**ARTICLE VIII Conflicts of Interest**

**Section 8.01. Existence of Conflict, Disclosure.** Directors, officers, employees and contractors of the Organization 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 Organization. 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 Organization. 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 Organization, or who hereafter becomes associated with the Organization. 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 Executive Board, officer or employee of the Organization may be indemnified by the Organization 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 Organization, 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 Organization. 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 Dissolution of the organization**

**Section 10.01 Disbandment by Booster Club**. A booster club may disband on its own accord by submitting a Request to Disband a Booster Club. Dissolution may be affected only by an affirmative vote of three fourths (3/4) of the members present at a meeting held one month after a meeting at which a motion of the intention to dissolve the organization is passed by a simple majority.

**Section 10.02 Disbandment By School Board.** Should the School Board deem that the efforts or activities of any club are not in the best interest of the district, the authorization to operate the club may be withdrawn.

**Section 10.03 Disbursement of funds.** The WAHS Dragons Robotics Boosters shall use its funds only to accomplish the objectives and purposes specified in these bylaws. Upon dissolution no part of said funds shall be distributed to any member or officer. Any funds remaining after payment of all debts or which would not be required to be returned to a funding source may be given to another nonprofit STEAM or Technology and Engineering Education organization within the Warren County School District. The Executive Board will make the selection of an organization to receive any remaining funds. If no such organization exists or is willing to except the funds, all remaining funds will be given to the Warren County School District providing the funds will only be used to support STEAM and Technology and Engineering Education within the school district.

**Section 10.04 Disbursement of real property.** Upon dissolution any real property belonging to the organization shall become the property of the Warren County school District.

**ARTICLE XI Amendments**

**Section 11.01 Procedure to Amend the Bylaws**. 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.

* Amendments must be proposed by the Executive Board.
* ﻿﻿﻿Proposed amendment shall be presented to the members at the bi-monthly meeting two months before the vote is taken.
* ﻿﻿﻿Proposed amendment shall be presented at the next bi-monthly meeting for approval by the membership. A quorum (9) of members is required to vote. An affirmative vote by two thirds (2/3) of members present is needed for final approval.
* The Secretary will record and keep the official copy of the amended bylaws that will be dated and signed by the presiding officer on the day that the amendments are approved.