

# **Oak Creek High School Robotics Booster Club Bylaws &**

## **ARTICLES OF INCORPORATION – NONSTOCK CORPORATION**

### **ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is Oak Creek High School Robotics Booster Club, and may be referred to at the “OCRBC”

### **ARTICLE II. CORPORATE PURPOSE**

#### **Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Section 2. Specific Purpose**

The specific objectives and purpose of this organization shall be:

- a. to support, encourage, and advance the robotics program and related activities of the Oak Creek High School Schools Robotics teams.
- b. to promote projects that assist with the financial needs of the Oak Creek High School Schools Robotics programs.
- c. to promote STEM education.

### **ARTICLE III. MEMBERSHIP**

#### **Section 1. Eligibility for Membership**

All parents, guardians, or other persons with a child enrolled on the Oak Creek High School Schools Robotics Teams, the faculty advisors for the team, and mentors for the team shall be eligible for membership in the organization. The members shall have the right to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to

office. Members shall have one vote. Issues raised by the membership will be voted upon by the Members.

### **Section 2. Annual Dues**

The amount required for annual dues shall be decided at the first Executive Board Meeting of each year. Continued membership is contingent upon being up-to-date on membership dues.

### **Section 3. Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the membership.

## **ARTICLE IV. MEETINGS**

### **Section 1. Regular Meetings**

At least two General Membership Meetings of the organization shall be held during each school year. These meetings shall be scheduled in advance and in agreement with the Executive Committee. The time and place of the meetings shall be announced at least seven (7) days prior to the meeting, with the exception of unforeseen circumstances or scheduling conflicts.

### **Section 2. Annual Meetings**

An Annual Meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the Board of Directors. At the Annual Meeting, the members shall receive reports on the activities of the association, and determine the direction of the association for the coming year.

### **Section 3. End of Season Meeting**

The End of Season meeting of the members shall take place after the last participating Robotics competition of the season, within the school year. The specific date, time and location of which will be designated by the Board of Directors. At the End of Season Meeting, the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

### **Section 4. Special Meetings**

Additional meetings of the organization may be called, either by a vote of the Board of Directors or a majority of the voting members. The time and place of the meetings shall be

announced at least seven (7) days prior to the meeting, with the exception of unforeseen circumstances or scheduling conflicts.

### **Section 5. Notice of Meetings**

Notice of each meeting shall be given to each voting member, by email to the email address provided by the member, not less than seven days prior to the meeting.

### **Section 6. Quorum**

Those members present at a properly called General Membership, Annual, End of Season, or Special Meeting shall be designated as a quorum and shall be entitled to take action on behalf of the organization.

### **Section 7. Voting**

All topics to be voted on shall be decided by a simple majority of those members present at the meeting in which the vote takes place.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 2. Officers and Duties:**

The officers of the organization shall serve on the Board of Directors and consist of president, vice-president, secretary, treasurer and past president. One additional officer may be appointed by the faculty advisor with the approval of the Board. The president, vice-president, secretary, and treasurer are elected positions. All other positions are appointed. Below are basic responsibilities; Officers may take on additional duties according to their time, skills, and interests.

- **President** – Shall coordinate the work of the officers and committees to stay in focus with the purpose of this organization, preside at all meetings of the membership and Board, and ensure that the bylaws of the Oak Creek High School Robotics Booster Club are executed accordingly and all required legal documents are filed on time. The treasurer along with the president shall be the only two people to have signature authority over the bank account. The president furthermore maintains the Corporate Binder which includes the Articles of Incorporation, Bylaws, meeting minutes, W-9 Form, and TaxID, 501(c)3 Letter, annual tax returns, financial reports, and any other legal documents collected.



- **Vice-President** – Assists the President in his/her duties, and shall assume the duties of the President at any time that the President is unable to fulfill the duties ascribed to the President's office according to the bylaws.
- **Secretary** – Shall take and distribute meeting minutes, be the primary point of contact for communication with the Board. Some of the responsibilities include, but are not limited to, communications associated with fundraising activities, coordination and tracking of volunteer participation and other activities performed by the Board.
- **Treasurer** – Shall handle the funds of the organization in accordance with the financial policies and decisions of the Board. Includes monthly record keeping of bank statements, detailed tracking of revenue and expenses, and preparation of tax forms. The treasurer along with the president shall be the only two people to have signature authority over the bank account.
- **Past President** – Shall advise the President and other officers regarding past practices, general operations, and other matters to assist in the smooth running and transition of the operation. The Past President shall be a voting member of the Board of Directors for one fiscal year immediately following the expiration of the person's term as President.
- **Faculty Advisor** – Shall be responsible for ensuring the organization operates within the guidelines of the Oak Creek High School District, protecting the rights of the organization, representing the interests of the Oak Creek High School Robotics teams, and interfacing with the students and administration of the Oak Creek High School District. The Faculty Advisor shall also be responsible for providing proposals of project budgets for the current season, advice, and communication regarding projects, processes, fundraising efforts and progress. Serves as a liaison with the Robotics team members, parents/guardians, mentors, and other faculty involved to help support the goals of this organization.

**NB:** For all positions the expectation is that the exiting Board member will be available for knowledge transfer, handover of required information, keys, etc., and support the incoming Board member as needed.

### Section 3. Terms:

Elected club officers shall serve a one-year term, but are eligible for re-election. The term of the office begins at the close of the annual meeting at which they are elected. No member shall hold more than one office at a time.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting.

#### **Section 4. Vacancies**

When a vacancy on the Board exists mid-term, the Board must solicit nominations to fill the vacancy. These nominations shall be sent out to the membership with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

#### **Section 5. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

#### **Section 6. Resignation:**

Resignation from the Board must be in writing and received by the Secretary at least one month prior to the date of resignation. Resigning Board member must be available for knowledge transfer, handover of required information, and Oak Creek High School Booster Club property on or before resignation date.

#### **Section 7. Termination:**

Repeated complaints about a Board member's conduct/performance will initiate the Board to schedule a Special Meeting for the consideration of termination of that Board member. The Board member must be contacted in writing at least seven days in advance regarding the meeting, along with the members. The purpose of this meeting is to vote as to whether the Board member will remain in position or be terminated from their office. Termination of a Board member from the office will be performed by a three-fourths vote of the membership. The terminated Board member must handover required information, and Oak Creek High School Booster Club property on the date of termination.

#### **Section 8. Absences:**

In the event a Board member is unable to perform his/her duties for a temporary period of time, the remaining Board will determine how to proceed, based on the length of absence, board position and other variables. Options include, temporarily filling the position, forced resignation, or temporary vacancy until the member can resume their duties.



### **Section 9. Parliamentary Procedure:**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

## **ARTICLE VI. COMMITTEES**

### **Section 1. Executive Committee**

Consists of the Board of Directors.

### **Section 2. Additional Committees**

The Executive Committee may elect by a majority vote of the Executive Committee to designate additional committees to exercise all or a portion of the authority of the Executive Committee. The president appoints all committee chairs.

## **ARTICLE VII. – Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

### **Section 1. Conflict of Interest Policy**

A conflict of interest shall be deemed to exist whenever an individual is in a position to approve or influence policies or actions by the Oak Creek High School Robotics Booster Club which involve or could potentially involve financial harm to the Oak Creek High School Robotics Booster Club or the teams in which it supports, or financial benefit to such individual, such individual's family (spouse, parents, children, siblings, and in-laws of similar degree of kinship), or any for-profit organization in which such individual or such individual's family member is a director, trustee, officer, member, partner, or more than 10% shareholder.

### **Section 2. Disclosure of Conflict of Interest**

A Board of Director, committee member, or member of the Oak Creek High School Robotics Booster Club shall promptly disclose a conflict of interest to the Board of Directors, in writing or by email, under the following circumstances: (a) prior to voting on or otherwise discharging such person's duties with respect to any matter involving a conflict in all matters which come before the Board of Directors; (b) prior to entering into any contract or transaction on behalf of Oak Creek High School Robotics Booster Club involving a conflict; (c) as soon as possible after such person learns of a conflict of interest that arises in the ordinary course of business.

**Section 3. Abstention from Voting – Certain Actions Void – Indemnity.**

Any director of the Board of Directors shall abstain from voting on any matter involving a conflict of interest. The Board of Directors may void any vote, resolution, or other action taken by the Board if the Board of Directors learns that a person with a conflict of interest participated in such vote, resolution, or other action. The Board of Directors may void the actions of any officer, committee member, or employee of Oak Creek High School Robotics Booster Club if the Board of Directors learns that such person took action with respect to any matter involving a conflict of interest. The Board of Directors may seek indemnification from any person whose votes, actions, or other conduct involving a conflict of interest create a liability for Oak Creek High School Robotics Booster Club that cannot otherwise be cured by voiding the vote, action, or other conduct of such person.

**ARTICLE VIII. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

**ARTICLE IX. Dissolution**

The organization shall not be dissolved except by a majority three-fourths (3/4) vote of the voting Members and Board of Directors. Upon the 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, specifically within the Oak Creek High School, School District.

**ARTICLE X. AMENDMENTS****Section 1. Articles of Incorporation**

The Articles of Incorporation may be amended when necessary by three-fourths (3/4) vote of the membership present. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

**Section 2. Bylaws**

These Bylaws may be amended when necessary by three-fourths (3/4) vote of the membership present. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this      day of June 2, 2016.

Gerald A. Krist  
Gerald Krist, President – Oak Creek High School Robotics Booster Club

6/2/2016  
Date

B. Mendola  
Brett Mendola, Vice-President – Oak Creek High School Robotics Booster Club

6/3/16  
Date

Cindy Ostrowski  
Cindy Ostrowski, Treasurer – Oak Creek High School Robotics Booster Club

6-3-16  
Date

JP Marshall  
Jack Marshall, Secretary – Oak Creek High School Robotics Booster Club

6/3/16  
Date