

# OPERATING BYLAWS

## BOVINE INTERVENTION BOOSTER ORGANIZATION

### ARTICLE I. NAME OF ORGANIZATION

The name of the Corporation is Bovine Intervention Booster Organization.

### ARTICLE II. CORPORATE PURPOSE

#### Section 1. Nonprofit Purpose

The Corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 purposes of the Corporation are to inspire and develop valuable tradecraft skills in mechanical and electrical engineering, programming, project planning, business management, and decision-making processes. The Booster Organization fulfills its mission by funding and facilitating mentorship for the youth robotics Team 686 – Bovine Intervention, based in Frederick County, Maryland that participates in the FIRST® Robotics Competition.

### ARTICLE III. MEMBERSHIP

#### Section 1. General Membership

General membership shall consist of all Student Team Members, the parents/guardians of the Student Team Members, and Adult Team Members. Student and Adult Team Members are defined below. All General Memberships shall be granted upon a majority vote of the board.

1. A Student Team Member is any pre-college student currently enrolled in Frederick County Maryland Public Schools (FCPS), or a Frederick County Maryland based Homeschool Program who participates in the activities related to FRC Team 686.
2. An Adult Team Member is any adult, including FRC Team 686 alumni, who actively supports FRC Team 686 through volunteer activities.

## **Section 2. Annual Dues**

Student Team Members are subject to Annual Dues to offset operating expenses of the competition program. Team dues are determined no later than the December meeting of the Board of Directors and are due from Student Team Members by January 30 of the following year prior to the start of competitions. A Student Team Member who has not paid their dues before the first competition will be ineligible to participate at competition events until the dues are paid, at the discretion of the Board of Directors.

No student will be denied admission to the Team due to an inability to pay the annual dues. If such a situation exists, a parent may contact either the President or Treasurer, who will submit information anonymously to the Board of Directors for consideration.

No dues shall be assessed to Adult Team Members or parents of Student Team Members for membership in the organization.

## **Section 3. Rights of Members**

Each member shall have voting privileges in organization meetings and elections.

# **ARTICLE IV. MEETINGS OF MEMBERS**

## **Section 1. Regular and Annual Meetings**

Regular meetings of the members shall be held monthly, following the monthly meeting of the Board of Directors. An annual meeting of the members shall take place in the month of May, following the Annual meeting of the Board of Directors.

## **Section 2. Quorum**

A quorum for a meeting of the members shall consist of at least twenty percent (20%) of the active membership.

## **Section 3. Voting**

All issues to be voted on shall be decided by a simple majority of those 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. Number, Tenure, Requirements, and Qualifications**

**2.1 Number:** The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than five (5) including, at a minimum, the following officers: President, Vice-President, and Treasurer.

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. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

**2.2 Tenure:** All board members and officers shall serve a term of one year. The term shall begin at the end of the regularly scheduled meeting during the month of May and shall run until the end of the regularly scheduled meeting during the month of May one year hence, with the exception of the outgoing treasurer who shall serve in conjunction with the newly elected treasurer until the audit is held at the end of the current fiscal year (July 1 to June 30). No board member shall serve more than 3 consecutive terms in the same position.

**2.3 Requirements:** Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.

**2.4 Qualifications:** The elected officers (President, Vice-President, Treasurer) must be an adult and a member as defined in Article III, Section 1.

In addition, up to two (2) Student Team Members, may serve as non-voting representatives to the board.

### **Section 3. Regular and Annual Meetings**

Regular meetings of the Board of Directors shall be held monthly, at a time and place designated by the Board of Directors. Following the Board of Directors meeting, a monthly meeting of the members will be held. Monthly member meetings shall include reports on the activities of the association.

An annual meeting of the Board of Directors shall be held at a time and day in the month of May of each calendar year and at a location designated by the Board of Directors. Following the Board of Directors meeting, an annual meeting shall be held. At the Annual members meeting, members shall

elect directors and officers, receive reports on the activities of the association, and vote on any other topics brought to the membership by the Board of Directors.

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

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

#### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone or electronic methods. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

#### **Section 6. Quorum**

The presence, in person, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

#### **Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by December 1<sup>st</sup> shall automatically forfeit his/her seat on the Board. The Vice President shall notify the President in writing that his/her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

#### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled by election by the general membership at the next general meeting by a simple majority. The remaining board members will propose a candidate, and other nominations will be received from the floor.

### **Section 9. Compensation**

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

### **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties.

### **Section 12. Parliamentary Procedure**

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

### **Section 13. Expulsion**

The expulsion of any officer or board member who is in any way detrimental in his or her conduct or his or her actions, or who for any other valid reason is considered for removal, must be decided by a simple majority of the Board members in an official vote at any regular meeting or special meeting which may be held for such purpose. Detrimental actions which would cause consideration for expulsion are misuse of funds, three consecutive unexcused absences from Board meetings, deliberate misrepresentation of the organization, or other detrimental conduct.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 13 of this Article.

### **Section 14. Resignation**

Any member may resign by filing a written resignation with the Vice President.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the President, Vice-President, and Treasurer. All officers must have the status of active members of the Board.

### **Section 1. President**

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general superintendence and direction of all other officers of this Corporation.
- c. He/She may authorize disbursement of unbudgeted funds as described in Section 6 of this Article.

### **Section 2. Vice-President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence, vacancy, resignation, or expulsion of the President.

The Vice-Presidents duties are:

- a. He/She shall have the duty of chairing any advisor committee created by the board and such other duties as may, from time to time, be determined by the Board.
- b. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Membership, including the annual meeting of the organization.
- c. He/She shall send notices of all meetings to the members of the organization and provide notice of Elections.

### **Section 4. Treasurer**

The Treasures duties shall be:

- a. He/She disburses organization funds as designated in the budget adopted by the general membership.
- b. He/She reports on the status of funds, keeps financial records, prepares budgets and periodic financial statements.
- c. He/She assumes the responsibility, on behalf of the Organization, for all local banking relationships. The Treasurer, with the approval of the President, may open, close, or transfer bank accounts.

- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

### **Section 5. Election of Officers**

1. At the regularly scheduled March meeting, the President shall appoint a nominating committee of booster members who shall designate a chairperson of the committee.
2. The nominating committee shall adopt a list of candidates for each position to be decided by general election. The list shall be presented to the general membership at the regularly scheduled April meeting and shall be published to the general membership prior to the May meeting.
3. At the regularly scheduled May meeting, the President will again announce the names of the persons adopted by the nominating committee and shall call for any additional nominations from the membership in attendance. Nominations may be made from the floor by any eligible voting member. Self-nominations are permitted. Any and all such nominations so received from the floor shall be added to the official list of nominations.
4. All members present will be eligible to vote in the election. Voting will be by secret ballot. Votes will be collected by the chairperson of the nominating committee and counted by the members of the committee.
5. In the event of a tie, there will be a maximum of two immediate re-votes. If a consensus is not reached, then a special meeting will be held within seven days with the express purpose of holding a revote.
6. The student representatives to the Board of Directors (defined in Article V, Section 2, paragraph 2.4) are to be selected by the Robotics Team students. Student representatives shall serve for the current school year.

### **Section 5. Financial Commitments**

The following outlines procedures for any financial commitments considered by the Board of Directors.

**5.1 Contracts:** Only officers may enter into a contract/lease, or agreement on behalf of the organization. Any contract/lease with a total value exceeding \$500.00 must be authorized in advance by the Board of Directors and General Membership.

**5.2 Loans:** The President or Treasurer, with the approval of the General Membership, is authorized to enter into a loan agreement on behalf of the organization.

**5.3 Operating Budget:** The Board of Directors shall create an operating budget on an annual basis. A draft budget should be created at the September board meeting and allow for a review and comment period at following board meetings. The budget shall be approved no later than the December board meeting. The budget shall include, at a minimum, the following line items:

Fundraising Income, Donations, Grant Income, Insurance, Tools & Equipment, Materials, Competition Fees, Travel Expenses, Discretionary Funds, and Student Assistance Fund.

**5.4 Unbudgeted Funds:** The President is authorized to disburse unbudgeted funds up to a total of \$250.00 per fiscal year at his or her discretion. Furthermore, the Board of Directors has the authorization to spend unbudgeted funds up to a total of \$250.00 per fiscal year with the consent of the simple majority of the Board of Directors. Amounts exceeding the \$250.00 total require a simple majority vote by the general membership. Each annual budget shall include a line item entitled "Discretionary Funds" and be funded with not less than \$250.00 per year.

**5.5 Internal Financial Audit:** A committee of at least two persons shall be designated each year by the President and approved by the Board to audit all of the financial records and transactions during the preceding fiscal year. The audit committee shall render a written report on their results and findings to the Board of Directors and to the General Membership at the next regularly scheduled general meeting following the audit.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Committee Formation**

The board may create committees as needed, such as fundraising, equipment purchases, property rental, financial audits, board position nominating, etc. The Vice President shall chair all committees.

## **ARTICLE VIII. CONFLICT OF INTEREST**

### **Section 1: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2: Definitions**

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Section 3. Procedures**

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
  1. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The President of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the Board of Directors shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
1. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Annual Statements**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and  
Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE IX. IDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of the State of Maryland, the Corporation shall indemnify any director, officer, or former member, director, officer of the Corporation, against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE X. BOOKS AND RECORDS**

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

# ARTICLE XI. AMENDMENTS

## Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III (Membership) or Article VI (Officers) of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

## Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

# 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 11 preceding pages, as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Robert Miller

\_\_\_\_\_  
Richard Sims

\_\_\_\_\_  
Adam Sims