

BYLAWS

Leland Quixilver Robotics Booster Club

Article I

Name and Purpose

Section 1.01. Name. The name of this organization shall be Leland Quixilver Robotics Booster Club.

Section 1.02. Purpose. Leland Quixilver Robotics Booster Club is organized exclusively for charitable and educational purpose under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purpose of this non-profit organization is to support, promote, and advance the robotics and STEM (Science, Technology, Engineering and Math) programs of Leland High School, a public high school in San Jose, California.

Leland Quixilver Robotics Booster Club will:

- A) seek donations and sponsors to bring financial support to the Leland Robotics Teams for the various costs associated with running a FIRST Robotics team, including but not limited to, competition entrance fees, traveling fees and equipment fees.
- B) encourage involvement from parents to provide support to the Leland Robotics Teams.

Article II

Membership

Section 2.01. Qualification. All parents, guardians, or other persons with a child enrolled and attending Leland High School or Bret Harte Middle School and have paid membership dues defined by its respective team (e.g. FTC 8404 team) to Leland Quixilver Robotics Booster Club shall be considered members of the organization. Team coaches and mentors shall be considered members of the organization without the need to pay membership dues.

Section 2.02. Rights and Responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by its respective team within the organization, serve on committees and be nominated to office. Members shall have the voting right to review and approve its team's annual budget.

Section 2.03. Quorum. The members present at its respective team membership meeting of the organization, provided at least 50% of the 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 for each team within the organization. Additional business or special meetings may be held alone or in conjunction with an event sponsored by the team or organization as is determined by the Executive Board or at the request of members to the Executive Board.

Article III

Executive Board

Section 3.01. Membership. The Executive Board shall consist of the 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 quarterly in person or virtually to prepare for general membership meetings and to conduct the affairs of the organization.

Section 3.04. Voting. A motion must be brought forward by an officer and seconded by another officer of the Executive Board. To pass a motion shall require two-thirds majority of the Executive Board. A defeated motion cannot be brought forward again in the same meeting.

Section 3.05. Compensation. Executive Board members shall serve without compensation. All officers are volunteers.

Article IV

Executive Board Officers

Section 4.01. Officers. The officers of this organization shall include a Counselor, a President, a Vice-President, a Secretary, a Financial Controller, and a Treasurer 8404; additional officer(s) as may be appointed by the Executive Board from time to time.

Section 4.02. Appointment. A nominating committee composed of the current President and at least one additional officer will be appointed and develop a slate of candidates. Only those who have consented to serve shall be eligible for nomination, and only current club members may be nominated. The candidates shall be announced to the Executive Board in May. New officers shall be appointed by two-thirds vote of the Executive Board in a June meeting. New officers shall assume their official duties on the first day of August.

Section 4.03. Term. Officers shall serve a one-year term from August 1 to July 31. Officers may be appointed for up to two consecutive terms in the same office.

Section 4.04. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

Section 4.05. Resignation. Resignation shall be presented to the Executive Board in writing. The board shall look for the replacement upon notice, and may temporarily re-assign the job to another officer until a new officer is confirmed by a majority vote.

Section 4.06. Reason to remove: By two-thirds vote of the Executive Board, an officer shall be removed from office for failure to perform duties, criminal misconduct or unethical behavior in the organization's business.

Article V

Duties of Officers

Section 5.01. Counselor. The Counselor shall be the previous president or another person with experience as an Executive board member. This person shall mentor and advise the president and have voting rights as a board member if and only if an even number of other board members exists. The Counselor shall not have the authority to sign checks

Section 5.02. President. The President shall be the previous Vice President or another person with experience as an executive board member. This person shall be the principal executive officer of the organization and, subject to the control of the Executive Board, shall in general supervise and coordinate 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 select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization. The President shall have the authority to sign checks

Section 5.03. Vice-President. The 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 Vice-President shall perform such

other duties as are assigned by the President or the Executive Board. The Vice-President shall have the authority to sign checks

Section 5.04. 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 be responsible for the recording and publishing of meeting minutes, maintain a current copy of the Bylaws, and maintain current membership list. The secretary shall not have the authority to sign checks.

Section 5.05. Financial Controller. The Financial Controller shall be a member of the Executive Board and will be responsible for the creation of all club level financial reports and payments including quarterly financial reports, bank statements, insurance payments, and IRS form 990 documents. The controller is responsible for auditing the work of the Treasurer's. The controller will hold previous years records in either electronic or physical form. The controller 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 Controller shall not have the authority to sign checks

Section 5.06. Treasurer 8404. The Treasurer shall be a member of the Executive Board. The Treasurer 8404 is the authorized custodian to have oversight of all funds of the FTC 8404 team 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 8404 shall be the primary source of checks for the FTC 8404 team.

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).
- 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.
- Maintain and file financial records (including financial reports, checkbook, bank statements, deposit slips, cash tally sheets, documentation regarding transactions, etc.) and turn all over to the new treasurer.

Section 5.07 All officers. All officers shall attend all meetings of the organization and deliver to their successors, or the president, all official materials following the date their successor assumes their duties.

Article VI Finances

Section 6.01. Budget. At the first membership meeting, after the officers have been elected or as soon thereafter as practicable, the Executive Board shall present to the membership a budget of anticipated revenue, including membership dues, 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 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 or by any other person as authorized in writing by the Executive Board, except that checks of \$500 or more must have Check Request approval by at least two officers, such as the Treasurer and the President.

Section 6.05. 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 6.06. 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:

- 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 cash must be counted by two (2) unrelated people, documented on some form of cash tally sheet, and signed by each counter;
- Check request exceeding \$500 must be approved by at least two officers authorized by resolution of the Executive Board;
- Two (2) people (one without check signing authority), designated by the Executive Board, shall review and reconcile all bank statements on a quarterly basis;
- A committee of at least two (2) people 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;
- When a donor requests that the support be used for a particular charitable purpose or project that is among the organization's existing programs or projects, the organization agrees to honor such request as best as the organization can.

Section 6.07. 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. The Executive Board shall have the report and the accounts examined annually.

Section 6.08. Fiscal Year. The fiscal year of the organization shall be from August 1 to July 31 but may be changed by resolution of the Executive Board.

Section 6.09. 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	PERIOD OF TIME
Year-end Treasurer's financial report/statement, annual Internal Financial Review Reports, IRS Form 990s	At least seven (7) years Consider keeping permanently.

Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Seven (7) Years Store w/financial records. Destroy after seven years.
Treasurer's reports (monthly)	Three (3) Years Store w/ financial records. Destroy after three years.

ARTICLE VII

Conflicts of Interest

Section 7.01. 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 Executive Board 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 Executive Board, excluding the person who is the subject of the possible conflict.

Section 7.02. 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 7.03. 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 7.04. 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 VIII

Basic Policies

Section 8.01. This corporation is organized and operated exclusively for the purposes set forth in Article I hereof within the meaning of Internal Revenue Code section 501(c)(3).

Section 8.02. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 8.03. The organization does not discriminate against any person or group of people in its hiring and employment practices, codes of conduct, programs, services, or in any other aspect of its operations or activities on the basis of personal characteristics or attributes of that person or group of people.

Section 8.04. The property of this corporation is irrevocably dedicated to the purposes in Article I hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Section 8.05. Upon the dissolution of this corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to the Leland Bridge Parents Group of Leland High School, a non-profit organization.

**ARTICLE IX
Indemnification**

Every member of the Executive Board, 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
Amendment**

These Bylaws may be amended by a vote of the majority of the Executive Board then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; and,
- (b) that all amendments be consistent with the Articles of Incorporation.

CERTIFICATION

These bylaws were approved at a meeting of the Executive Board by majority vote on December 17, 2017

Secretary Date

Other Officer Date