

BYLAWS

For

Tomball Memorial High School Engineering and Robotics Society

Revised: November 10, 2019

ARTICLE I-NAME

Section 1.1 Name

The name of this organization shall be Tomball Memorial High School Engineering and Robotics Society. (EIN# 84-3840557)

For the purpose of these By-Laws only the Tomball Memorial High School Engineering and Robotics Society shall be referred to as the Organization.

The Organization may have other offices either within or outside the State of Texas, as the Board of Directors may designate.

ARTICLE II-PURPOSE

Section 2.1 Registration

a) The Organization is a subordinate of the TOMBALL SUPPORT GROUPS, INC. As a subordinate, the organization is under the group extension umbrella and is covered under the 501(c)(3) number 803484383.

Section 2.2

a) The purposes of this Organization are:

To support the activities of all engineering and robotics programs of the Tomball Memorial High School in Tomball, Texas.

To promote and aid the development of STEM (Science, Technology, Engineering and Math) education, through inspiration and recognition of youth science and technology activities in general.

To acquire, grant, gift, purchase, devise or request and to hold and dispose of such money and property, both real and personal, as the purposes of the organization shall require, subject to such limitations as may be prescribed by law.

Other purposes as voted by members, subject to such limitations as prescribed by law.

Section 2.3 Term of Existence

The Term of Existence of the Organization is perpetual.

ARTICLE III-MEMBERSHIP

Section 3.1 Types of Members

ACTIVE MEMBERS: All parents/guardians of students participating in engineering and robotics team activities associated with Tomball Memorial's Engineering and Robotics program shall be considered members with voting Privileges at General Membership meetings.

ASSOCIATE MEMBERS: Any person, business or corporation interested in the purpose of the Organization may become a non-voting member.

Section 3.2 Membership Roster

An official membership roster shall be kept by the Secretary. It shall be as current as is reasonably practical under the circumstances and shall be available at each meeting of the membership.

Section 3.3 Regular Meetings of the Membership

Written electronic notice stating the date, time and location of any meeting of the members, and in the case of a special meeting for which a vote is required, the purposes for which the meeting is called shall be delivered by the Organization to each member entitled to vote at the meeting with prior notice.

Section 3.4 Special Meetings of the Membership

The President or a majority of the Board of Directors or a simple majority of the voting membership may call for a special meeting.

Special meetings will have a member of the Tomball Memorial High School Engineering and Robotics Society Board of Directors present and a member designated to take official minutes of such meeting for recording by the Secretary of the Organization.

Section 3.5 Quorum

A simple majority of the members of the Organization shall constitute a quorum.

Members holding 10% of the votes entitled to be cast, in person, shall constitute a quorum at a meeting of the membership.

Section 3.6 Voting

Each member shall be entitled to one vote on each matter submitted to a vote of the members. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

ARTICLE IV-MANAGEMENT

Section 4.1 Board of Directors

The business and property of the Organization shall be managed by the Board of Directors consisting of the elected officers of this organization.

Section 4.2 Term of Office

All officers shall serve for a period of one year from July 1st to June 30th, and may serve consecutive terms of which two terms may be in the same office. The term of office for all officers commences upon

their election and continues until their successors are appointed or until their resignation or removal. (The election is to take place at the May end-of-year banquet.)

Section 4.3 Election

The members of the Board of Directors and officers of the organization shall be elected by a majority vote of a quorum of the Active Membership in the May meeting of the General Membership. The President shall appoint a nominating committee in February of each year to screen and encourage members to accept nomination to office, which the committee will submit its report no later than the general meeting in March prior to the call for nominations from the floor.

Section 4.4 Regular Meetings

The Board of Directors shall hold regular meetings at a time and place to be determined by the President.

Section 4.5 Special Meeting

The President or a majority of the Board of Directors for the competent management of the organization may call special meetings of the Board of Directors.

Section 4.6 Notice of Regular or Special Meetings

Notice of Regular or Special meetings of the Board of Directors shall be given in any manner calculated to inform each officer of the place, date and time thereof, and whenever possible, at least ten days in advance of the meeting. Notice may be given to the officers at a preceding meeting or by email, telephone or in person. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of directors need to be specified in the notice or waiver of notice of such a meeting.

Section 4.7 Voting

Each officer of the Board of Directors shall have one vote in matters coming before that board. A simple majority of the votes cast by the officers of the Board of Directors at a meeting where a quorum is present shall be the action of the Board of Directors.

Section 4.8 Removal

Any member of the Board of Directors may be removed from office for unexcused absence from three consecutive meetings.

Section 4.9 Resignation

Any member of the Board of Directors may resign from their position by delivering written notice to the Board of Directors, the President or the Organization. Unless the notice specifies a later effective date, a resignation notice shall be effective upon receipt. Once delivered a resignation notice is irrevocable unless permitted by the Board of Directors.

Section 4.10 Vacancies

Any vacancy occurring on the Board of Directors by reason of death, resignation or removal of an officer shall be filled by a majority vote of the Board of Directors. Such appointee shall serve during the remaining term of the officer whose position has become vacant.

Section 4.11 Powers

The Board of Directors shall have the power to decide matters not otherwise entrusted to the membership by these By-Laws and shall endeavor to solicit views from and provide information to the membership relative to issues and decisions.

Section 4.12 Compensation

Members of the Board of Directors may be compensated for expenses arising from the performance of their duties as Board Members, subject to prior approval of the Organizations Board of Directors.

Section 4.13 Committees

Any committee deemed necessary shall be appointed by the President or the Board of Directors. The committee shall perform only those duties assigned to them. They will be responsible to report to the Board of Directors and the general membership at the President's request. No action shall be completed without approval of the Board of Directors.

The Board of Directors may create one or more committees and appoint the members of the Board of Directors to oversee or directly serve on them. Each committee shall have at least two members. The creation of a committee and appointment of members to it must be approved by a majority of all officers serving on the Board of Directors when the action is taken. Subject to any limitations placed upon it by the Board of Directors or by law, each committee may exercise all the authority of the Board of Directors in the management of the Organization.

The Board of Directors shall have the power to change the number of members, fill vacancies, change members, change the function and terminate the existence of a committee.

Each committee shall conduct its meeting in accordance with the applicable provisions of these By-Laws. Each committee shall adopt rules of conduct, keep minutes and records, and appoint subcommittees deemed appropriate.

ARTICLE V- OFFICERS

Section 5.1 President

The President shall preside at all General and Board of Director meetings, appoint all committees and shall be an ex-officio member of all committees.

The President has no vote on any motion brought before the Board of Directors or the General Membership, unless there is a tie vote. Upon completion of his/her term, the president shall serve on the Board as the Immediate Past-President for one year.

Section 5.2 Vice President

The Vice President shall assume all duties of the President in his/her absence and other official duties as required, including overseeing travel, events and membership responsibilities.

The Vice President shall assume the duties and responsibilities of the President. The Vice President will assist in raising funds, act as a liaison with Tomball ISD and promote the team's presence in the

community. In conjunction with the Treasurer, the Vice President will also be a cosigner on the Organization's bank signature card.

Should the office of President become vacant, the Vice President shall assume the duties and responsibilities of President on a permanent basis. The office of Vice President shall be filled in accordance with Section 4.10 of these By-Laws.

Section 5.3 Secretary

The Secretary shall record and keep the minutes of all meetings of the Board of Directors and General Membership in one or more books provided for that purpose. He/She shall keep the authenticated Organization Records. He/She shall compile and keep a record of any correspondence that the Board of Directors shall direct, receive or perform. He/She shall perform other duties as directed by the Board of Directors or the President.

Section 5.4 Treasurer

The Treasurer shall be responsible for maintaining current records of all income and expenditures, making regular deposits of funds, and preparing student and organization account records for the Tomball Memorial High School Engineering and Robotics Society as required by the Board of Directors. The Treasurer shall provide a financial report at all meetings or when required by the Board of Directors. The Treasurer shall provide for the preparation and submission of such reports that may be required by the Tomball ISD in relation to funds, goods, and services received and expended. The Treasurer will ensure an accurate set of books be kept up to date and be available for inspection by the Board of Directors or General Membership. The Treasurer shall provide for the disbursement of funds according to the approved budget or on approval of the Board of Directors, or a majority vote of the General Membership. All checks must have two signatures as specified by the bank's signature card. The Treasurer may be assigned other duties by the Board of Directors or the President.

All funds shall be disbursed in accordance with an approved budget or on the approval of the Board of Directors or a majority vote of the General Membership.

All corporate checks must have two signatures as specified on the bank of records signature card.

Section 5.5 Mentor Liaison

The Mentor Liaison will serve as a liaison between the team mentors and Board of Directors. This position will require knowledge of the robotics team's activities and operations.

Section 5.6 Immediate Past President

The Immediate Past President will serve in an advisory capacity to the current President and Board of Directors for a term of one year.

ARTICLE VI-FISCAL

Section 6.1 Budget

A proposed budget shall be presented to the General Membership no later than the May General Membership meeting for review and again at the September General Membership meeting for approval.

Section 6.2 Contracts

Except as otherwise provided by law, the Board of Directors may authorize any officers or agents to execute and deliver any contract or other device in the name of and on behalf of the Tomball Memorial High School Engineering and Robotics Society, and this authority may be general or confined to specific instances.

No individual shall represent the Tomball Memorial High School Engineering and Robotics Society in any contract or event, nor shall any individual use Organization logo without the express written permission of Tomball Memorial High School Engineering and Robotics Society Board of Directors.

Section 6.3 Loans

The Tomball Memorial High School Engineering and Robotics Society shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances.

Section 6.4 Checks, Drafts ETC.

All checks, drafts or other orders for the payment of money and notes or other evidence of indebtedness issued in the name of the Tomball Memorial High School Engineering and Robotics Society shall be signed in the manner and by the officers or agents of the Tomball Memorial High School Engineering and Robotics Society designated by the Board of Directors.

Section 6.5 Deposits

All funds of the Tomball Memorial High School Engineering and Robotics Society not otherwise employed, shall be deposited as soon as possible to the credit of the Tomball Memorial High School Engineering and Robotics Society in those banks, trust companies or other depositories as the Board of Directors or officers appointed by the Board of Directors, or to be invested as directed by the Board of Directors.

Section 6.6 Ending Balance

The Board of Directors shall assure that a minimum balance of an amount adequate and in accordance with the Internal Revenues policies for non-profit organizations, is available for the next years initial operating costs.

Section 6.7 Fiscal Year

The fiscal year of the Tomball Memorial High School Engineering and Robotics Society shall be from July 1 to June 30.

Section 6.8 Corporate Registration

On or before October 1 of each year the Board of Directors will register the Tomball Memorial High School Engineering and Robotics Society with the Tomball ISD.

A list of new officer's names and addresses shall be included as well as the end of fiscal year financial statement will be submitted to the Tomball ISD by the treasurer.

ARTICLE VII-PARLIAMENTARY PROCEDURE

Section 7.1

Parliamentary procedure shall comply in accordance with “Robert’s Rules of Order, Newly Revised” which shall govern the Tomball Memorial High School Engineering and Robotics Society in all cases to which they are applicable and in which they do not conflict with the By-Laws of the above-mentioned organization.

ARTICLE VIII- MISCELLANEOUS PROVISIONS

Section 8.1 Amendments

Any proposed amendment must be presented in writing, and read at a General Membership meeting at least one month prior to the time when action is to be taken.

The By-laws may be amended at any General Membership meeting by a two-thirds vote of the General Membership in attendance after a quorum has been established.

Section 8.2 Sever ability

A determination that any provision of these By-Laws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these By-Laws.

Section 8.3 Annual Audit

There shall be an annual audit of the funds of the Tomball Memorial High School Engineering and Robotics Society. Such audit shall be conducted in the manner designated by the Board of Directors.

ARTICLE IX-DISSOLUTION

Section 9.1

Upon dissolution of the Organization, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Organization, dispose of the assets of the Organization exclusively for the purposes of the Organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall be at the time qualify as an exempt organization under Section 501(C) 3 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine according to the following guidelines.

Such organizations shall be identified as follows in order of priority

The Tomball ISD, to be kept unspent for a period of three (3) years and thereafter to be distributed to the Tomball ISD Organizations deemed appropriate by the appropriate Tomball ISD administration official.

The Board of Directors shall dispose of the assets exclusively for such purposes to such organization as said Board of Directors shall determine to an organization or organizations that meet IRS 501(C) 3 standards.

ARTICLE X-I.R.S. MANDATE

Section 10.1 501 (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) an 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 (b) by an organization contributions to 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 of 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 purposes.