

BYLAWS

WILSONVILLE ROBOTICS STEWARDSHIP GROUP

WILSONVILLE, OREGON

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be Wilsonville Robotics Stewardship Group (hereafter referred to as “Stewardship Group”). The Stewardship Group is a non-profit organization, under the laws of Oregon.

Section 2 – Purpose: The purpose of Wilsonville Robotics Stewardship Group is to provide the funding and leadership for students in the West Linn/Wilsonville school district and surrounding area to participate in FIRST Robotics Competition programs, and to support the objectives of outreach outlined by FIRST. The Stewardship Group 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 corresponding section of any future federal tax code.

Section 3 – Limits on Purpose: No part of the net earnings of the Stewardship Group shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Stewardship Group shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Stewardship Group shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in behalf of any candidate for public office. Notwithstanding any other provision of this document, the Stewardship Group shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any futures federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4 – Anti-Discrimination/Anti-Harassment Policy: It is the policy of the Stewardship Group to actively avoid discrimination against any member on the basis of race, creed, color, national origin, gender or sexual orientation. Harassment based on an individual’s race, creed, color, national origin, gender or sexual orientation will not be tolerated. All members are expected to abide by this policy.

ARTICLE II - MEMBERSHIP

Section 1 – Eligibility for Membership: Membership shall be open to any person 18 years and older who meets the requirement established by the West Linn/Wilsonville School District for criminal history and background check, and who supports the purpose statement in Article I, Section 2. All members must meet requirements set forth by FIRST.

Section 2 – Dues: There are no dues associated with the Stewardship Group.

Section 3 – Rights of Members: Each member shall be eligible to vote in matters brought before the Wilsonville Robotics Stewardship Group at large.

Section 4 – Non-voting Membership: The Board shall have the authority to establish and define non-voting categories of membership.

Section 5 – Responsibilities of Member: Members have the responsibility to vote for the election of a Board of Directors, and on other issues as they are properly presented.

ARTICLE III – MEETINGS OF MEMBERS

Section 1 – Annual Meetings: An annual meeting of the members shall take place prior to the end of each school year, the specific date, time and location of which will be designated by the Chair. At the annual meeting the members shall elect directors, receive reports on the activities of the Stewardship Group, and determine the direction of the Stewardship Group for the coming year.

Section 2 – Special Meetings: Special meetings may be called by the Chair, or a simple majority of the Board of Directors. A petition signed by at least five voting members may also call a special meeting.

Section 3 – Notice of Meetings: Notice of each meeting shall be given to via a posting on the website of Wilsonville Robotics at least two weeks prior to the meeting or via email to the broadest distribution list available at the time of the meeting announcement.

Section 4 – Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 5 – 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 IV - BOARD OF DIRECTORS

Section 1 – Board Size: The Board of Directors is responsible for overall policy and direction of the Stewardship Group, and can delegate responsibility of operations to committees. The Board shall consist of at least 5 adult members The Board receives no compensation.

Section 2 – Terms: The Director positions are for one-year terms. All members in good standing are eligible for re-election for as many terms as they are willing to serve.

Section 3 – Meetings and notice: The Board of Directors shall meet at least semi-annually, at an agreed upon time and place. An official board meeting requires that each board member have email notice at least two weeks in advance.

Section 4 – Emergency Meetings: Emergency meetings of the Board of Directors may be called at a time and place mutually agreed upon by all active Board members.

Section 5 – Board Elections: Directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Adult directors will be elected by a simple majority of members present at the annual meeting. Student directors will be appointed to the Board by the members of Wilsonville Robotics, in any manner the team deems appropriate.

Section 6 – Election Procedures: Nominations shall be solicited from the membership at large, by submitting nominations to the Secretary of the Board. Any member can nominate a candidate to the slate of nominees. The Board will review the nominations and recommend a slate of candidates for election at the annual meeting. The vote shall be for the entire slate of candidates at once.

Section 7 – Quorum: A quorum must be attended by at least 80% of the board members for business transactions to take place and motions to pass.

Section 8 – Voting: All business decided upon by the Board is to be decided by a simple majority. In lieu of a meeting, an email vote is acceptable as long as a minimum of 72 hours is given to the board members to consider the matter. At least 80% of the Board needs to respond to the email for a valid vote.

Section 9–Duties: There shall be four offices of the board: Chair, Treasurer, Fundraiser Director and Secretary. At the first meeting following their election, the new Board will decide who fills what office. Their duties are as follows:

The Chair shall regularly convene board meetings, shall preside or arrange for other directors to preside at each meeting in the following order: Secretary, Treasurer.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of the minutes and agenda to each board member, and assuring that records of the Stewardship Group are maintained. The Secretary will also ensure that a record of activities supported by the Stewardship Group is maintained.

The Treasurer shall make a report at each board meeting. The treasurer shall make financial information available to the board and to the public, and keep a current record of financial transactions and balances pertinent to the operation of the Stewardship Group. The Treasurer must be bondable. The Treasurer has the responsibility to disburse funds in accordance with the yearly approved budget.

The Fundraiser Director shall be responsible for directing activities aimed at encouraging donations into the group and providing for mechanisms in support of these activities. Without further documented approvals, the board authorizes the WRSG Fundraising Director's fund-raising activities.

Section 10 – Vacancies: When a vacancy on the Board exists mid-term, the secretary must receive nominations for new members from the present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members 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 11 – Resignation, termination and absences: Resignation from the Board must be in writing and received by the Secretary. Any Board member may be removed by a three-fourths vote of the remaining directors.

Section 12 – Special meetings: Special meetings of the Board shall be called upon the request of any member of the Board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 13 – Conflict of Interest: The standard of behavior for all Board members is to scrupulously avoid any conflict of interest between the interests of the organizations being supported by the Stewardship Group on one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.

Section 14 – Student Representation - Up to 2 high school students will be invited to attend the Board meetings as ex officio members with no voting rights. The high school students will be determined by the high school team in any way that the high school team leadership deems appropriate.

ARTICLE V – BUDGET AND DISBURSEMENT OF FUNDS

Section 1 – Annual Budgeting: Any group wishing to receive monies from the Stewardship Group must prepare a budget and present it to the Board. Such budgets can be submitted anytime during the year. To facilitate timely review, it is recommended that budgets be presented prior to the competition season for which the budget pertains. The budget shall forecast the expenditures for supporting robotics program for the fiscal period from January 1st through December 31st.

Section 2 – Approval of Annual Budget: The Board of Directors has the responsibility to review and approve the budgets in a timely manner, or send the budget back to the requesting group for revision.

Section 3 – Revision of Annual Budget: At any time during the year, and at the sole discretion of the Board, an approved budget may be revised by the Board of Directors.

Section 4 – Disbursement of Funds: The Treasurer has the authority to disburse funds in support of robotics teams up to the amount(s) of the approved budget. All disbursements must be countersigned by another adult member of the Board.

Section 5 – Annual Audit: A financial audit must be performed annually to verify that all disbursements and receipts are properly recorded in the financial record of the Stewardship Group. This audit must be performed by a minimum of two adult members of the Board, not including the Treasurer.

ARTICLE VI – DISSOLUTION OF ASSETS

Section 1 – Dissolution Process: Upon the dissolution of the Stewardship Group and after payment or provision for payment of all liabilities of the Stewardship Group, 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 federal tax code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the Stewardship Group is active.

ARTICLE VII - AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by four-fifths majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were originally approved at a meeting of the membership by a simple majority vote on October 4, 2007. These bylaws were revised at a meeting of the Board by a simple majority on November 15, 2013 and May 21, 2014.

Secretary

Date

