

Team OTTO Booster Club, Inc. Bylaws

Article 1: Name and Location

Section 1 - Name

The name for this organization shall be Team OTTO Booster Club, Inc. The organization shall also do business as Team OTTO.

Section 2 - Location

The official permanent address of the Club will be the address of 131 Almon C. Hill Drive, Cumming, GA, 30040. Alternate addresses may be the home addresses of the President, Vice-President, Secretary, or Treasurer during their term in office as defined by these bylaws.

Article 2: Mission Statement & Purpose

Section 1 – Mission Statement

The mission of Team OTTO Booster Club, Inc. (Club) is to provide support to the Forsyth Central High School FIRST Robotics Competition program (FCHS FRC) through fundraising, service projects, community involvement, and school spirit. It is our goal to enhance our program to build pride in the participants and school sponsors and create open community and student support for the team. Through financial support, we will provide both the necessities and the extras that will enable the program to compete with other top programs in the State of Georgia and the World.

Section 2 - Purpose

The following are the primary purposes of the Club:

1. Support the financial needs of the FCHS FRC program.
2. Seek to encourage coaches, players, parents, teachers, students, administrators, and the community to promote the ideals of good sportsmanship, honesty, loyalty, and courage as so designed to build the character of the participating players and bring credit to the community.
3. Seek sponsorships from local and national businesses that will support the FCHS FRC program with financial and in-kind donations.
4. Elevate the participator's image in the eyes of the school, community, and themselves.

5. Encourage total community participation in the organization.
6. Support the FCHS FRC program, win or lose, through personal involvement in the purpose of the organization.

Article 3: Membership & Dues

Section 1 – Membership

1. Individual membership in this Club shall be open to any parent of whose student participates on the FCHS FRC team, and to other individuals interested in the purpose of the Club, as stated in Article 2 (Mission Statement & Purpose) of these Bylaws, and who are willing to take an active part as a volunteer.
2. It is the duty of each member to attend all regular meetings and to aid in the promotion for which this organization is formed.
3. Voting privileges are only permitted by members that have paid their annual Registration Fees and are in good standing with the Club.
4. Only current members in good standing will be entitled to hold office, vote, serve as lead volunteers, and participate in the Club's activities and voting decisions.
5. Membership in the Club shall not be transferable.

Section 2 - Dues

1. Annual dues shall be an amount as decided by the Executive Board along with the School Sponsor prior to the general meeting that precedes the Build Season.
2. The Executive Board may revise the dues as deemed necessary for the operation of the Club.
3. The Executive Board may waive dues on a case by case basis upon request.

Section 3 – Revocation or Termination of Membership

1. Abusive, profane, or violent behavior or language, or any behavior in violation of school policies by any member of the Club at any Team function may result in suspension or expulsion of membership by the Executive Board.
2. Possession or consumption of alcoholic beverages, illegal drugs, tobacco or other intoxicating substances are violations of school policies and are not allowed at any Team function. Any violation of this policy may result in suspension or expulsion of membership by the Executive Board.

3. Membership may be suspended or terminated for nonpayment of dues as provided in Article 3, section 2.

Article 4: Executive Board

Section 1 – Composition

1. The Club shall be represented by a Board of Directors ("Executive Board") consisting of five (5) elected officers as follows: President, Vice-President, Secretary, Treasurer and Member-At-Large..
2. The Club may also assign ex-officio members to serve in an advisory capacity to the Executive Board.
3. The school shall designate one (1) non-voting School Sponsor (FRC Coach) to advise the Executive Board.

Section 2 – Non-voting Members

1. The Executive Board may elect and appoint any number of members or non-members to serve as members of the Executive Board who shall serve in an advisory capacity only, but have no voting rights.
2. The school shall designate one (1) School Sponsor to serve as the FRC Coach. The FRC Coach is an advisory member with no voting rights.

Section 3 – Compensation

1. No member of the Executive Board shall be entitled to receive any salary or compensation for services performed by him as such representative for the Club.

Section 4 – Election of Officers

1. Each officer will need to be nominated by a non-family member and have a second non-family member vote in order to run.
2. All officers of the Club shall be elected annually in the month of November.
3. A majority vote (51%) of the members in good standing that are present at the regular meeting will be all that is needed to elect an officer.
4. The officers elected must be members in good standing of the Club per the requirements as established by these Bylaws.
5. The elected officers will serve a calendar year from the time of election.

6. If elected, the officers may serve additional terms up to a maximum of four terms total, so long as they are a current member in good standing of the Club as defined by these Bylaws.

Section 5 – Attendance/Removal/Resignation/Vacancies

1. All Executive Board members are expected to attend all Board and Club meetings on a regular basis and must receive Board approval to miss more than two (2) meetings in succession.
2. Any request for removal of a Board member must be presented in writing to the President. The President shall include the request in the agenda of the next General Meeting and allow the member to present his request to the general membership. The Board member shall be allowed time to present rebuttal to the request for removal. The request must be approved by two-thirds (2/3) of the members of the Club present and voting.
3. A Board Member may resign at any time by giving written notice to the Executive Board of the Club. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board as specified above and the acceptance of the resignation shall not be necessary to make it effective. If a Board Member resigns during his term, except for extenuating circumstances shown, he may not be appointed or elected as an Officer until the next regular elections of officers.
4. In the event vacancies shall occur for whatever reason, the remaining Officers and FRC Coach shall designate a successor or successors to serve out the unexpired term.
5. In the event of a temporary absence of any Club Officer, the other officers along with the FRC Coach will continue to conduct business as usual.

Article 5: Powers, Responsibilities, and Duties of Officers

Section 1 – All Officers

1. All officers along with the FRC Coach will supervise students and team mentors to maintain the team's official social media accounts, official fundraising sites, and official web site.
2. All officers along with the FRC Coach will attend all meetings of the Executive Board and all general membership meetings.

Section 2 – President

1. The President shall be the Chief Officer of the Club.

2. The President shall preside at all the meetings of the Officers and of the general membership. If the President is unable to preside over the meeting, the Vice President shall preside over the meeting.
3. The President and Treasurer must cosign checks in payment of obligations of the Club and contracts properly entered into by the Club. If the President or Treasurer is not available, another club officer who is an authorized user of the bank account may sign in his absence.
4. The President will be the secondary liaison between the Club and the Forsyth Central High School Administration.
5. The President will oversee all actions taken and/or promoted by the Executive Board.
6. The President shall perform such other executive duties as assigned to him by the Club membership.

Section 3 – Vice President

1. The Vice President shall perform the duties of the President in the absence or inability of that officer to act and shall assist the President when called upon.

Section 4 – Secretary

1. The Secretary shall keep a record of all the minutes of meetings of both the General Membership and the Officers.
2. The Secretary is also responsible for performing or coordinating all communications and correspondence with the General Membership of the Club.
3. The Secretary will work closely with the FRC Coach to insure appropriate communication is maintained between the FRC Coach and the parents of the participants.
4. The Secretary shall provide notice of all regular and special meetings.
5. The Secretary shall maintain a register of names and addresses of all members and officers, and keep copies on file for future reference.
6. The Secretary shall also maintain a register of all previous participants in the program including contact information for each member and their family.

Section 5 – Treasurer

1. The Treasurer shall be the custodian of the funds of the Club. The Treasurer shall receive monies and deposit them in a financial institution approved by the Club. In addition, the Treasurer shall keep a set of financial records of all receipts and expenditures of the Club.
2. The Treasurer and President must cosign checks in payment of obligations of the Club and contracts properly entered into by the Club. If the Treasurer is not available, the Vice-President or Secretary or other officer who is an authorized user of the bank account may sign in his absence. The Treasurer is the primary check signer.
3. The Treasurer shall provide a report of funds on hand and receipts and expenditures at each regular General Membership meeting of the Club as well as at each meeting of the Executive Board.
4. The Treasurer, with assistance from the President and FRC Coach, is responsible for preparing a budget, to be presented to the Officers prior to the initial General meeting.
5. The Treasurer shall also keep a record of account activity for funds deposited to the school's FRC account, and for funds debited from the school's FRC account.

Section 6 – Member-At-Large

1. The Member-at-Large may be assigned to serve on the Executive Board and is elected by a majority vote of the Executive Board.

Section 7 – School Sponsor (FRC Coach)

1. The school shall designate a non-voting member to act as the FRC Coach.
2. The FRC Coach will be the primary liaison between the Club and the Forsyth Central High School Administration.
3. The FRC Coach will act as an advisor to the Board, and has no voting rights.

Article 6: Fiscal Policies

Section 1 – Fiscal Year and Review

1. The fiscal year of the Club shall run from January 1st through December 31st.
2. The financial records shall be reviewed annually by the Executive Board and the FRC Coach to insure appropriate fiscal management practices are being employed and to insure compliance with these Bylaws.

Section 2 – Banking and Signature Authority

1. The Executive Board shall designate the bank or banks in which the operating funds of the Club shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be executed.
2. The President, Vice-President, Treasurer, Secretary and Member-at-Large of the Club will have signature authority on the bank accounts that are established to handle the funds for the Club. Two signatures will have to be present on any outgoing check.

Section 3 – Budget and Approval

1. The Officers will annually work with the Officers and the FRC Coach to develop an annual operating budget for the Club.
2. Once approved, the budget will serve as the guide for operations and disbursement of funds for the Club.

Section 4 – Compensation of Individuals and Dissolution of the Booster Club

1. No part of the net earnings of the Club shall provide a real or perceived benefit to any member or officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization).
2. No member or officer of the Club or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the organization.
3. Upon dissolution of the Club, all remaining funds that are not obligated to be spent will be disbursed to the General FRC Fund at Forsyth Central High School.

Section 5 – General and Capital Expenditures

1. Expenditures identified in the approved annual operating or capital budget of the Club require approval of the President or of the Treasurer.
2. Expenditures less than \$250 or equal to \$250 not identified in the approved annual operating or capital budget of the Club will require approval of the President and the Treasurer.
3. Expenditures more than \$250 not identified in the approved annual operating or capital budget of the Club will require two-thirds (2/3) approval of the Board.

4. The Treasurer shall be provided proper invoices or receipts, within 7 (seven) days of any expenditure.
5. Any expenditure not approved by members of the board may be denied and the purchaser will be solely responsible for the purchase.

Section 6 – Annual Carryover of Funds

1. The Club shall maintain all carryover funds from one season and apply them to the next season if it is applicable.

Article 7: Meetings

Section 1 – General Meetings

1. General Meetings of the Club are used to inform the members of the policies and procedures pertaining to all activities conducted by the Club in support of the program.
2. Meetings shall be held monthly at 7:00 PM in the Engineering classroom of the Forsyth Central High School or at such places as may be arranged by a committee appointed for that purpose. Special Meetings may be held anytime at the call of the President or by a majority of the membership.
3. General Meetings may be cancelled by the President should there be no agenda.

Section 2 – Executive Board

1. The Booster Executive Board may conduct business between scheduled meeting dates in order to keep the organization in good standing. The President in conjunction with the FRC Coach will establish dates for meetings.

Section 3 – Voting and Rules of Order

1. Only members in good standing with the Club and those who have paid their annual Membership Fees may vote at meetings.
2. Non-voting members shall not have a vote.
3. All motions shall be put to a vote of the Club membership and a motion shall be carried by a majority of votes.

Section 4 – Quorum

1. A quorum is only needed for budget meetings and considerations of Bylaws amendments.
2. Two-thirds (2/3) membership must be present where voting is taking place.

Article 8: Code of Conduct & Conflict of Interest

Section 1 - Code of Conduct

1. All members of the Club shall act in good faith at all school related events. Any conduct that does not reflect the standards of the school shall be considered just cause for dismissal from membership in the Club. Such actions should be reported in writing to the Executive Board stating the following:
 - a. The nature of the offensive action in detail.
 - b. The date of the occurrence.
 - c. The report must be signed by the individual reporting incident.
2. A vote shall be taken at a scheduled meeting on actions pursuant to the report, warranting a review from the Executive Board.
3. No member of the Club will in any way use his position to influence the FRC Coach with regard to the participation time of a student.

Article 9: Interpretation and Definitions

Section 1 – Guiding Principals

The Club’s Articles of Incorporation and Bylaws shall be construed in accordance with the laws of the State of Georgia as they pertain to nonprofit corporations, except as stated in Article 10 (Resolution of Disputes) of these Bylaws.

Section 2 – Headings

All paragraph headings appearing herein are intended to facilitate references to the terms and provisions hereof and are not in any manner to be deemed to affect the construction or meaning of any term of provision.

Section 3 – Use of Masculine and Singular Pronouns

Throughout these Bylaws the use of masculine pronouns (e.g., “he”) includes the feminine (e.g., “her”), and the neuter (e.g., “it”) where applicable. Use of singular pronouns includes the plural where applicable.

Article 10: Seal

Section 1 - Use of the Seal

1. The seal of the Corporation shall be circular in form, bearing its name, the state of incorporation, and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any officer if authorized by the Executive Board) to any instrument requiring the corporate seal.

Article 11: Uncovered Situations

Section 1 – Uncovered Situations

1. Any and all situations that may arise that are not explicitly covered by these Bylaws shall be dealt with by the Executive Board in a manner that is clearly in alignment with the stated Mission and Purpose of the Club.
2. After reviewing any situations that appear to not be covered by these Bylaws, the Executive Board and FRC Coach will make recommendations as to whether the Bylaws should be amended to cover the noted situations in the future.

Article 12: Indemnification

Section 1 – Indemnification of Executive Board

1. Each person who acts as a Club Officer shall be indemnified by the Club against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been a member of the Executive Board. Indemnification will not be extended to any Club Officer in relation to matters where he showed gross negligence or willful misconduct in the execution of their duties as a Club Officer.
2. The right of indemnification provided herein shall be provided to each Officer referred to in paragraph 1 whether or not he is in Office at the time such costs or expenses are imposed or incurred, and in the event of his death shall extend to his legal representatives.

Article 13: Amendments of the Bylaws and Revisions

Section 1 - Amendments

These Bylaws may be amended with the approval of the Executive Board and a quorum of the Club membership represented at a General Meeting or at a meeting called specifically for the purpose of amending the Bylaws. Any such proposed Amendment(s) shall be submitted in writing to the Officers for distribution to the members at least one (1) week prior to the meeting.

Amendments must be approved by two-thirds (2/3) of the Members present to vote during the meeting specifically called for the purpose of amending the Bylaws.

Article 14: Adoption of Bylaws

Section 1 – Membership

All members of the Club at the time of adoption of these Bylaws shall remain members, unless suspended or expelled as provided in Article 3 of these Bylaws.

Section 2 – Officers

The officers of the Club at the time of the adoption of these Bylaws shall remain officers of the Corporation and shall continue to serve in such offices for the terms to which they were elected.

Section 3 – Effective Date

The Bylaws shall take effect immediately upon approval of the Executive Board.

These Bylaws were ratified by Executive Board of Team OTTO Booster Club, Inc. as of this _____ day of _____, _____.

President Signature

Secretary

Printed Name

Printed Name

SEAL

These Bylaws were ratified by Executive Board of Team OTTO Booster Club, Inc. as of this
19th day of October, ²⁰¹⁷2016.

[Signature]
President Signature

[Signature]
Secretary

MARTYLOMELLA
Printed Name

Traci Priego
Printed Name

SEAL

