

Third Amended Code of Bylaws Red Alert Robotics Parent Organization

Article I: Name

Section 1.01

The Name of this organization shall be the Red Alert Robotics Parent Organization (hereinafter “Organization”).

Article II: Purpose

Section 2.01

The sole purpose of this non-profit organization shall be to support the activities of the Center Grove Community School Corporation Team 1741 Red Alert Robotics; to support the efforts of the school administration, the program director, and the students in establishing and maintaining a successful, ongoing robotics program in the Center Grove School Corporation; to provide a medium for the exchange of information and assistance between the director and the parents of robotics students; and to lend volunteer services and financial support to the Red Alert Robotics Team.

Section 2.02

The expectations of the Organization are that the Organization shall support the First Robotics Competition (hereinafter, “FRC”) team and any valid First Tech Challenge (hereinafter “FTC”) team organized to accommodate middle school student members, freshmen, newly participating upperclassmen, those experienced upper classmen who elect to participate solely on an FTC team, and those mentors who elect or are selected to participate on both the FTC and FRC Teams. There is a limited capacity to fund and support such programs. The Organization shall expect to be consulted and advised of newly created FTC teams desired by the Coach. FTC teams shall be fully funded by team member dues and shall have an assigned mentor to these teams, which shall be considered developmental squads. It is expected that FTC teams shall be fully funded to the maximum allowed by their rules of competition, with excess funds assigned to the FRC programs, since the FTC student team members will also be learning roles in support of the FRC competitive team.

Decisions regarding practices, scheduled competitions, and the establishment of the mentor assignments shall be initially the exclusive responsibility of the Coach. The Coach’s recommendations or selections shall be limited by financial commitments, funds obligated by the Board, and limitations established by the Center Grove Community School Corporation. Unless otherwise approved by the Board, each FTC team and the FRC team shall be limited to two competitions per team, unless they qualify for State, Worlds, or an eligible off-season competition.

Section 2.03

The Red Alert Robotics is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code.

Article III: Membership

Section 3.01

There shall be two (2) classes of members of this organization. Both classes of Members, subject to the limitations set forth below, shall be voting members of the Organization.

Section 3.02

Parents and/or Guardians of any regularly enrolled student of the Center Grove Community School Corporation participating in Red Alert Robotics are members of the Organization. "Red Alert Robotics" refers to both FRC Team 1741 and any FTC Team supported by the Organization.

Section 3.03

Directors, the Coach, the Teacher Sponsor(s), and Mentors of Red Alert Robotics shall be considered voting members of this organization. In the event that a Mentor, Coach, or Teacher Sponsor does not have a vote as a parent and/or guardian, they shall be afforded a vote as a Mentor on matters brought before the Organization.

Article IV: Board of Directors

Section 4.01

The Board of Directors shall consist of five (5) Officer/Directors as follows:

President, Director, and Chairman of the Board
Vice President/Director
Treasurer/Director
Director of Fund Raising
Secretary/Director

Section 4.02

No Director or member of the Organization may hold more than one Officer position. Officers/Directors shall hold their positions for a one year period. Only one member of any household may serve on the Board at one time.

Section 4.03

Voting - Each Director shall be a voting member of the Board of Directors. Each Director shall have one vote on Board matters except that the President and Chairman of the Board shall have a super vote that counts as an additional vote in the event of a tie.

Section 4.04

Resignations and Special Elections/Appointments — Directors who resign shall be replaced by special election held at the parent/Organization meeting immediately following such resignation or as soon as practicable. The Board shall solicit expressions of interest to produce a list a nominees. The list of nominees shall be distributed to the member of the Organization via e-mail in advance of the election/meeting.

Section 4.05

In order to be eligible for a Director position, the interested individual must be a member of the Organization, as defined by Section 3.02.

Article V: Duties of the Board

Section 5.01

Duties of the Board - The Board of Directors shall function in an executive capacity and conduct the routine business of the organization, set policy, and establish and approve budgets. None of the acts of the Board of Directors shall conflict with action taken by the Center Grove Community School Corporation.

Section 5.02

Subject to limitations allowed by law, the Board may, by majority vote, resolve that the Organization shall indemnify the Directors of liability associated with the performance of their lawful and authorized duties. No such indemnity shall be authorized to the extent that the conduct is unlawful or beyond the scope of their duties. Any such indemnification requires the majority approval of the members. It is intended that the Organization shall be organized as an unincorporated association afforded the protection of an LLC Corporation under the Indiana Business Flexibility Act and any indemnification therefore, shall be limited to the assets of the Organization.

Section 5.03

If such shall be in the best interest of the Organization, the Board shall be empowered to procure the services of an accountant, an attorney, or such other services. The Board shall have the authority to make capital expenditures, to acquire fixtures and equipment, and to enter into leases, as such shall be required for the conduct of the business of the Organization. The Board shall have the authority to procure insurance for the Organization, as required.

Article VI: Officers

Section 6.01

All officers must be members of said Organization as defined by Section 3.02, for the entire term of office.

Section 6.02

The officers of the Organization, who also serve on the Board of Directors, shall be the President, Vice President, Treasurer, Secretary, and Director of Fund Raising.

Section 6.03

President - The President shall function as the chief officer of the Organization and shall be the Chairman of the Board. The President shall preside over all membership and Board meetings that he or she attends. This position is a Director, Chairman of the Board, and member of the Board.

Section 6.04

Vice President - The Vice President shall have such duties as are assigned by the President and the Board of Directors; and in addition, shall serve as Chairman of all membership and Board meetings when the President is not in attendance. This position is a Director and member of the Board.

Section 6.05

Treasurer - The Treasurer shall be the chief financial officer of the Organization and shall keep the Organization's funds as well as its book of accounts. The location of these records will be reported to and approved by the Board of Directors. Any records requested by any member of the Board of Directors will be provided by the requestor no later than the next available Board meeting after such request is made. Additional responsibilities of the Treasurer include, but are not limited to maintaining a database for individual student accounts, and filing all financial reports in compliance with the Organization's not-for-profit status. This position is a Director and member of the Board.

Section 6.06

Secretary - The Secretary shall be responsible for handling all of the Organization's correspondence and communication and all non-financial records of the Organization and shall in addition have other such duties as are assigned by the President or Board of Directors. A written record of all Board and Membership meetings will be available at all Board and Membership meetings. It will be the responsibility of the secretary to maintain these records in a location set out by the Board of Directors. The records of the Organization shall be maintained in accordance with IC § 23-17-27-1 and shall otherwise conform to all State and Federal Requirements for non-profit organizations. This position is a Director and member of the Board.

Section 6.07

Director of Fund Raising - The Director of Fund Raising shall be responsible for all fund raising activities to support the conduct of the Organization's business. This position is a Director and member of the Board.

Section 6.08

The Board by a majority vote and simple resolution may authorize and establish such other Officer positions and assistants as shall be required to conduct the business of the Organization, none of which will be voting members of the Board.

Article VII: Election of Officers/Directors and Appointments

Section 7.01

Schedule - The Schedule for the election of Officer/Directors and appointed positions shall be as follows:

1. No later than April 10th - Expressions of interest for the five elected Officer/Director positions are due. The Secretary shall circulate the expressions of interest to the Members of the Organization as soon as practical thereafter.

2. No later than the May meeting of the Organization - Election of the President/Chairman of the Board, Vice President/Director, Treasurer/Director, Secretary/Director, and Director of Fund Raising.

Section 7.02

The elections of the five Officers/Directors shall be held pursuant to call and notice to the membership at a regularly scheduled meeting, or at a specially called meeting if the circumstances warrant. The officers will be elected by a simple majority of the voting membership present at the meeting. Upon their selection, the five Officer/Directors shall be Officer/Director elects.

Section 7.03

The Officer/Director-elects shall assume their duties on the last day of classes at Center Grove High School.

Article VIII: General Meetings and Board Meetings

Section 8.01

The regular meetings of the Organization shall be held monthly between August and May of each calendar year. The dates and times for the regular meetings of the Organization shall be determined by the Board of Directors.

The members present at any meeting shall constitute a quorum, providing only that a majority of the Board of Directors must be present. A motion will be considered to have carried in the event the motion receives a majority of the votes cast at the meeting.

Section 8.02

Special meetings may be called by the President with a concurrence of a majority of the Board of Directors at such times as may be necessary for the orderly conducting of the business of the Organization.

Section 8.03

Members will be notified electronically of all regular and special meetings.

Section 8.04

Board Meetings shall be separate from the business meetings of the Organization and shall be held quarterly at locations, dates, and times to be determined by the board.

Article IX: Committees

Section 9.0

The President, with the consent of a majority of the Board of Directors, shall appoint such committees and chairpersons of committees as are from time to time necessary to carry out the purposes of the Organization. All committee members must be members of the Organization as set out in Article III.

Section 9.02

The President shall report to the membership of the Organization the formation and duties of each committee, the members of each committee, and the chairperson of each committee at the next regular membership meeting following the formation of the committee and naming members.

Section 9.03

Standing Committees - There shall be no standing committees. Committees, once authorized by the Board and formed, shall continue indefinitely or for such other period as shall be authorized by the Board.

Article X: Expenditure of Funds

Section 10.01

Normal and regular estimated expenditures of the Organization shall be presented to the membership as part of the proposed budget presented by the Board of Directors no later than the April membership meeting. The budget shall be approved by a vote of at least a majority of the voting members present at the next membership meeting.

Section 10.02

Expenditures - Officers, Managers, Committee Chairman and members shall be permitted to make expenditures within the budgeted amounts and as authorized further by the President and the Board. Reimbursed expenses require the production of receipts.

The President must authorize any unbudgeted expenditure. The approval of a majority of the Board of Directors is required for unbudgeted expenditure of amounts in excess of two hundred dollars (\$200.00), providing that no payments may be approved which are to members of the Board except as expense reimbursements.

Pursuant to § IC 23-17-27-7 of the Indiana Code, if the Organization indemnifies or advances expenses to a director under § IC 23-17-16-1 through IC § 23-17-16-11 in connection with a proceeding by or in the right of the corporation, the corporation shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of members.

Article XI: Financial Accounting

Section 11.01

The Treasurer shall keep timely and accurate records of account of the Organization's receipts and expenditures. The Records shall be maintained in accordance with IC § 23-17-27-1 and shall otherwise conform to all State and Federal Requirements for non-profit organizations.\

Section 11.02

The Treasurer shall report to the Board, in writing, each month on the status of the Organization's finances, accounting for all receipts and disbursements of the Organization.

Section 11.03

The Treasurer shall present the Organization's bank statement to the Board of Directors each month and shall reconcile the statement with receipts and disbursements. The copies of the cancelled checks and the bank statement shall be presented along with the copies of the deposit tickets which will be reconciled with items of receipts referred to in Section 11.02.

Section 11.04.

The Treasurer shall make available at each regular monthly membership meeting the bank statement, cancelled checks, deposit tickets and income statement of the previous month. As required by IC § 23-17-27, et seq., the Treasurer shall prepare and present to the Board an annual statement each year no later than April. The annual statement shall be presented to the Membership annually, no later than the May meeting.

Section 11.05

Audits — The State of Indiana presently has no requirements for the audit of non-profit organizations, and until such time as the Organization's receipts are in excess of the federal level of \$500,000, or the further amendment of the governing federal or state statutes, the Organization shall maintain an open book policy in lieu of an annual audit and the attendant expense of such audit.

Each member, as provided for by IC § 23-17-27-2, shall have a right to inspect and copy the records of the Organization upon reasonable notice and at a reasonable time and place established by the Board. Pursuant to IC § 23-17-27-3, this right shall also be afforded to the member's agent or attorney.

Further, the Board shall present to the Center Grove School Corporation its books upon request.

Article XII: Banking and Check Signing

Section 12.01

The Organization shall maintain a checking account and such other accounts as shall be necessary to conduct the business of the Organization, at a bank selected and approved by the Board of Directors. The selected bank and the type of accounts shall be disclosed to the members. The membership shall be notified at the membership meeting following any change of banks made or authorized by the Board.

Section 12.02

The persons authorized to sign checks and/or make bank card debits shall be the Directors, the Treasurer, and the President. Under no circumstances shall a check be signed by a person when the payee is also the signor or a family member of the signor. Expenditures in excess of \$5000.00 shall require a counter-signature.

Article XIII: Required Reporting

Section 13.01

The Treasurer of the Organization shall deliver and report to the Board of Directors, at the next available Board meeting, each communication received concerning any and all federal, state or local government reports or requests for information that is received.

Section 13.02

The Board of Directors is charged to see that all required reports are accurately and timely filed. The Board will make a copy of the filed report available to the membership at the regular monthly meeting following the filing.

Article XIV: Tax Exempt Status

Section 14.01

The Organization shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would prevent it from maintaining exemption from Federal Income taxation.

Article XV: Prohibited Activities

Section 15.01

No substantial part of the activities of the Organization shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall the Organization engage in any activities that are unlawful under applicable federal, state or local laws.

Section 15.02

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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.

Section 15.03

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue code, or any amendment thereof, or (b) by an organization for which contributions to are deductible under section 170(c)(2) of the Internal Revenue Code, or amendment thereof.

Article XVI: Amendments to the Bylaws

Section 16.01

The power to make, alter, amend or repeal these Bylaws is vested in the Board of Directors of the Organization. Amendments to the bylaws are subject to approval of two thirds of the voting members of the Organization that are parents or guardians of regularly enrolled students of the Center Grove Community School Corporation participating in the robotics program that are attending a regular monthly meeting of the Organization. Motions to amend the Bylaws of the Organization shall be presented in writing to the membership at the regular or a special meeting called the month before such amendment is voted on.

Article XVII: Removal from Office

Section 17.01

Removal of an elected Officer/Director - Any member of the Board of Directors may, at a regular or special meeting of the Board of Directors, make a motion for the removal from office of an elected Officer/Director after stating the cause for such removal. The officer against whom the removal motion is made shall be removed from office providing there is a unanimous vote of all the directors, not including the officer against whom the motion is made. Any person removed from office by the Board of Directors may appeal their removal to the full membership; and in such case a simple majority vote of the members present and voting shall confirm the removal from office.

In addition, at any regular meeting of the Organization, a member may seek the removal of an elected Officer/Director by a motion, seconded by another member. A quorum of 50% of the membership must be present. A two-thirds vote of the members present is required to effect the removal of the Office/Director.

Article XVIII: Dissolution of the Organization

Section 18.01

Upon the 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 federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Municipal Court 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.

Article XIX Parliamentary Procedure

Section 19.01

Roberts Rules of Order, Revised, shall be the parliamentary authority of this organization.

Approved and Recommended by the Board this _____ day of _____, 2015, by a unanimous vote.

Witnessed by:

President

Secretary

These amended Bylaws were adopted by two-thirds vote of the members of the
Organization, a quorum being present, on this _____ day of _____ 2015.

Recorded this date by:

Secretary