growingSTEMS Bylaws

Article 1: Purpose

Section 1: Name

- The name of the organization is growingSTEMS.
- It is a nonprofit organization incorporated under the laws of the State of Maryland.

Section 2: Mission

- At growingSTEMS our mission is to ignite a lifelong passion for learning and innovation by providing accessible and engaging robotics education to children of all ages. We believe that every child deserves the opportunity to explore, create, and excel in the world of robotics, and we are committed to empowering them with the skills and knowledge they need to thrive in an increasingly technology-driven world.

Section 3: Restrictions

- No part of the net earnings of the corporation will inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered.
- No substantial part of the activities of the corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation will not 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.
- Notwithstanding any other provision of these articles, the corporation must not carry on any other activities not permitted to be carried on
  - by a corporation exempt from federal income tax under Section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
  - by a corporation, contributions to which are deductible under Section 170©(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4: Membership

- Membership of the organization consists of the Board of Directors.

Article II: Board of Directors

Section 1: Board Role

- The role of the Board is to establish policies, make significant and strategic decisions, and oversee the organization's activity.

- The Board is responsible for overall policy and direction of the organization and delegates responsibility of day-to-day operations to the Officers of the Organization and the Committees.

Section 2: Composition and Terms

- The Board will have up to ten, but not fewer than three directors.
- All directors will serve two-year terms and are eligible for re-election.
- Terms will be staggered so that no more than half of the directors will be up for election each year.

Section 3: Requirements

- All directors must be over 18 years of age.

Section 4: Officers of the Board

- The Officers of the Board consists of directors that are elected to specific positions of leadership on the Board.
- There are four Officers of the Board, consisting of a Chairman, Vice-Chairman, Secretary, and Treasurer.

Section 5: Directors at Large

- The Directors at Large consist of those directors that are not Officers of the Board.

Section 6: Officers of the Organization

- The Officers of the Organization consists of those individuals that have no voting authority of the Board but have a responsibility for ensuring the operations and management of the organization.
- The Officers of the Organization consist of the Executive Director and the Compliance Officer.
- A simple majority vote of the Board of Directors is sufficient to elect each Officer of the Organization.
- The Board of Directors, by a simple majority vote, has the authority to elect ad-hoc officers or create any new roles as long as it is consistent with the bylaws of the organization.
- New permanent officers, such as those that are retained across fiscal years, and that contain powers not assigned to existing Officers of the Organization should be established through modification of these bylaws.

Section 7: Multiple Offices

- A director may hold more than one office but must not serve concurrently as both:
  - Chairman and Vice-Chairman
  - Executive Director and Treasurer
  - Executive Director and Chairman.

- A director who holds more than one office must not act in more than one capacity for any role that requires dual officers.

Section 8: Resignation

- Resignation from the Board must be in writing and received by the Secretary.

Section 9: Removal of Directors

- A director may be removed for any reason by a two-thirds vote of the remaining directors.
- Prior to any such meeting that conducts a vote of removal, the director in question must be provided written or electronic notification of the Board’s intention to proceed. Said individual must be provided the opportunity to address the Board prior to the vote.

Article III: Board Elections

Section 1: Board Elections

- During the last quarter of each fiscal year of the corporation, the Board of Directors must elect directors to replace those whose terms will expire at the end of the fiscal year.
- This election must take place during a regular meeting of the Board, called in accordance with the provisions of these bylaws.

Section 2: Election Procedures

- A two-thirds majority of a voting quorum of directors is required to elect new directors. Directors so elected will serve a term beginning on the first day of the next fiscal year.

Section 3: Mid-term Vacancies

- When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from current directors two weeks in advance of a board meeting.
- These nominations must be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting.
- These vacancies must be filled only to the end of the particular board member's term, but incumbents are eligible for election.

Article IV: Meeting Protocol

Section 1: Scheduled Meetings

- The Board will regularly schedule at least one meeting every month.
- A scheduled meeting requires that each director must have written notice at least two weeks in

advance.

Section 2: Special Meetings

- Special meetings of the Board may be called upon the request of the Chairman, or one-third of the Board. Notices of special meetings must be sent out by the Secretary to each board member at least two weeks in advance.

Section 3: Emergency Meetings

- In the case of time-sensitive action required by the Board, the Chairman of the Board, along with the consent of half of the Board, may convene an emergency meeting of the Board.
- Notice of the meeting, as well as the reason for the meeting, must be provided to all of the directors of the Board no later than one day in advance.
- These emergency meetings must be limited to the discussion of only those topics mentioned in the notice.
- A review of each emergency meeting, as well as a discussion of any actions taken by the Board, must be reviewed at the next scheduled meeting.

Section 4: Quorum

- A quorum must be attended by at least forty percent of directors for business transactions to take place and motions to pass.
- Board members will count toward quorum by physical presence or by teleconference.

Section 5: Majority Vote

- Except as otherwise required by law or by the bylaws, a majority vote of the quorum of directors will suffice to create a decision of the Board.

Section 6: Hung Board

- In the event of a tied vote, the Executive Director may cast a vote to break the tie.
- Should the Executive Director be unwilling or unable to vote, the carried motion is considered to have failed.

Section 7: Action Without Meeting

- Any action required or permitted to be taken at a meeting of the Board of Directors or of a committee of the board may be taken without a meeting if written or electronic unanimous consent is submitted by each member of the board and filed in the official minutes.

Section 8: Proxy Voting

- No directors are permitted to vote by proxy.

Section 9: Meeting Procedures

- In so much as they do not violate existing law, bylaws, articles of incorporation, or approved organizational policy, all meeting and committee procedures will be consistent with Robert’s Rules of Order.

Article V: Ethics

Section 1: Conflicts of Interest

- Members of the Board must disclose, during any discussion of a topic and prior to voting, any possible personal or financial conflict of interest.
- Upon disclosure of such a conflict of interest, as deemed necessary by a majority of the Board, the director may be recused from voting on that particular topic.

Section 2: Relationships

- The Board must not consist of a majority of directors that are closely related by blood or by marriage.
- Directors who are closely related through blood or by marriage must not act concurrently in any capacity that requires dual directors.

Article VI: Fiduciary Matters

Section 1: Fiscal Year

- The annual accounting period of the corporation shall begin on July 1 and conclude on June 30, unless changed by the Board of Directors.

Section 2: Budget

- The Board will, on an annual basis, review and approve the budget that was developed by the Finance Committee. Any major change in the budget must be approved by the Board.
- The Board may, with the majority approval of a quorum, revise the Budget at any scheduled meeting.
- The Board must maintain a fiscally appropriate and balanced budget.

Section 3: Ongoing Review

- The Treasurer, or another representative, will present a financial report at each regularly scheduled board meeting.

Section 4: Account Management

- All funds of the organization must be maintained in one or more accounts of registered financial institutions which are insured by the Federal Government.
- A petty cash fund may be maintained by the Treasurer not to exceed a nominal figure established by the Finance Committee.

Section 5: Major Transactions

- The Board has the authority to review all significant transactions. This review may, at the discretion of the body and as recorded in the minutes, be delegated to the Finance Committee or another Board representative.
- Major transactions that are subject to review include, but are not limited to:
  - Any commercial agreements such as property leases, loan agreements, service agreements, licensing agreements, manufacturing agreements, and any external contracts.
  - Any agreement that may constitute, or provide the appearance of, a conflict of interest.
  - The acquisition or disposal of a substantial amount of chattel in a small time period, as defined by the finance committee.
- Dual signatures of authorized individuals may be required by the organization for transactions that exceed a certain value, as determined by the Finance Committee.

Section 6: Board Compensation

- The directors must receive no compensation other than those reasonable expenses incurred as a result of Board activities.

Article VI: Duties of the Board of Directors

Section 1: General Duties

- The duties of the Board consist of all those responsibilities that are enumerated in this document.
- Any duty that is not explicitly delegated to an elected or appointed representative, delegated to a committee, or otherwise restricted by law remains with the Board.
- All delegation of duties of the Board must be approved by a majority of the Board and noted in the official records.
- The Board will, on an annual basis, review and approve all major deliverables (e.g. annual budget, strategic roadmap) from the Committees.

Section 2: Chairman

- The Chairman is responsible for convening scheduled and emergency board meetings.
- The Chairman will preside or arrange for other Officers of the Board to preside at each meeting in the following order: Vice-Chairman, Secretary, Treasurer.

- The Chairman will appoint all Committee Chairs and approve other members of each Committee.
- The Chairman will perform all the functions of the president of a 501©(3) organization that have not otherwise been specified.

Section 3: Vice-Chairman

- The Vice-Chairman will assume the duties of the Chair in the event of the absence of the Chair or inability or refusal to carry out such duties.
- The Vice-Chairman will chair committees on special subjects as designated by the board.
- The Vice-Chairman serves as the Parliamentarian and will ensure that each official meeting is conducted in accordance with all prescribed regulations.

Section 4: Secretary

- The Secretary is responsible for keeping records of all official board actions.
- The Secretary will oversee the collection of minutes at meetings of the Board. The Secretary will maintain the records of all meetings of the Board and its committees.
- The Secretary will send out meeting announcements, copies of minutes, and the agenda to attendees.
- The Secretary will assure that corporate records are maintained in accordance with all applicable laws.

Section 5: Treasurer

- The Treasurer will prepare a monthly financial report for review by the Board.
- The Treasurer will chair the finance committee, and assist in the preparation of the budget, tax documents, and fundraising plans.
- The Treasure must, upon request, make financial information available to board members and the public.

Article VIII: Duties of the Officers of the Organization

Section 1: Executive Director

- The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies.
- The Executive Director will report on the progress of the organization, answer questions of the board members, and carry out the duties described in the job description.
- The Executive Director will appoint, as necessary and consistent with the Bylaws, any officers of the organization. These duties of these officers must only be those that are devolved from the Executive Director.
- The Executive Director will attend all board meetings but does not serve as a normal voting member.
- The Executive Director serves as a voting member of the Finance Committee.
- The Board may vest additional duties in the Executive Director, as necessary and consistent

with the Bylaws. Each additional duty must be explicitly recorded in the meeting minutes and reviewed annually.

Article IX: Committees

Section 1: Committee Formation

- The Board may create ad-hoc committees as needed, such as fundraising, public relations, data collection, building, etc.
- The Chairman will appoint all committee chairs, unless otherwise specified.
- All regulations not otherwise specified in this document will be delineated in the charter of each Committee.
- Permanent committees, such as those that are retained across fiscal years, should be established through modification of these bylaws.

Section 2: Finance Committee

- The Finance Committee is responsible for developing and reviewing fiscal procedures, creating a fundraising plan, and developing the annual budget.
- The Treasurer is the chair of the Finance Committee, which includes no fewer than one other board member. Additionally, the Executive Director serves as a voting member of the Finance Committee.
- Annual reports, detailing the activities within the fiscal year, must be submitted to the Board showing income and expenditures.
- The Finance Committee ensures that all the proper tax documentation, conforming to the prescribed requirements, is submitted to the IRS.
- The Finance Committee controls the individuals who are authorized to access bank accounts and those who are authorized to sign expenditures.
- The financial records of the organization are public information. The Finance Committee must make such information available to directors regularly and to the public by request.

Section 3: Strategy Committee

- The Strategy Committee is responsible to the Board for the oversight of the organization’s strategic plan.
- The Strategy Committee comprises no fewer than three members of the Board. One member of the Committee is designated as the Chair of the Committee.
- The Strategy Committee prepares and submits periodic reports of the Committee’s work and findings to the Board. A roadmap for the organization will be developed and submitted to the Board at the end of each fiscal year.

Article X: Organizational Policy

Section 1: Policy Development

- The Board of Directors, in conjunction with the Executive Director, will be responsible for the development of policy that will affect the organization as a whole.
- The Board of Directors will, through a simple majority vote, establish new policy documents as needed.
- The Secretary will ensure dissemination of each policy document to the appropriate audience.
- The Board of Directors will review each policy document annually to ensure relevance.

Section 2: Policy Implementation

- While legally responsible for all matters related to the organization, the Board of Directors cedes implementation of policy to the Officers of the Organization.
- The Officers of the Organization are accountable to the Board of Directors for the effective execution of policy.

Article XI: Amendments

Section 1: Proposals

- Proposed amendments must be submitted to the Secretary no more than one week prior to the meeting for which it is being discussed.
- Each proposed amendment must be sent out in its entirety as an addendum to the meeting agenda. This addendum will also include a brief description of the proposed changes.

Section 2: Approval

- Each proposed amendment must be read into the minutes and discussed prior to a vote.
- Approval by a two-thirds majority of the Board will be required to approve the amendment.
- Upon approval, the Secretary will ensure that the revised bylaws are uploaded to the official document storage and disseminated to the Board.

Article XII: Dissolution

Section 1: Procedure

- Dissolution of the corporation must only occur as a result of a unanimous vote of the Board.

Section 2: Actions

- Upon the dissolution of the corporation, assets must be distributed for one or more exempt purposes within the meaning of Section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or must be distributed to the federal government, or to a state or local government, for a public purpose.

- Any such assets not so disposed of must be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

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