

Peachtree Ridge Robotics Booster Club, Inc.

BY-LAWS

Adopted June 8, 2012

Amended April 7, 2013

ARTICLE I: Name

Section 1:

This organization is known as the Peachtree Ridge Robotics Booster Club, Inc. Hereafter for the purposes of this document, this organization is referred to as "PRRBC".

ARTICLE II: Purpose

Section 1:

The purpose of PRRBC shall be to establish and maintain an assembly to provide financial support, general information, and patronage to the robotics program in the Peachtree Ridge Cluster Area as the area defined by the Gwinnett County Public Schools.

ARTICLE III: Membership

Section 1:

PRRBC will not have members.

ARTICLE IV: Board of Directors

The Board of Directors shall have the control and general management of the affairs, property and business of the PRRBC. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the PRRBC as they may deem proper, not inconsistent with these Bylaws and the laws of the State of Georgia. The Board of Directors shall consist of the minimum of five members of which the following designates:

Section 1:

The **Advisor Director** regularly attends board meetings and important related meetings. The Director makes serious commitment to participate actively in PRRBC work. Volunteers for and willingly accepts assignments and completes them thoroughly and on time. Stays informed about PRRBC matters, prepares themselves well for meetings, and reviews and comments on

minutes and reports. Gets to know other PRRBC members and builds a collegial working relationship that contributes to consensus. The Director is an active participant in the PRRBC annual evaluation and planning efforts. Additional Advisor Directors may be added or removed upon a Board of Director simple majority vote. The total number of voting Directors must be kept to an odd number.

Section 2:

The **Faculty Director** member provides guidance on the robotics team activities that need PRRBC support. Assist with all PRRBC events that require the use of Gwinnett County School properties and resources. This member is an employee for Gwinnett County Public Schools.

Section 3:

The **Executive Director** is responsible for presiding over all meeting of the PRRBC, preparing a written agenda, being a co-custodian with the Financial Director of all valuable legal papers, chairing the budget and committees, acting as an ex-officious member of all committees and performing other duties which are incident to the office. The Executive Director appoints chairpersons for all special committees.

Section 4:

The **Administrative Director** will record meeting minutes, maintain and archive these records, and distribute these as needed. The Administrative Director is responsible for typing and posting of any adds, changes, or deletions to any PRRBC documents such as the Bylaws or any other legal document.

Section 5:

The **Finance Director** receives and deposits all monies turned over to him/her in a designate depository, keeps an accurate account of all receipts and disbursements, presents a written report at the regular meetings and makes disbursements as authorized. The Financial Director will work with the Executive Director and any designated Board member to prepare and manage an overall team budget. The Financial Director stores and maintains all cash boxes. The Financial Director is co-custodian with the Executive Director for all valuable legal papers. The Financial Director is responsible for communicating with the Board and all committees the required processes for funds received and funds requested including any required forms.

Section 6:

No Director shall be entitled to receive any compensation in conjunction with his or her duties as a Director of the PRRBC.

ARTICLE V: Special Committees or Events

Section 1:

Other committees may be formed as needed throughout the season. These will be appointed by the Executive Director and approved by the Board of Directors. These are typically not voting members. Other special committees might be needed if PRRBC is to host any county wide event or school wide special activities.

ARTICLE VI: Election and Voting

Section 1:

The slate of nominees shall be brought to the Board of Directors at least two weeks prior to the “Last Day of School” according to the Gwinnett County Public School Calendar for review. This is typically done by posting the slate to the team website two weeks prior. The Board of Directors will hold a meeting before this “Last Day of School”. Once voted in by the Board of Directors, the new Board will assume their responsibilities at the end of that meeting.

Section 2:

Vacancies occurring in any position during the year shall be filled by the Board of Directors appointment.

Section 3:

A Board member may not serve in the same position for longer than two years unless voted on by the entire board.

ARTICLE VII: Quorums

Section 1:

A quorum for a Board meeting is two-thirds of the total Board members.

ARTICLE VIII: Meetings and Order of Business

Section 1:

Regular meetings are established by the Board of Directors.

Section 2:

The order of business follows those recommended in Robert’s Rules of Order, insofar as practical.

ARTICLE IX: Fees

Section 1:

Student Participation fees for PRRBC team will be set annually by the Board of Directors.

ARTICLE X: Amendments

Section 1:

Amendments to the bylaws made be made with the approved simple majority of the Board of Directors. Any amendments should be posted to the team website for two weeks prior to voting (or some other reasonable way for all to access). Proposed amendments must be presented in writing.

ARTICLE XI: Team Website

Section 1:

PRRBC shall provide and maintain a team website. The current website address is www.prhsrobotics.com.

ARTICLE XII: Fiscal Year

Section 1:

The Board of Directors shall have the power to fix and from time to time change the fiscal year of PRRBC.

ARTICLE XIII: Conflicts of Interest

Section 1:

A conflict of interest shall be deemed to exist whenever an individual is in a position to approve or influence policies or actions by the PRRBC which involve or could potentially involve financial harm or benefit to such individual, such individual's family (spouse, parents, children, siblings, and in-laws of similar degree of kinship), or any for-profit organization in which such individual or such individual's family member is a director, trustee, officer, member, partner, or more than 10% shareholder.

Section 2:

A Director of PRRBC shall promptly disclose a conflict of interest to the Board of Directors, in writing or by email, under the following circumstances:

- (a) prior to voting on or otherwise discharging such person’s duties with respect to any matter involving a conflict in all matters which come before the Board of Directors,
- (b) prior to entering into any contract or transaction on behalf of PRRBC involving conflict,
- (c) as soon as possible after such person learns of a conflict of interest that arises in the ordinary course of business of PRRBC.

Section 3:

Any director of the Board of Directors shall abstain from voting on any matter involving a conflict of interest. The Board of Directors may void any vote, resolution, or other action taken by the Board if the Board of Directors learns that a person with a conflict of interest participated in such vote, resolution, or other action. The Board of Directors may void the actions of any director of PRRBC if the Board of Directors learns that such person took action with respect to any matter involving a conflict of interest. The Board of Directors may seek indemnification from any person whose votes, actions, or other conduct involving a conflict of interest create a liability for PRRBC that cannot otherwise be cured by voiding the vote, action, or other conduct of such person.

ARTICLE IX: Bill, Notes, Etc.

Section 1:

All bills payable, notes, checks or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed by those persons designated by resolution of the Board of Directors. No officer, member, trustee, either singly or jointly with others, shall have the power to make any bills payable, notes, checks, drafts or warrants or other negotiable instruments or endorse the same in the name of the Corporation or contract or cause to be contracted any debt or liability in the name or in behalf of the Corporation, unless expressly authorized by resolution of the Board of Directors.

Section 2:

All expenses, including, but not limited to; parts, capital, team outings, travel, fund-raising, and development, need to be approved by board members based on the following expense amounts, approvals can be made by electronic means:

Expense Amount	Number of Board Members to Approve
Less than \$100.00	1
Greater than \$100.00 and Less than \$251.00	2
Greater than \$251.00	3 (a simple majority of the board)

IN WITNESS WHEREOF, the Board of Directors of the PRRBC has caused these By-Laws to be duly executed as of this Eighth day of June 2012 and amended April 7, 2013.

Fred Smith
Advisor Director
1175 Buford Hwy
Suite 105
Suwanee, GA 30024
[REDACTED]
[REDACTED]

Valerie Strain
Administrative Director
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Mary Rutland
Faculty Director
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Phil Allison
Financial Director
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Don Shaw
Executive Director
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]