

LAWS OF THE FURIOUS FALCONS BOOSTER, INC.

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ARTICLE I - NAME

1.1 *The name of this non-profit organization shall be the Furious Falcon Booster("FFB").*

ARTICLE II – MISSION AND PURPOSES

2.1 *The mission of the FFB is to support the Foster High School robotics program through fundraising, volunteerism, sponsorship and mentorship.*

2.2 *FFB is a non-profit organization established exclusively for educational and charitable purposes within the meaning of Section 50(c)(3) of the Internal Revenue Code or corresponding The section of any future Federal Tax Code ("Code").*

2.3 *The educational and charitable purposes of FBBC shall include:*

2.3.1 *The raising of funds and distribution of such funds to the Foster High School Robotics Program within the Lamar Consolidated Independent School District, provided such actions are within the University Interscholastic League and Lamar Consolidated Independent School District policies and procedures;*

2.3.2 *The promotion and support of the continuing growth and development of the Foster High School Robotics Program;*

2.3.3 *The promotion of STEM and robotics throughout the community*

2.3.4 *The provision of scholarships to outstanding robotics students to further their education; and*

2.3.5 *Equipment purchases and services procurement shall be prioritized based on the overall value to the robotics program, the number of students served (this is generally quantified to prevent purchases that impact very few students) and LCISD's ability, or lack thereof, to provide the needed resources in a timely and efficient manner.*

ARTICLE III - DURATION

3.1 *The duration of the FFB's existence shall be perpetual.*

3.2 *Should the FFB be compelled to cease operations, any uncommitted or unexpended funds can only be divested to another organization whose mission is to support the Foster engineering or STEM.*

ARTICLE IV - POWERS

4.1 *The powers of the FFB are as follows:*

4.1.1 *To solicit, accept and collect donations and contributions in cash or property, real, personal or mixed;*

4.1.2 *To acquire by purchase, lease, contract or otherwise, any property, real, personal, or mixed;*

4.1.3 *To do any and all such further acts and to exercise any and all such further powers as may be necessary, incidental, conducive, appropriate or desirable for the accomplishment of carrying on of attainment of all or any of the objectives or purpose enumerated in these By-Laws; and to have and to exercise all the powers conferred by the laws of the State of Texas upon charitable organizations, as such laws are now in effect or may at any time hereafter be enacted or amended.*

4.2 *Notwithstanding any other provision of these By-Laws, the FFB shall not carry on any other activities not permitted to be carried on:*

4.2.1 *By an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code; or*

4.2.2 *By an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.*

ARTICLE V - POLICIES

5.1 *The following are the basic policies of the FFB:*

5.1.1 *The FFB shall be noncommercial, nonsectarian and nonpartisan;*

5.1.2 *The FFB shall not attempt to influence legislation and shall not participate 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;*

5.1.3 *The Voting Members of the FFB shall approve all fund raising projects and shall implement such fund raising activities as are required to meet the budget needs of the FFB;*

ARTICLE VI - OFFICES

6.1 **Principal Office:** *The address of FFB's principal office in Texas shall be 4400 FM 723 Richmond, Texas 77406. The FFB may have such other offices as the members may determine. The members may change the location of any office of the FFB.*

6.2 **Registered Office:** *The FFB shall maintain a registered office in Texas. The initial registered office shall be as designated in the Articles of Incorporation. The members may change the registered office as permitted in the Texas Non-Profit Corporation Act.*

ARTICLE VII – REGISTERED AGENT

7.1 **Initial Registered Agent:** *The FFB shall maintain a registered agent in Texas. The initial registered agent of the FFB shall be as designated in the Articles of Incorporation.*

7.2 **Change in Registered Agent:** *The members may change the registered agent as permitted in the Texas Non-Profit Corporation Act.*

ARTICLE VIII - MEMBERSHIP

8.1 **Voting Members:** *A parent or guardian of an active robotics student at Foster High School or a past Voting Member of FFB (with a continued interest) may be a Voting Member. To become a Voting Member a parent, guardian, or past Voting Member must complete, on an annual basis, an enrollment form and their child must pay the required annual dues. (\$30.00 Thirty Dollars, revised by board decision)*

8.2 **Non-Voting Members:** *Any other financial supporter or volunteer of the Foster robotics may be a Non-Voting Member.*

8.3 **Advisory Non-Voting Members:** *The robotics sponsors shall be Advisory, Non-Voting Members.*

8.4 **Powers of Voting Members:** *The Voting Members shall:*

8.4.1 *Transact all business of the FFB;*

8.4.2 *Establish special committees;*

8.4.3 *Approve a budget for the fiscal year;*

8.4.4 *Approve contracts and letters of agreement of the FFB within the limits of the budget;*

8.4.5 *Approve all fund raising activities;*

8.4.6 *Elect all officers and committee chairs;*

8.4.7 *Elect all Nominating Committee; and*

8.4.8 *Exercise all such powers and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these By-Laws.*

8.5 *All FFB members must register with LCISD as a volunteer.*

8.6 *Parents of all active Foster High School robotics students are considered active members of FFB once the annual robotics fees for their student have been collected.*

ARTICLE IX - DUES

9.1 *The initial membership dues of \$30.00 have been incorporated into annual fees per child for the robotics program. Parents of robotics students who are paid in-full are considered members in good standing with all the rights and conveyances thereby entitled. Upon recommendation of the director, the Executive Board can waive or reduce the dues component of annual robotics fees.*

9.2 *All members in good standing are voting eligible related to member-approved FFB actions or functions.*

9.3 *Any advisory and/or ex officio members of the FFB shall pay no dues.*

ARTICLE X- MEMBERS MEETINGS

10.1 **Annual Meetings:** *An annual meeting shall be held in May of each year. The Executive Board shall set the specific date each year during April and communicate the date to the members at the April monthly meeting.*

10.2 **Monthly Meetings:** *The FFB shall meet on the second Tuesday of each month, except June and July, at 7:00 pm at the Foster High School Robotics Hall. The meeting date, time and place may be changed at the beginning of each school year by a majority of the Voting Members at the first monthly meeting after school begins.*

10.3 **Special Meetings:** *Special meetings may be called by the Executive Board or by any Voting Member with the approval of the Executive Board, or, if requested at a scheduled monthly meeting, with the majority consent of the attending Voting Members.*

10.4 **Quorum:** *A quorum of seven (7) members is required at any meeting to transact business.*

10.5 **Voting:** *A majority of Voting Members present shall approve all matters. Each Voting Member is entitled to one (1) vote. No proxy votes shall be accepted.*

ARTICLE XI – EXECUTIVE BOARD

11.1 *The Executive Board shall consist of the officers and chairs of standing committees of the FFB.*

11.2 *The Executive Board shall:*

11.2.1 *Coordinate and oversee the work of the FFB and its committees;*

11.2.2 *Make recommendations to the Voting Members for activities and expenditures;*

11.2.3 *Nominate a chair for any special committees established by the members;*

11.2.4 *Authorize expenditures up to \$300.00 on an emergency basis if a special meeting of the Voting Members cannot be convened in a timely manner to consider the expenditure. The Executive*

Board shall ask the Voting Members to ratify any such emergency expenditure at the next monthly meeting following the expenditure;

11.2.5 Develop an agenda and recommendations for the members' meeting;

11.2.6 Establish the date for the annual meeting of the members; and

11.2.7 Determine the interpretation to be placed on these By-Laws or any part of parts thereof that may be in conflict or of doubtful meaning.

ARTICLE XII – EXECUTIVE BOARD MEETING

*12.1 **Monthly Meetings:** The Executive Board shall meet at least once per month prior to the member's monthly meeting. The Executive Board shall establish the date and time for the monthly meeting at the beginning of each school year.*

*12.2 **Annual Meetings:** There shall be a combined meeting of the outgoing Executive Board and the newly elected Executive Board by the end of the fiscal year, at which time each outgoing member of the Executive Board will present a written summary of the year's work to his/her successor.*

*12.3 **Quorum:** A majority of the members of the Executive Board shall constitute a quorum.*

*12.4 **Voting:** Each Executive Board member shall have one (1) vote on actions voted on by the Executive Board. All actions, except authorization of an emergency expenditure, shall require a majority vote for approval. The Executive Board shall approve an emergency expenditure by a two-thirds majority vote. No proxy votes shall be accepted.*

ARTICLE XIII - OFFICERS

13.1 The officers of FFB shall be a:

13.1.1 President;

13.1.2 Secretary;

13.1.3 Treasurer;

13.1.4 The Voting Members may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Each officer is a member of the Executive Board.

13.2 Only a Voting Member may be an officer of the FFB.

13.3 The Voting Members shall elect officers for the next school year at the annual meeting in May.

13.4 Each officer shall assume his/her duties at the close of the fiscal year and shall serve for a term of one (1) year or until a successor is elected.

13.5 No officer shall serve in the same office more than two (2) consecutive terms. An officer who has served more than one-half a term shall be credited with having served that term. If a term

limit is reached, and the officer has interest in serving for an additional term, a majority of votes by the Executive Board can extend the term limit on a year to year basis for that office position.

13.6 A person may serve in more than one office position, except the President and the Secretary must be separate persons, and may serve as an officer and committee chair if no one else will fill the offices or chairs.

13.7 In the event an office (except President) or committee chair is vacated, the Executive Board shall appoint a Voting Member to complete the term. In the event the office of President is vacated, the Vice President shall become the President and the Executive Board shall appoint a Voting Member to fill the office of Vice President.

ARTICLE XIV – DUTIES OF OFFICERS

*14.1 **President:** The President shall;*

14.1.1 Provide Leadership to the FFB;

14.1.2 Conduct all scheduled and special meetings of the FFB and the Executive Board;

14.1.3 Prepare the written agenda for the Executive Board and FFB Members meetings;

14.1.4 Countersign checks in the absence of the Secretary or Treasurer;

14.1.5 Sign all contracts and letters of agreement with the approval of the Voting Members;

14.1.6 Represent, or appoint someone to represent, FFB at an outside function; provided nothing shall be undertaken in the name of FFB without prior approval of the membership;

14.1.7 Be an ex officio of all committees, except the Nominating Committee; and

14.1.8 Perform other duties as required.

*14.2 **Secretary:** The Secretary shall:*

14.2.1 Record the minutes of all the Members meetings and Executive Board meetings;

14.2.2 Present the most recent Executive Board meeting minutes at each Executive Board meeting;

14.2.3 Read the most recent Members' meeting minutes at each Members' meeting;

14.2.4 Prepare a permanent, paper record copy of all minutes including the monthly Treasurer's report for archive purposes;

14.2.5 Be responsible for all FFB correspondence, mailings and publicity notices;

14.2.6 Possess the authority to countersign checks.

*14.3 **Treasurer:** The Treasurer shall:*

- 14.3.1 *Have custody of and account for all funds of the FFB;*
- 14.3.2 *Keep books of accounts and records including bank statements, receipts, budgets, invoices, paid receipts and cancelled checks for seven (7) years or permanently if required by law, such as the IRS 990;*
- 14.3.3 *Present any unapproved bills or charges to the FFB members at the next member's meeting;*
- 14.3.4 *Make disbursements as authorized by the members of Executive Board in accordance with the budget adopted by the FFB and upon receipt of check request;*
- 14.3.5 *Keep a list of all money appropriated but not yet paid;*
- 14.3.6 *Present a current Treasurer's report at each regularly scheduled Executive Board meeting and at each regularly scheduled member's meeting;*
- 14.3.7 *Prepare a permanent, paper record copy of each monthly Treasurer's report for delivery to the Secretary;*
- 14.3.8 *Prepare the proposed annual budget for the FFB based on submissions by each committee chair and submit this budget to the Executive Board for comment and to the members for approval at the August meeting;*
- 14.3.9 *Countersign all checks;*
- 14.3.10 *Maintain the necessary bank accounts for FFB;*
- 14.3.11 *Oversee the activities of the fundraising treasurer; and*
- 14.3.12 *Accurately and timely file all necessary governmental reports and forms to change the registered agent and registered office.*

ARTICLE XV - COMMITTEES

15.1 **Standing Committees:** *The following committees shall be standing committees and shall be formed each year unless decided otherwise by a majority of the Executive Board:*

- 15.1.1 *Fundraising Committee*
- 15.1.2 *Hospitality Committee*
- 15.1.3 *Loading Committee*
- 15.1.4 *Communications Committee*
- 15.1.5 *Nominating Committee*
- 15.1.6 *Scholarship Committee*
- 15.1.7 *Special Events Committee*

15.1.8 *Uniform Committee*

15.1.9 *Volunteer/Chaperone Committee*

15.2 **Special Committees:** *The Voting Members may form any special committees deemed necessary.*

15.3 **Chairs and Vice-Chairs:** *Each standing committee will be led by a chair person who shall be appointed by the Executive Committee at the annual meeting of the members. The chair of each committee shall be a member of the Executive Board. In addition, the chair will be assisted by a vice-chair (as possible) who will assume committee leadership if the assigned chair is unable to complete service in the post. Individual committee chairs shall recruit vice-chairs from current committee membership and present their choice to the Executive Board for approval. Ideally, at least one of the committee leaders should be the parent of an underclassman.*

15.4 **Committee Members:** *The chair of each committee shall recruit (with the help of the Volunteer/Chaperone Committee) members for his/her committee to help accomplish the tasks of that committee.*

15.5 **Budget:** *The chair of each committee shall submit budget requests to the Treasurer by August 1st each year.*

15.6 **Reports:** *Each committee chair shall keep a record of its activities and accomplishments and provide that record to the next chair of that committee.*

15.7 *All committee members shall be Voting Members of the FFB.*

15.8 *No senior parent may serve on the Scholarship Committee.*

ARTICLE XVI – DUTIES OF THE COMMITTEES

16.1 **Fundraising Committee:** *The Fundraising Committee shall:*

16.1.1 *Identify and present recommendations for ongoing and annual fundraising activities for the FBBC to the members for approval; FFB-organized and sponsored fundraising activities are subject to an administrative percentage stipend used to offset soft costs for events and to serve the overall mission or the organization. The standard stipend is 25%; however, the Fundraising Committee and the Executive Board may determine to reduce or remove this stipend when warranted. The Executive Board shall confirm the stipend applied to all fundraiser activities in advance and shall publicize this intent electronically (at least 30 days before said activity) and by pronouncement at the membership meeting immediately preceding any fundraising activity or event.*

16.1.2 *Plan and implement all fundraising activities approved by the members;*

16.1.3 *Work with the Publicity Committee to ensure that all fundraising activities are well-publicized; and*

16.1.4 *Appoint one member of the committee to act as fundraising treasurer. The fundraising treasurer shall:*

16.1.4.1 *Function as treasurer of approved fund raising activities limited to:*

16.1.4.1.1 *Preparing a budget for the fundraiser;*

16.1.4.1.2 *Preparing funds from the fundraiser for deposit; and*

16.1.4.1.3 *Preparing a check request for expenses of the fundraiser;*

16.1.4.2 *Keep records of monies earned through the fundraisers and credited to the account for each robotics student.*

16.2 **Scholarship Committee:** *The Scholarship Committee shall:*

16.2.1 *Develop and publish guidelines and requirements for scholarships awarded by the FFB;*

16.2.2 *Prepare scholarship applications for senior robotics members, presenting applications and requirements to all seniors and setting a deadline for their return;*

16.2.3 *Choose the recipient of the scholarship by a majority vote of the committee members, and*

16.2.4 *The chair shall be the confidential liaison between the student(s), FFB, parent(s) of the recipient(s), Foster High School counselors and the administrators of the funds.*

ARTICLE XVII – FISCAL YEAR AND POLICIES

17.1 **Fiscal Year:** *The fiscal year of the FFB shall begin on July 1st and end on June 30th of each year.*

17.2 **Expenses:**

17.2.1 *Expenses may be approved for reimbursement provided funds are designated in the budget for that purpose and are available. However, the Executive Board shall approve in advance any single expenditure over \$50.00 and such approval shall be noted in the Executive Board minutes and the members shall approve in advance any expenditure over \$500.00 and such approval shall be noted in the minutes of the member's meeting.*

17.2.2 *A check request form and original receipt shall be submitted to the Treasurer for reimbursement within thirty (30) days following the expenditure; provided however, that all check requests and receipts must be submitted by June 15th.*

17.2.3 *Sales tax will not be reimbursed.*

17.4 **Receipts**

17.4.1 *All FFB monies must be submitted to the Treasurer within fourteen days of receiving them.*

17.4.2 *The Treasurer must deposit all monies within fourteen days of receiving them.*

17.5 Bank Accounts:

17.5.1 The FFB Treasurer shall maintain an account only in FDIC insured financial institution.

17.5.2 To the extent possible, any FFB account will not be subject to any fees.

17.5.3 All checks issued by the FFB shall be signed by two (2) offices of the Executive Board.

17.6 Student Accounts: *Each Student member of the FHS robotics program shall have an individual account to be maintained and monitored by the treasurer as follows:*

17.6.1 Fundraising Money is the money raised by the Student through FFB sponsored events. The money will be allocated to the Student's account to be used towards outward expenses, i.e. robotics trips, camps, etc., on the Student's behalf.

17.6.1.1 At the end of the Student's FHS robotics membership, any remaining fundraising monies will be credited to the FFB general fund.

17.6.2 Personal Funding is any amount funded through personal cash/checks to be allocated to that Student's account to be used towards outward expenses, i.e. robotics trips, camps, etc., o that Student's behalf.

17.6.2.1 At the end of the Student's FHS robotics membership, any remaining personal funds will be reimbursed to the Student upon written request of the parent and/or student.

17.6.2.2 At the end of the Student's FHS robotics membership, any remaining personal funds not requested for reimbursement will be credited to the FFB general fund.

17.6.3 Fundraising money will be utilized first for above mentioned outward expenses on student's behalf.

17.6.4 All Student accounts are credited to individuals, not families.

17.7 Tax-Exempt Status: *The FFB shall maintain tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code*

17.8 No Benefit of Earnings: *No part of the net earnings of the FFB shall inure to the benefit of, or be distributed to, its members, officers, executive board or other private persons, except the FFB 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 Article II hereof.*

17.9 Debt Liability: *Liability for debts of the FFB shall be limited to the property of the FFB.*

ARTICLE XVIII – PARLIAMENTARY AUTHORITY

18.1 *The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used to conduct all meetings and shall govern the FFB in all cases in which they are applicable and in which they are not in conflict with these By-Laws or the Articles of Incorporation.*

ARTICLE XIX - INDEMNIFICATION

19.1 *To the extent permitted by law, the FFB shall indemnify any one or more of its officers or former officers, committee members or former committee members who was, is, or may be named defendant or respondent in any action, suit or proceeding or any inquiry or investigation as a result of his or her acts or omissions within the scope of his or her official capacity in the FFB.*

19.2 *The indemnity under these By-Laws includes indemnity against judgments, penalties (including excise and other taxes), fines, settlements and reasonable expenses (including attorney's fees) actually incurred in connection with of such an action, suit or proceeding or any inquiry or investigation.*

19.3 *The JFRBP shall indemnify a person only if he or she:*

19.3.1 *Acted in good faith;*

19.3.2 *Reasonably believed, in the case of conduct in his/her official capacity that his/her conduct was in the FFB's best interest;*

19.3.3 *Reasonably believed, in all other cases, that his/her conduct was at least not opposed to the FFB's best interest; and*

19.3.4 *In the case of any criminal proceeding had not reasonable cause to believe his/her conduct was unlawful.*

19.4 *The FFB shall not indemnify a person who is found liable to the FFB or is found liable to another on the basis of improperly receiving a personal benefit from the FFB. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.*

19.5 *Before the FFB may pay any indemnification expenses (including attorney's fees), the FFB must specifically determine (by majority vote of the members at a special meeting called for this purpose) that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable.*

ARTICLE XX – DISTRIBUTION OF INCOME

20.1 *Upon the dissolution of the FFB, the Executive Board, after paying or adequately providing for the debts and obligations of the FFB, shall distribute the remaining assets to one or more non-profit funds, foundations or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code and, if possible, that have as their mission to support the Foster High School engineering department.*

ARTICLE XXI – AMENDMENTS TO BY-LAWS

21.1 The members may amend these By-Laws at any regularly scheduled meeting of the FFB by a two-thirds vote of the members present and voting. Notice of the proposed amendments shall have been sent to the Voting Members at least fifteen (15) days prior to the meeting at which the vote is taken.

21.2 The members may appoint a committee to submit a revised set of By-Laws as a substitute for the existing By-Laws only by a majority vote of the FFB, or by a two-thirds vote of the Executive Board. The members shall adopt any revised By-Laws in the manner provided in section 21.1.