

BYLAWS OF THE PRINCETON ROBOTICS BOOSTER CLUB

ARTICLE I - NAME

Section 1: Name

- a) The name of this Organization shall be Princeton Robotics Booster Club
- b) The principal location of the Princeton Robotics Booster Club shall be 3374 120th Ave, Princeton, MN 55371
- c) For the purpose of these bylaws only, the Princeton Robotics Booster Club shall be referred to as the Organization
- d) The Organization may have other offices, either within or outside the State of Minnesota, as the Executive Board may designate

ARTICLE II – FOUNDATION

Section 2.1: Registration

The Organization shall be registered as a non-profit organization in accordance with Chapter 317A of the Code of Minnesota.

Section 2.2: Purpose

- a) To support the activities of the robotics programs of ISD 477, in Princeton, MN
- b) To promote and aid the cultural enrichment of the community encompassed in the ISD 477 Area, through the support of youth scientific and engineering activities in general
- c) To acquire, grant, gift, purchase, devise or request, and to hold and dispose of such money and property, both real and personal, as the purposes of the Organization shall require, subject to such limitations as may be prescribed by law
- d) To obtain funds, as described in the bylaws, and gift to the robotics programs of ISD 477
- e) Other purposes as voted by members, subject to such limitations as prescribed by law

ARTICLE III – INCORPORATION

The following are basic policies of the Princeton Robotics Booster Club:

- a) The Organization shall be noncommercial, nonsectarian, and nonpartisan
- b) The name of the Organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the Purpose of the Organization
- c) The Organization shall not directly or indirectly participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise
- d) No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, directors, 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 purpose set forth in Article II
- e) Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501(C)(3) of the internal Revenue Code or (ii) by an Organization, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code
- f) Upon the dissolution of this Organization, after paying or adequately providing for the debts and obligations of the Organization, the remaining assets shall be distributed to one or more non-profit funds, foundation or Organizations, which have established their tax exempt status under Section 501(C)(3) of the Internal Revenue Code

ARTICLE IV – DISTRIBUTION OF FUNDS

Section 4.1 Funds Gifted

Funds gifted to the Princeton Robotics Booster Club shall be for a specific purpose/cause, which will be determined by a majority vote at a membership meeting once a transaction is proposed.

ARTICLE V – MEMBERSHIP

Section 5.1: Types of Members

- a) **ACTIVE MEMBERS:** Membership in the Princeton Robotics Booster Club shall be open to all parents/guardians of students enrolled in the ISD 477 Robotics program or have served on the board previously

b) ASSOCIATE MEMBERS: Any person, business or corporation interested in the purpose of the Organization may become a non-voting member

Section 5.2: Rights and Responsibilities

Active members shall have the right and responsibility to attend General meetings and events sponsored by the Organization, serve on committees, vote for the Executive Board officers, review and approve the annual budget, approve amendments to these bylaws, and be nominated and elected to office

Section 5.3: Volunteer Policy

Volunteers are the lifeblood of the Princeton Robotics Programs which has significantly succeeded because of countless hours volunteered by members of the Princeton Robotics Booster Club, Coaches, Board Members, tournament volunteers, committee members and many others who have volunteered their time to make the Princeton Robotics program what it is today.

Princeton Robotics programs depend upon the Princeton Robotics Booster Club and the volunteer work of its members in order to operate successfully. To provide a quality program and to create a positive experience for our students, all registered families must share in the commitment to the success of our programs by volunteering and participating. As such, we request that each family volunteer 4 hours at our home tournaments and volunteer at least 2 more hours for another approved fundraising event throughout the season, additional hours are always appreciated.

Section 5.4: Membership Roster

An official membership roster and contact list shall be kept by the Administrative Assistant. It shall be kept as current as is reasonably practical, and shall be available at each meeting.

ARTICLE VI – MEETINGS

Section 6.1: General Meetings of the Membership

- a) A notice stating the date, time and location of any meeting shall be communicated to members via email and social media not less than 10 days before the meeting
- b) In the case of a special meeting, a notice stating the date, time, location, and purpose for which the meeting is being held shall be communicated to members via email and social media not less than 5 days before the meeting date

Section 6.2: Special Meetings of the Membership

- a) The President, the majority of the Executive Board Officers, or a simple majority of the Active Members may call for a special meeting

b) Special meetings will have not less than one (1) member of the Executive Board, and either the Administrative Assistant or one (1) member designated to take official minutes of such meeting present

c) Should The Administrative Assistant not be present, the official minutes shall be submitted to the Administrative Assistant for recording no later than 2 days following the meeting

Section 6.3: Quorum

a) A simple majority of the members present at an individual meeting shall constitute a quorum

b) Votes from members with both a meeting attendance rate and a volunteer rate of at least 75% shall count as 1.75 votes

c) The President may, at their discretion, allow a quorum to consist of both the members present at a specified meeting and voting members via an absentee ballot

Section 6.4: Voting

a) Except as outlined in Section 6.3 of these bylaws, each member shall be entitled to one vote on each matter submitted to a vote of the members

b) The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members

ARTICLE VII- MANAGEMENT

Section 7.1: the Executive Board

a) the Executive Board shall consist of the elected officers of the Organization, except in the founding year, which will consist of members appointed by the President

b) the Executive Board shall consist of a minimum of a President, an Administrative Assistant, and a Treasurer, but may include other roles as listed in Article IX

c) The affairs, activities, operation, business, and property of the Organization shall be managed by the Executive Board Officers, consisting of the Executive Board Officers of the Organization and the Advisor, who shall be the appointed coach

d) the Executive Board shall transact necessary business during the intervals between meetings of the membership, and such other business as may be referred to it by the membership or these bylaws. At such meetings, a majority of present Executive Board officers constitutes a quorum

e) the Executive Board may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the Organization

f) Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the Organization's business are allowed to be reimbursed with documentation in accordance with the Organization's financial policies, and prior approval of a majority vote of the membership

Section 7.2: Terms of Office

All officers shall serve for a period of one year from October to September and may serve any number of consecutive terms. The term of office for all officers commences upon their election and continues until their successors are appointed or until their resignation or removal.

Section 7.3: Election

a) The Executive Board of the Organization shall be elected by a majority vote of a quorum of the Active Membership in the September General Membership Meeting

b) Parties interested in an Executive Membership role shall submit an official 'Request for Executive Board Role' document

c) Official 'Request for Executive Board Role' documents shall be accepted up to the September General Membership Meeting

d) The President shall appoint an Election Committee in September of each year to assist in screening and other election business

Section 7.4: Executive Board Meetings

a) the Executive Board shall hold closed meetings at least every 10 weeks, at a time and place to be determined by the President

b) Executive Board meetings topics may include, but are not limited to:

i. Monitor and evaluate programs, function/event outcomes, and member performance progress towards meeting the Organization's goals and purposes

ii. Monitor financial performance

iii. Ensure all activities are consistent with the Organization's purpose and mission

iv. Review internal and external policy positions and statements

v. Decide on management and governance systems and processes

- vi. Decide the most appropriate methods of fundraising and considering applications for funding
- vii. Delegate work
- viii. Discuss and make decisions on new proposals
- ix. Plan for the future and identify new opportunities
- x. Decide on appropriate staffing requirements, staff terms and conditions

Section 7.5: Removal

- a) Any member of the Executive Board may be removed from office for failure to perform duties, as determined by the President, or for absence from three consecutive meetings
- b) Removal shall be determined by 25% vote of the Executive Board via an anonymous ballot
- c) The removed member must hand over all records and property of the Princeton Robotics Booster Club immediately upon executed removal

Section 7.6: Absences

In the event an Executive Board member is unable to perform his/her duties for a temporary period of time, up to a maximum of three (3) months, the remaining Executive Board will determine how to proceed, based on the length of absence, board position, and other variables. Options include: temporarily filling the position, forced resignation, or temporary vacancy until the member can resume their duties.

Section 7.7: Resignation

- a) Any member of the Executive Board may resign from their position by delivering written notice to the Executive Board or the President. Unless the notice specifies a later effective date, a resignation notice shall be effective as of 10 days prior to the next meeting. Once delivered, a resignation notice is irrevocable unless permitted by the Executive Board
- b) Any member who has resigned mid-year will be required to wait a year to be eligible for re-nomination. If a member has been removed from office, he/she is not eligible for re-nomination

Section 7.8: Vacancies

Any vacancy occurring on the Executive Board by reason of death, resignation, or removal of an officer shall be filled by a majority vote of the Executive Board within 30 days. Such appointee shall serve during the remaining term of the officer whose position has become vacant.

Section 7.9: Powers

The Executive Board shall have the power to decide matters not otherwise entrusted to the membership by these bylaws, and shall endeavor to solicit views from, and provide information to, the membership relative to issues and decisions.

Section 7.10: Compensation

Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the Organization's business are allowed to be reimbursed with documentation in accordance with the Organization's financial policies, and prior approval of a majority vote of the membership.

ARTICLE VIII – COMMITTEES

Section 8.1: Committees

a) Any committee, or committees, deemed necessary shall be created by the President. The committee shall perform only those duties assigned to them, and may follow rules other than those appointed in these bylaws if separate bylaws are established. They will be responsible to report to the Executive Board, and to the general membership, at the President's request. No action shall be completed without approval of the Executive Board

b) Each committee's members shall be appointed and approved by the Executive Board to oversee or directly serve on them either at the time the committee is formed, or within one (1) month of each new fiscal year. Each committee shall have at least two members. The creation of a committee and appointment of members to it must be approved by a majority of all officers serving on the Executive Board when the action is taken. Each committee may exercise only the authoritative actions outlined in its bylaws. A committee may not take any action that is prohibited by the applicable Federal or State Laws

c) Subject to the provision of law, the Executive Board shall have the power to change the number of members, fill vacancies, change members, change the function, and terminate the existence of a committee

d) Each committee shall conduct its meetings and notices in accordance with Article VI of these bylaws. Unless otherwise established, each committee shall adopt rules of conduct, keep minutes, and maintain records in accordance with these bylaws

Section 8.2: Subcommittees

a) Should a subcommittee be requested by a committee, or deemed necessary by the President, no fewer than two (2) members shall be appointed and approved by the Executive Board to oversee or directly serve on each subcommittee

b) Unless otherwise established, subcommittees shall conduct activities in accordance with these bylaws

ARTICLE IX- OFFICERS

Section 9.1: Overview

The Officers of the Organization shall serve on the Executive Board and consist of a President, VicePresident, Administrative Assistant, Treasurer, and such additional officer(s) as may be elected or appointed by the Executive Board from time to time. The Vice-President, Administrative Assistant, and Treasurer are annually elected positions; Presidential election shall only be necessary should the current president resign or be removed; All other positions are appointed with a majority vote from the Executive Board. Below are basic responsibilities; Officers may take on additional duties according to their time, skills, and interests.

Section 9.2: President Roles

- a) Preside at all Regular and Executive Board meetings and ensure that bylaws of Princeton Robotics Booster Club are executed accordingly
- b) Coordinate the work of officers and committees, appoint all committees, be an ex-officio member of all committees and, subject to the control of the Executive Board, supervise and control all activities of the Organization
- c) Confirm that a quorum is present at each meeting of the Princeton Robotics Booster Club
- d) Be authorized to countersign on checks and bank accounts
- e) Appoint Audit Committee

Section 9.3: Vice-President Roles

- a) Assume all duties of The President in his/her absence and other official duties as required according to these bylaws
- b) Should the office of President become vacant, the Vice-President shall assume the duties and responsibilities of The President on a permanent basis. The office of Vice President shall be filled in accordance with Section 7.3 of these bylaws

Section 9.4: Administrative Assistant Roles

- a) Record the minutes of all meetings of the Princeton Robotics Booster Club
- b) Keep a current copy of the bylaws
- c) Perform necessary club correspondence related to members and sponsors
- d) See that all notices are duly given in accordance with these bylaws
- e) manage and keep an accurate tally of the volunteer records

- f) Keep the authenticated Corporation Records
- g) Compile and keep a record of any correspondence that the Executive Board shall direct, receive or perform
- h) On or before May 15th of each year, renew the Robotics Booster Club registration as a non-profit corporation with the IRS and State of Minnesota
- i) Disperse and follow-up on sponsor request letters
- j) Perform other duties as directed by the Executive Board or the President

Section 9.5: Treasurer Roles

- a) Organize, document, and record all financial activities
- b) Prepare and present proposed spending at each meeting
- c) Work with the President to prepare an annual budget for review and approval by the members
- d) Ensure that numbered receipts are provided for cash received by the Organization
- e) Ensure that all funds are timely deposited in the Organization's authorized bank account(s)
- f) Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget
- g) Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each General Membership Meeting of the membership and at other times as requested by the Executive Board
- h) See that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Executive Board, General Membership, and other stakeholders
- i) Maintain financial records (including financial reports, checkbook, bank statements, deposit slips, cash tally sheets, documentation regarding transactions, IRS Form 990 documents, etc.) and turn all over to the new treasurer
- j) Perform other duties as directed by the Executive Board or the President

ARTICLE X – FISCAL

Section 10.1: Budget

- a) At the first General Meeting of the membership after the officers have been elected, or as soon thereafter as practicable, and no later than June 20th each year thereafter, a budget goal

for anticipated revenue and expenses for the year shall be established. This budget shall be used to guide the activities of the Organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership

b) The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the Organization

c) No loans shall be made by the Organization to its officers or members

d) All checks, drafts, or other orders for the payment of money on behalf of the Organization shall be signed by the Treasurer or by any other person as authorized in writing by the Executive Board, except that checks of \$2,000 or more must have the signature of at least two officers, such as the Treasurer and the President. Checks shall bear notice of this requirement above the signature line as follows, "Two signatures required for checks in the amount of \$2,000 or more."

e) The Organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the Organization shall maintain separation of financial controls so that, minimally:

- i. all expenses must be approved by the membership by way of approval of an annual budget, or amendments there to, or be approved by separate resolution of the Executive Board

- ii. checks exceeding \$2,000 must be endorsed by at least two officers/employees authorized by resolution of the Board of Directors, and checks of the corporation shall include above the signature line a notice to this requirement

- iii. an officer or other person without check signing authority designated by the Board shall review all bank statements

- iv. a committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records

f) The Treasurer shall present a financial report at each membership meeting of the Organization and shall prepare a final report at the close of the year in accordance with the Organization's financial policies. The Executive Board shall have the report and the accounts examined annually. If the Organization grosses less than \$15,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two or more board or voting members of the Organization who are not involved in the routine handling of the Organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the Organization grosses more than \$50,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation

g) The fiscal year of the Organization shall be from June 1st to May 31st but may be changed by resolution of the Executive Board

h) All records of the Organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	STORAGE TYPE	PERIOD OF TIME
Year and Treasurer's financial report/statement	TIME Corporate record book and digital	Permanent
Treasurer's reports, periodic	OF Corporate record book and digital	Destroy after three years
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and other related documents	Corporate record book and digital	Destroy after seven years

i) The bank account of the Princeton Robotics Booster Club shall maintain a minimum balance of \$500 at all times

Section 10.2: Contracts

- a) Except as otherwise provided by law, the Executive Board may authorize any officers or agents to execute and deliver any contract or other device in the name of and on behalf of the Princeton Robotics Booster Club, and this authority may be general or confined to specific instances
- b) No individual shall represent the Princeton Robotics Booster Club in any contract or event, nor shall any individual use the Princeton Robotics Booster Club logo, without the express written permission of the Executive Board

Section 10.3: Loans

The Princeton Robotics Booster Club shall not borrow money, and no evidence of indebtedness shall be issued in its name unless authorized by the Executive Board. This authority may be general or confined to specific instances.

Section 10.4: Checks, Drafts ETC.

All checks, drafts, or other orders for the payment of money and notes, or other evidence of indebtedness issued in the name of Princeton Robotics Booster Club shall be signed in the manner and by the officers or agents of Princeton Robotics Booster Club designated by the Executive Board.

Section 10.5: Deposits

All funds of the Princeton Robotics Booster Club shall be deposited as soon as possible into the Princeton Robotics Booster Club bank account, which includes funds from fundraising efforts and donations from parents, local businesses and corporations to Princeton Robotics Booster Club. At no time will it be permitted for the Princeton Robotics Booster Club to develop or maintain individual shares of Princeton Robotics Booster Club funds.

Section 10.6: Ending Balance

The Executive Board shall assure that a minimum balance of an amount adequate and in accordance with the Internal Revenues policies for non-profit Organizations, is available for the next years initial operating costs.

Section 10.7: Fiscal Year

The fiscal year of Princeton Robotics Booster Club shall be from June 1 to May 31.

Section 10.8: Scholarships

- a) the Executive Board or their agents shall perform the awarding of Scholarships for Princeton Robotics Booster Club
- b) A criteria for receiving scholarships shall be developed by the Executive Board

Section 10.9: Corporate Registration

- a) On or before May 15th of each year, the Treasurer will register Princeton Robotics Booster Club as a non-profit corporation with the State of Minnesota
- b) A list of new officer names and addresses shall be included, as well as any fees required for registration with the State of Minnesota

ARTICLE XI - MISCELLANEOUS PROVISIONS

Section 11.1: Amendments

- a) Any proposed amendment must be presented, in writing, and read at a General Membership meeting at least one month prior to the time when action is to be taken
- b) The bylaws may be amended at any General Membership meeting by a two-thirds vote of the Active Membership in attendance after a quorum has been established

Section 11.2: Severability

A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

Section 11.3: Annual Audit

There shall be an annual audit of the funds of the Princeton Robotics Booster Club. Such audit shall be conducted in the manner designated by the Executive Board.

ARTICLE XII - DISSOLUTION

Section 12.1: Dissolution

- a) Upon dissolution of the Organization, the Executive Board shall, after paying or making provision for payment of all liabilities of the Organization, dispose of the assets of the Organization exclusively for the purposes of the Organization or Organizations organized and operated exclusively for the charitable, educational, religious or scientific purposes as shall be at the time qualify as an exempt Organization under Section 501(C) 3 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Executive Board shall determine according to the following guidelines.

b) Such Organizations shall be determined by a majority vote at the time of dissolution, and shall meet IRS 501(C)3 standards

ARTICLE XIII - IRS MANDATE

Section 13.1: IRS 501(C)3

a) This Organization has been formed exclusively for charitable and educational purposes within the meaning of Section 501(C)3 of the Internal Revenue Code

b) Notwithstanding any other provision of the bylaws the Organization shall not carry on any other activities not permitted to be carried on by (a) and Organization exempt from Federal Income tax under section 501(C)3 of the Internal revenue Code of 1966, or the corresponding provision of any future United States Internal Revenue law, or by (b) by an Organization contributions to which are deductible under Section 170(C) 2 of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law.

Section 13.2: Dissolution

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

AMENDMENTS

12/20/2022 Officer Elections voted as follows

President Joseph Heinen

Treasurer Tara Andres

Administrative Assistant Krissa Jeffers

1/26/2023

Section 5.1 Change approved

Section 9.4 change approved

Section 10.5 change approved

9/26/2023

Section 7.2 Change approved

9/26/2023 Officer Elections voted as follows

President Joseph Heinen

Treasurer Tara Andres

Administrative Assistant Krissa Jeffers

Vice President Beth Wittwer

11/01/2023

Section 7.3 change approved

07/17/2024

Section 7.2 change approved

Section 7.3(c) change approved

Section 7.3 (d) change approved

08/14/2024

Added new Section 5.3 Volunteer Policy approved

Added new Section 4.2 approved

Removal of Section 5.2, b) approved

10/25/2024

President Joseph Heinen

Vice President Beth Wittwer

Treasurer Ashley Balzer

Administrative Assistant Krissa Jeffers

8/14/2025

Updated Volunteer Policy approved @ board meeting

7/21/2026

Change to Section 2.1 d) approved

Change to Section 5.3 approved

Changes to Section 7.1 c) approved

Removal of Volunteer Addendum approved