

**BYLAWS**  
**OF**  
**B \* E \* S \* T OUTREACH**

**ARTICLE I – NAME, PURPOSE**

Section 1: The name of this corporation shall be B\*E\*S\*T OUTREACH.

Section 2: B\*E\*S\*T OUTREACH is organized exclusively for charitable, scientific and educational purposes, more specifically to promote understanding of and interest in math, science, engineering and technology for K-7 grade students.

**ARTICLE II – MEMBERSHIP**

Section 1: Membership shall consist only of the members of the Board of Directors.

**ARTICLE III MEETINGS**

Section 1: Annual Meeting. The Board of Directors shall meet at least annually on an agreed upon time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or any two members of the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each voting member not less than ten days before the meeting, and shall state the place and time for the meeting. If the meeting is a special meeting, the notice shall also state the purpose or purposes for which the meeting is being called.

**ARTICLE IV – BOARD OF DIRECTORS**

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy, direction and responsibility for day-to-day operations of the corporation. The Board shall have not fewer than three members which shall receive no compensation other than reasonable expenses.

Section 2: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business on the agenda of the annual meeting. Directors will be elected by a majority vote of the current directors.

Section 3: Terms. All Board members shall serve two-year terms, but are eligible for re-election.

Section 4: Quorum. A quorum must be attended by at least sixty (60) percent of the Board members before business can be transacted or motions made or passed.

Section 5: Officers and Duties. There shall be three Officers of the Board consisting of a Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for another member of the Executive Committee to preside at each meeting in the following order: Secretary and Treasurer.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall annually prepare a budget for the corporation, help develop fundraising plans, and make financial information available to Board members and the public.

Section 6: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 7: Resignation, Termination and Absences. Resignation from the board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by unanimous vote of the remaining directors.

#### ARTICLE V – COMMITTEES

Section 1: The Board may create committees as needed. The Board Chair shall appoint all committee chairs, except for the Finance Committee.

Section 2: The three Officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the board of Directors in the intervals between meetings of the board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer shall chair the Finance committee, which shall include at least one other Board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with the other Board members, if any. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the board. The fiscal year shall be July 1 to June 30. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to all Board members and the public.

#### ARTICLE VI – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

These bylaws were approved at a meeting of the Board of Directors of B\*E\*S\*T OUTREACH on \_\_\_\_\_, 1999.