

## Pennsylvania Science Olympiad By-Laws

Pennsylvania Science Olympiad is a nonprofit organization, incorporated in May 18,2012, dedicated to improving the quality of K-12 science education, increasing male, female and minority interest in science, creating a technologically-literate workforce and providing recognition for outstanding achievement by both students and teachers in conjunction with the National Science Olympiad organization.

### ARTICLE I – NAMES, AFFILIATIONS AND BOUNDARIES

**Section 1. Name:** The name of this corporation shall be Pennsylvania Science Olympiad (hereafter referred to as PASO).

**Section 2. Affiliation:** PASO is an affiliate of Science Olympiad, a national non-profit organization.

**Section 3. Boundaries:** The geographical area included within the scope of this organization consists of the state of Pennsylvania divided into a number of regions as determined by the Board of Directors.

### ARTICLE II - PURPOSE OF THE ORGANIZATION:

Pennsylvania Science Olympiad is organized exclusively for the Advancement of Science Education purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- Increase K-12 student interest and success in the sciences;
- Improve community perception of science and recognize talented students and dedicated teachers in science education through teamwork and competition;
- Conduct events so as to improve the quality of science education;
- Organize regional and state PASO tournaments and provide encouragement and information to potential participants;
- Encourage and develop relationships between science educators, science students and science-related industry;
- Represent and cooperate with national Science Olympiad;
- Provide financial support through fundraising efforts for the foregoing purposes;

- Coordinate with state and local agencies and organizations to promote and build support for PASO.

## **ARTICLE III- ORGANIZATION, OFFICERS, ELECTION PROCEDURES**

### **Section 1. Organization**

The governance of the corporation shall be the Board of Directors and Advisory Committee.

**A. Board of Directors:** The Board of Directors shall consist of State Director, Chair, Vice-Chair, Executive Administrator, Treasurer, and a minimum of two, no more than 4 additional Representatives. It shall oversee all aspects of the organization and shall make all decisions regarding its operation and functioning. The Board shall meet in person at the State Tournament. Additional meetings may be called by the Chair in consultation with the State Director. Electronic communication will be used as the primary communication between members during the rest of the year.

**(1) Chair:** The Chair shall (a) preside at all meetings of the Board of Directors; (b), prepare agenda for the Board meetings, (c) speak for the PASO and shall communicate with the State Director to see that all policies, resolutions and or directives of the Executive Board are carried out; and (d) perform any other duties required by state statutes, these bylaws or further actions of the Board.

**(2) State Director:** The State Director is retained by the Board of Directors with approval of the National Science Olympiad. The State Director is an ex-officio voting member of the Board. The State Director shall (a) attend all meetings of the Board; (b) shall be in charge of the regular business and affairs of PASO; (c) shall communicate as appropriate and coordinate with the National Science Olympiad; (d) shall be responsible for coordination with all Regional Site Directors and State Tournament Director; (e) appoint Advisory Board community members in consultation with the Advisory Committee and Board; (f) shall serve as the Chair of the Advisory Committee; and (g) be responsible to carry out any policies, directives and/or resolutions of the Board as well as other duties assigned. The State Director shall report to the Chair of the Board.

**(3) Vice- Chair:** In the event that the Chair is unavailable to perform his or her duties, the Vice-Chair shall perform the duties listed under Article III Section 1a(1). The Vice Chair shall (a) serve as legislative liaison for PASO (contacting appropriate legislators for purpose of information, invitations to tournaments, funding opportunities);(b) coordinate with the PA Department of Education (Act 48 credit); (c) lead the effort to seek grants/sponsorship.

**(4) Treasurer:** The Treasurer shall be the accounting and financial officer of the PASO. He or she (a) has charge of, and is responsible for, the maintenance of adequate books of account for the PASO in cooperation with the State Director; (b) has charge and custody of all funds and securities of the PASO, and be responsible therefore for the receipt and disbursement thereof; and (c) shall perform such other duties as from time to time may be assigned to him or her by

the Board.

**(5) Executive Administrator:** The Executive Administrator shall (a) record or cause to be recorded the minutes of the meetings of the Board of Directors (b) be a custodian of the corporate records of PASO; (c) keep an archive record of significant email communications which shall be furnished to the Executive Administrator by each Board member;(d) receive and record all team registrations for both regional/invitational tournaments and forward necessary information to the State Director and appropriate tournament directors; and (e) perform such other duties as from time to time may be assigned to him or her by the Chair or State Director.

**(6) Additional Representatives:** Additional Representatives shall be voting members of the Board and shall work toward increasing involvement state-wide and such other duties as assigned by the Chair.

**B. Advisory Committee** – The Advisory Committee shall consist of the State Tournament Director(s), all the Regional Site Directors and community members selected by the State Director on the advice of the Advisory Committee and the Board. The number of community members shall not exceed the number of PASO regions. If a Regional Site Director(s) is serving on the Board he/she may appoint a proxy to serve on the Advisory Committee. The Advisory Committee shall (a) advise the Board of the Directors on matters of regional tournament policy; and (b) work toward increasing school involvement and recruitment. The Committee shall meet with the Board of Directors at the State Tournament. Additional meetings may be called by the Chair if requested by the Site Directors or deemed necessary using electronic communication. The State Director will report to the Board the substance of any such meetings.

**(1) Regional Site Directors** – Each region will have Regional Site Director(s) as designated by the host institution. Site Directors shall coordinate with and report to the State Director. Site Directors shall be responsible for organizing and running their regional tournament in accordance with the policies of PASO.

**(2) State Tournament Director(s)** – PASO will have State Tournament Director(s) as designated by the host institution. The State Tournament Director(s) will coordinate with and report to the State Director. The State Tournament Director(s) shall be responsible for organizing and running their state tournament in accordance with the policies of PASO.

## Section 2 – Officers, Election Procedures, and Terms of Office

**A. Board of Directors:** The Board shall be subject to reconfirmation every three years by a two thirds vote of entire membership of the Advisory Committee. Each region and state director shall have one vote each. The election will take place at the annual State Tournament meeting. If a voting member is unable to attend the meeting he/she may vote by submitting a proxy vote before the meeting or may participate in a meeting by means of conference call or similar communication equipment allowing all persons participating in the

meeting to hear each other at the same time. The incumbent board serves without limits. As vacancies become open, the Advisory Committee shall be notified and asked for nominations. The vacancy shall be filled by a vote of the remaining Board members.

### **Section 3 . Vacancies**

Vacancies occurring in the Board for any reason may be filled by a vote of a majority of the existing Board members based on nomination from the Advisory Committee. A member elected to fill a vacancy caused by resignation, death or removal shall serve until the next reconfirmation cycle at the annual meeting.

### **Section 4. Removal of Executive Board, Advisory Board, State Tournament Director, Regional Site Directors**

**A. Individual Board members** may be removed for cause by an action of the majority of the other members of the Board.

**B. Advisory Committee members** may be removed for cause by action of the Board.

**C. State Tournament Director(s) or Regional Site Directors** may be removed by the Board if he/she is not in compliance with the PASO policies.

### **Section 5. Resignation**

Members of the Board and Advisory Committee members may resign at any time by giving written notice to the State Director or the Chair.

## **ARTICLE IV – SCHOOL TEAM MEMBERSHIP**

Each PA School is eligible to become a member of PASO when they register a team and pay their membership fee as set by the Board of Directors. Membership fee shall entitle teams to compete in regional and invitational tournaments and have access to the Coach's Manual. Individual School Teams do not have a vote on PASO policies and procedures. Member Participation – PASO Members may attend and speak at any meeting, providing notification is made to the person chairing the meeting and there is room on the agenda.

## **ARTICLE V. AMENDMENTS**

The Advisory Committee may propose an amendment to the bylaws. For such amendment to pass the proposed amendment must pass by two-thirds vote of the Advisory Committee and Board of Directors.

*Article II revised February 5, 2014 to meet the requirements of the IRS for our 501(c)(3) Non-profit status.*

Amended September 4, 2015 *to meet the requirements of the IRS for our 501(c)(3) Non-profit status.*

**ARTICLE VI – DISSOLUTION OF THE ORGANIZATION**

Upon dissolution of the organization, assets shall be distributed to Science Olympiad Inc., 2 Trans Am Plaza Drive, Suite 415, Oakbrook Terrace, IL 60181.