

# REPAC Bylaws

Riverside Engineering Parent Action Council  
Organizational Bylaws and Guidelines

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## Article I: Name and Purpose

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### **Section I.1: Name**

The name of the organization shall be the Riverside Engineering Parent Action Council (REPAC).

### **Section I.2: Purpose**

REPAC is organized and operated for the charitable and educational purposes of supporting and promoting engineering education at Riverside High School, Durham, NC. This Corporation, which is organized under the Non-Profit Corporation Act of North Carolina, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3), or successor provisions, of the Federal Internal Revenue Code.

## Article II: Membership

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### **Section II.1: General Rights and Powers**

Except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws, the number, types, qualifications, rights, privileges, dues, fees, and responsibilities of members shall be determined by the REPAC Executive Board (the Executive Board). Likewise, the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Executive Board. Except as may otherwise be required by law, the Articles of Incorporation, or these bylaws, any right of members to vote and any right, title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for sum due the Corporation shall survive such termination unless otherwise expressly provided by the Executive Board.

### **Section II.2: Qualifications for Membership**

All parents, guardians or other persons with a child enrolled and attending the Engineering Program at Riverside High School are eligible to be voting members of REPAC upon payment of annual dues. Additionally, any member of the community who is willing to uphold and support the mission and goals of the organization is also eligible to be a voting member upon payment of annual dues and approval by a vote of the Executive Board. Annual dues are to be set each May for the upcoming academic year, and may be set at zero, if so recommended by the Executive Board and approved by the membership. Engineering Program teaching staff shall be considered voting members of the organization and are exempt from dues.

### **Section II.3: Member Rights and Responsibilities**

The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget, and approve amendments to these bylaws.

### **Section II.4: Quorum**

The members present at any membership meeting of the organization, provided that at least 20% are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board.

### **Section II.5: Meetings**

There shall be a general annual meeting of the membership in May, at which the officers are elected. Additional meetings shall be held at least once every two months from September through April, weather permitting. Additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as determined by the Executive Board or at the request of the majority (51%) of the members in writing to the Executive Board. Meeting dates and times shall be provided to the membership in advance. Publication of a calendar listing the established meeting dates shall meet this requirement. For additional meetings or changes to published meeting dates, the Executive Board must provide notice to the membership at least 72 hours in advance.

### **Section II.6: Voting Rights**

Except as otherwise provided in these bylaws, each member shall be entitled to one vote on each matter upon which members have voting rights.

### **Section II.7: Compensation**

No member, regardless of position or office, shall receive any compensation for his or her service in such capacity, except that the Executive Board may by resolution provide for reimbursement for actual disbursements expended on behalf of or in service to the Corporation and according to policies authorized by the Executive Board.

## Article III: Executive Board

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### **Section III.1: General Powers**

The property, business, and affairs of the Corporation shall be overseen by its Executive Board in accordance with these bylaws and the purposes of the organization. The Executive Board is responsible for overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to the President. The President shall serve as the Chair of the Executive Board. Specific powers of the Executive Board include, but are not limited to:

- a. defining the mission, goals, and objectives of the Corporation, and assigning priorities among the goals and objectives when needed;
- b. reviewing and approving the Corporation's budget;
- c. raising the financial resources required to meet the Corporation's goals and objectives, as coordinated by the President, and establishing fund raising policies; and
- d. conducting an annual review and evaluation of the Corporation's performance of the goals and objectives of highest priority.

### **Section III.2: Number and Qualifications**

The number of Executive Board members shall not be less than seven nor more than fifteen, of whom four must be the President, Vice President, Secretary, and Treasurer of the organization. One member shall be the Riverside Engineering Program Coordinator. There shall be at least two additional at-large members on the Executive Board, who shall be selected by the elected officers and the continuing appointed Board members. Executive Board members shall have a demonstrated commitment to the organization's mission.

### **Section III.3: Term of Office**

Executive Board members shall serve for a term of one year, or until a successor is duly appointed. Except as provided otherwise in these bylaws, the term shall begin on July 1<sup>st</sup> following election. Each Executive Board member shall hold office until his or her term expires, death, resignation, removal, disqualification, or his or her successor has been elected or appointed. Executive Board members may be re-elected or re-appointed to successive terms. No Executive Board member, whether elected or appointed may serve more than eight consecutive years. Any Executive Board member may resign at any time by giving notice to the Chair of the Executive Board. The resignation takes effect upon receipt of notice or at a later date if specified in the notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Executive Board member may be removed at any time, with or without cause, by a two-thirds vote of the Executive Board.

#### **Section III.4: Vacancies**

Vacancies may be filled by majority vote of the remaining members of the Executive Board for the unexpired term.

#### **Section III.5: Quorum**

One half of the Executive Board members then in office shall constitute a quorum for the transaction of any business. Except as otherwise provided in these bylaws, the act of the majority of the Executive Board members present at a meeting of which a quorum is present shall be the act of the Executive Board. An Executive Board member who is present at a meeting of the Executive Board at which an action on any matter is taken shall be presumed to have assented to the action taken unless:

- a. their contrary vote is recorded;
- b. their dissent is otherwise entered in the minutes of the meeting;
- c. they file written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof;
- d. or they forward such dissent by mail to the Secretary of the organization immediately after the adjournment of the meeting.

Such right to dissent shall not apply to the Executive Board members who voted in favor of such action. If at any meeting of the Executive Board there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

#### **Section III.6: Meetings**

The Executive Board shall meet as needed to prepare for general membership meetings and to conduct the affairs of the organization. The Executive Board may conduct business and hold meetings through appropriate electronic platforms.

#### **Section III.7: Action Without a Meeting**

Any action required or permitted to be taken at a meeting of the Executive Board (including amendment of these Bylaws) or of any committee, may be taken without a meeting if a majority of Executive Board members agree in writing and there is no timely written dissent from an Executive Board member to such action. If there is timely written dissent, no action can be taken without a meeting. Such consents shall have the same force and effect as a unanimous vote of the Executive Board or of the committee as the case may be.

### **Section III.8: Committees**

The Executive Board may create committees which shall have and may exercise such powers as conferred or authorized by the resolutions creating them. The President shall appoint the chairpersons of all committees of the Board. The designation of any committee and the delegation thereto of authority shall not relieve the Executive Board, or any member of the Board, of any responsibility or liability imposed upon them by law. A majority of any such committee, if the committee is composed of more than two members, may determine its action and fix the time and place of its meetings, unless the Executive Board shall provide otherwise.

## **Article IV: Officers**

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### **Section IV.1: Officers**

The officers of this organization shall include one President, one or more Vice Presidents, a Secretary and a Treasurer and such additional officer(s) as may be elected or appointed by the Executive Board from time to time.

### **Section IV.2: Election**

A nominating committee composed of the current President, one additional Board member and at least one general member shall be formed and shall begin seeking nominees no later than March of the year in which the candidates will be elected. They shall develop a slate of candidates, which shall be announced to the membership as soon as possible, but no later than 72 hours prior to the May meeting. Additional nominees shall be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor.

Officers shall be elected at the May meeting of the organization by the members present. The election shall be by a voice vote, unless additional candidates are nominated from the floor. If that occurs, then the election shall be by written ballot. Officers shall assume their official duties on the first day of the new fiscal year following their election (i.e., July 1<sup>st</sup>).

### **Section IV.3 Term**

Officers shall serve a one-year term. Officers may be elected for up to two consecutive terms in the same office.



#### **Section IV.4: Vacancies**

The term of office of any officer shall terminate at the end of the fiscal year or upon the effective date of his or her resignation submitted in writing to the Executive Board, upon his or her death, or upon a vote of two-thirds of the board members then in office to remove him or her from office if, in their judgement, the best interests of the organization will be served thereby. Any vacancy among the officers shall be filled by the Executive Board.

#### **Section IV.5: President**

The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board, shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive Board or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

#### **Section IV.6: Vice President**

The Vice President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice President shall perform such other duties as are assigned by the President or the Executive Board.

#### **Section IV.7: Secretary**

The Secretary shall be a member of the Executive Board. The Secretary shall keep and publish the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall manage and keep an accurate tally of the volunteer records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

#### **Section IV.8: Treasurer**

The Treasurer shall be a member of the Executive Board. The Treasurer shall have charge of and be responsible for all funds of the organization in accordance with the organization's financial policies. The Treasurer shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board. The Treasurer shall make disbursements as authorized by budget as approved, or amended, by the membership. The Treasurer shall present a written financial report, prepared in accordance with the organization's financial policies, at each General Membership Meeting and at other times as requested by the Executive Board.

#### **Section IV.9: Other Officers**

The duties and terms of office of any other officer or assistant officer appointed pursuant to Section 1 of this Article shall be specified by the Executive Board, or by the President if so authorized by the Executive Board.

#### **Section IV.10: Surety**

The Executive Board may require the Treasurer, President, or any other volunteer to furnish such surety as it may determine necessary.

## Article V: Finances

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#### **Section V.1: Budget**

The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Amendments to the budget may be considered and adopted at regular or special general membership meetings.

#### **Section V.2: Obligations**

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.

#### **Section V.3: Loans**

No loans shall be made by the organization to its officers or members.

#### **Section V.4: Checks**

All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by two of the authorized signers. At least three, but no more than four officers of the Executive Board shall be authorized to sign checks. None of these officers so authorized shall be related and at least one of those authorized shall be the treasurer. The Secretary of the Executive Board shall not be one of the individuals authorized to sign checks. The signing of blank checks is prohibited.

### **Section V.5: Banking**

The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and disbursements shall be made as soon as practicable upon receipt of the funds or orders of payment.

### **Section V.6: Financial Controls**

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:

- a. all expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board;
- b. an officer or other person without check signing authority designated by the Executive Board shall review all bank statements; and,
- c. a committee of at least three (3) 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.
- d. If any officer with financial responsibility, including but not limited to check signing authorization, leaves office before the end of a fiscal year, a committee, as noted in the section above, shall conduct a review of the financial records.

### **Section V.7: Financial Reporting**

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 \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of three 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 between \$100,000 - 200,000 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. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

### **Section V.8: Fiscal Year**

The fiscal year of the organization shall be from July 1 to June 30th but may be changed by resolution of the Executive Board.

## **Section V.9: Record Retention**

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	HOW TO STORE	PERIOD OF TIME
Year-end Treasurer's financial report/statement	Store in corporate record book.	Permanent.
Treasurer's reports, periodic	Compile and file records on yearly basis.	Three Years. Store with financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile and file records on yearly basis.	Seven Years. Store with financial records. Destroy after seven years.

## **Article VI: Conflicts of Interest**

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### **Section VI.1: Existence of Conflict, Disclosure**

Board members, officers, employees and contractors of the Organization should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Organization. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any Executive Board member, officer, staff member or contractor competes or appears to compete with the interests of the Organization. If any such conflict of interest arises the interested person shall call it to the attention of the Executive Board for resolution. If the conflict relates to a matter requiring Board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

### **Section VI.2: Nonparticipation in Vote**

The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Executive Board is meeting. However, the person may be permitted to provide the Executive Board with any and all relevant information.

### **Section VI.3: Minutes of Meeting**

The minutes of the meeting of the Executive Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

#### **Section VI.4: Annual Review**

A copy of this conflict of interest statement shall be furnished to each Executive Board member, officer, staff members and contractor who is presently serving the Organization, or who hereafter becomes associated with the Organization. This policy shall be reviewed annually. New Executive Board members, officers, staff members and contractors shall be advised of the policy upon undertaking the duties of their positions.

## Article VII: Miscellaneous Provisions

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#### **Section VII.1: Indemnification**

Every person who is or shall have been a Board member or officer of the Organization shall be indemnified by the Organization against expenses reasonably incurred by or imposed in connection with any action, suit, or proceeding to which he or she may be made a party by reason of their connection with the Organization. Indemnification does not apply in cases where the individual is found, by adjudication, to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such Board member or officer.

#### **Section VII.2: Amendments**

The Bylaws may be altered, amended, or repealed and new Bylaws adopted upon the vote of two-thirds of the members of the Executive Board present and voting at a duly constituted meeting, provided that notice of such proposed action, including the content thereof, be included in the call for the meeting. These Bylaws may also be amended by mail ballot upon the affirmative vote of two-thirds of the members of the Executive Board. In the case of amendment by mail ballot, the notice of vote shall include a description of the proposed amendment and a statement as to its effect and purpose.

#### **Section VII.3: Activities of the Organization**

No substantial part of the activities of the Organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a.) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b.) by a Corporation contributions to which are deductible under Section 170(c)(2) of the

Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue Law).

**Section VII.4:                   Dissolution and Distribution of Assets**

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered to the Organization and to make payments and distributions in furtherance of the purposes set forth herein. The Organization may be dissolved and its assets and liabilities liquidated in such manner as the Executive Board shall resolve, provided that upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member, or officer of the Organization but shall be distributed as the Articles of Incorporation direct in accordance with such laws and regulations as may be applicable thereto, provided, however, that the distribution must be to another organization exempt under Section 501(c)(3) of the United States Internal Revenue Service Code, as amended (or the corresponding provision of any future United States Internal Revenue Law), or to the United States, state, or local governments, for a public purpose.

**Bylaw History**

- May 3, 2016: Initial Approval
- March 9, 2017: First Amendment
- May 9, 2019: Second Amendment