

Skunk Works Robotics Booster Club (SWRBC)

Standing Rules & Policies Manual

Rev NEW - Adopted Nov 29, 2016

Introduction

This Standing Rules & Policies Manual (these policies) contains all of the current standing (on-going) policies adopted by the Board of Skunk Works Robotics Booster Club (SWRBC).

A. **Reasons for Adoption.** The reasons for adopting this SRPM include:

- * Efficiency of having all on-going Board policies in one place
- * Ability to quickly orient new Board members to current policies
- * Elimination of redundant, or conflicting, policies over time
- * Ease of reviewing current policy when considering new issues
- * Clear, pro-active policies to guide the President and Board
- * Models an approach to governance that other organizations might use

B. **Consistency.** Each policy in this document is expected to be consistent with the law, the Articles of Incorporation, and Bylaws, all of which have precedence over these policies. Except for time-limited or procedural-only policies (approve minutes, elect an officer, etc.), which are recorded in regular Board minutes, all policies shall be included or referred to in this document. The board is responsible for developing organizational and administrative policies and procedures, which shall be consistent with this SRPM.

C. **Transition.** Whether adopted chapter by chapter or in a complete version, as soon as some version of the SRPM is voted on as the "one voice" of the Board, those policies are deemed to supersede any past policy that might be found in old minutes unless a prior Board resolution or contract obligates the organization to a specific matter. If any actual or apparent conflict arises between these policies and other policies or Board resolutions, the matter shall be resolved by the entire Board.

D. **Changes.** These policies are meant to be reviewed constantly and are normally reviewed and refined at every Board meeting. The President helps the Board formulate new language in these policies by distributing proposed changes in advance. When language is recommended for deletion, it is shown in ~~strike-through~~ format. Proposed new language is underlined. Each paragraph with a proposed change is preceded by the # sign to help readers quickly locate proposed changes. Any change to these policies must be approved by the Board. Proposed changes may be submitted by any board member. In most cases, proposed changes shall be referred to and reviewed by the appropriate

committee before being presented to the Board for action. Whenever changes are adopted, a new document shall be printed, dated, and quickly made available to the Board and posted on the website, <http://www.skunkworks1983.com/SWRBC>.

- E. **Specificity.** Each new policy will be drafted to fit in the appropriate place within these policies. Conceptually, policies should be drafted from the "outside in, i.e., the broadest policy statement should be stated first, then the next broadest, etc. down to the level of detail that the Board finds appropriate for Board action.
- G. **Maintenance of Policies.** The Secretary shall ensure that all Standing Rules & Policies are published correctly. The President or designee shall maintain the policies file and provide updated copies to the Board whenever the policies change, or upon request. The Board may ask that legal counsel review these policies periodically to ensure compliance with the law. Discrete documents referred to in these policies be kept in a Board Reference Book.

1. Organization Essentials

- 1.1 Our vision is a business community that partners with and fully supports the Skunk Works Robotics Team.
- 1.2 Our mission is to
 - 1. support, encourage, and advance the robotics program and related activities of the Raisbeck Aviation High School Robotics team
 - 2. to promote projects that assist with financial needs of the Raisbeck Aviation High School Robotics program
 - 3. to promote STEM education through the programs and activities of the Skunk Works Robotics Team (SWRBC)
- 1.3 The values that guide all we do are:
 - 1. Commitment to the public good
 - 2. Accountability to the public
 - 3. Respect for the worth and dignity of individuals
 - 4. Inclusiveness and social justice
 - 5. Respect for pluralism and diversity
 - 6. Transparency, integrity and honesty
 - 7. Responsible stewardship of resources
 - 8. and, Commitment to excellence and to maintaining the public trust.
- 1.4 The moral owners to whom the Board feels accountable are the student team members, their parents, alumni and donors to the team.
- 1.5 The primary beneficiaries of our services are the student members of the Skunk Works Robotics Team.

- 1.6 The primary operational concepts we will follow to fulfill our mission include developing strategic alliances with industry to support the mission of the team.
- 1.7 The primary function of the Booster Club is to fundraise to support the Skunk Works Robotics team.
- 1.8 **Strategic Plans.** The Board is expected to think strategically at all times. The Board will develop a strategic plan designed to fulfill the adopted mission and vision statements. The strategic plan should be reviewed regularly and updated periodically. The strategic plan should give broad general direction for all key areas of the institution and the President should develop goals that support the strategic plan.
- 1.9 The President should develop major organizational goals that flow from the strategic plan and are directly related to the strategic plan. While the strategic plan sets the longer term direction for the organization and generally does not have metrics, goals should be developed in a tiered fashion: long term vision goals, mid-range goals for 3-5 years with loose metrics and specific annual goals with strong and specific metrics.
 - 1.9.1 Mid-Range Goals – to be developed
 - 1.9.2 Annual Goals – to be developed

2. Board Structure and Process

- 2.1 **Board of Directors** - The elected officers (Executive Board) for Skunk Works Robotics Booster Club shall be President, Vice President for FRC, Vice President for FTC/VEX, Secretary and Treasurer. This assures representation for both FRC and FTC/VEX teams.
- 2.2 **Officer Duties**
 - 2.2.1 Upon assuming office, the officers shall be empowered to honor expenditures that have been provided for in the approved budget. All books, funds, and supplies belonging to the SWRBC shall be relinquished by the retiring officers immediately upon leaving office to the new officers.
 - 2.2.2 All financial binding agreements shall require two (2) approval signatures; at least one signature needs to be an elected officer having authority to sign. The second signature may be a non-elected member authorized by the Board.
 - 2.2.3 In the event two (2) or more members of the same household hold officer positions, only one (1) shall co-sign financial matters.
 - 2.2.4 An office shall be declared vacant if an officer is absent three (3) consecutive meetings, unless previously excused by the presiding officer.

- 2.2.5** The officers shall be elected at a general membership meeting at beginning of fiscal year in September and serve for a term of one (1) year or until their successors are elected. Officers shall assume their duties on October 1st.
- 2.3** **Governing Style.** The Board will approach its task with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of roles, and pro-activity rather than reactivity. In this spirit, the Board will:
- 2.3.1** Enforce upon itself and its members whatever discipline is needed to govern with excellence. Discipline shall apply to matters such as attendance, respect of clarified roles, speaking to Skunk Works team with one voice and self-policing of any tendency to stray from the governance structure and process adopted in these Board policies.
- 2.3.2** Be accountable to its stakeholders and the general membership for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual or committee of the Board to usurp this role or hinder this commitment.
- 2.3.3** Monitor and regularly discuss the Board's own process and performance, seeking to ensure the continuity of its governance capability by selection of capable directors, orientation of directors, Board training, and Board evaluation.
- 2.3.4** Be an initiator of policy, not merely a reactor to robotic program initiatives. The Board, not the robotics team, will be responsible for board performance.
- 2.3.5** Executive members of Board include President, up to two Vice-Presidents, Treasurer, and Secretary. Committee Chairs are appointed by the board from its membership and serves for a one year term.
- 2.4** **Board Job Description.** The job of the Board is to lead the organization toward the desired performance. The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. To perform its job, the Board shall:
- 2.4.1** Determine the mission, values, strategies and major goals/outcomes and hold the President accountable for developing a strategic plan based on these policies.
- 2.4.2** Determine the parameters within which the President is expected to achieve the goals/outcomes.
- 2.4.3** Monitor the performance of the organization relative to the achievement of the goals/outcomes within the executive parameters.
- 2.4.4** Maintain and constantly improve all on-going policies of the Board in these policies.
- 2.4.5** Ensure financial solvency and integrity through policies and behavior.

- 2.4.7 Require periodic financial and other external audits to ensure compliance with the law and good practices.
- 2.4.8 Evaluate and constantly improve our Board's performance as the governing board and set expectations for individual involvement as volunteers.
- 2.5 **Board Member Criteria.** In nominating members for the Board, the Board Governance (or Nominating) Committee shall be guided by a Board-approved "profile" showing the desired make-up of the Board, requirements for all members, and categories of special expertise that is desirable on the Board.
- 2.6 **Orientation.** Prior to election, each nominee shall be given these policies along with adequate briefings on the role of the Board, officers, and staff, and an overview of programs, plans, and finances. Soon after election, each new Board member will be given more comprehensive orientation material and training.
- 2.7 **President's Role.** The job of the President is, primarily, to maintain the integrity of the Board's process. The President "manages the board." The President is the only Board member authorized to speak for the Board, other than in rare and specifically Board-authorized instances.

The President ensures that the Board behaves consistent with its own rules and those legitimately imposed upon it from outside the organization. Meeting discussion content will be those issues which, according to Board policy, clearly belong to the Board to decide, not the President.

The authority of the President consists only in making decisions on behalf of the Board that fall within and are consistent with any reasonable interpretation of Board policies in Chapters Two and Three of these policies. The President has no authority to make decisions beyond policies created by the Board.

- 2.8 **Board Meetings.** Board events often will include time for guest presenters, interaction with robotics team and sponsors, Board training, etc. as well as business sessions. Policies that are intended to improve the process for planning and running meetings follow:
 - 2.8.1. The schedule for Board meetings shall be set for the year at the beginning of fiscal year, Sept 1st.
 - 2.8.2. The President shall work with committee chairs in developing agendas which, along with background materials for the Board and committees, monitoring reports, the President's recommendations for changes in these policies.
 - 2.8.3. Minutes shall be made available to Board members within 14 days of board meetings.
 - 2.8.4. Board meetings will be held at least three times per year. Special Board meetings can be called by the President. Meeting notices and agendas shall be sent out no less than 10 days in advance of the meeting date.

2.9 Standing Committees. Committees help the Board be effective and efficient. They speak "to the Board" and not "for the Board." Unless authorized by the whole Board, a committee may not exercise authority that is reserved to the whole Board by the Bylaws or by the laws of Washington State governing not-for-profit organizations. Committees are not created to advise or exercise authority over robotics team. Once committees are created by the Board, the Board Chair shall recommend committee chairs and members for the Board's approval.

2.9.1 Finance Committee. This committee shall develop and recommend to the Board those financial principles, plans, and courses of action that provide for mission accomplishment and organizational financial well-being. Consistent with this responsibility, it shall review the annual budget and submit it to the Board for its approval. In addition, the committee shall make recommendations with regard to the level and terms of cash management, financial monitoring and reports, signatory authority for expenditures and other policies the committee determines are advisable for effective financial management.

2.9.2 Audit and Compliance Committee. To ensure the SWRBC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. This committee shall oversee the organization's internal accounting controls; select the external auditors; review the external auditors' annual audit plan; and review the annual report, management letter, and the results of the external audit. The committee, or its delegate, shall have an annual private conversation with the auditor. In addition, the committee shall be responsible for oversight of regulatory compliance, policies and practices regarding corporate responsibility, and ethics and business conduct-related activities, including compliance with all Federal, state, and local laws governing tax-exempt entities. The committee shall also oversee written conflict of interest policies and procedures of directors and officers

2.9.3 Nominating Committee - A Nominating Committee of three members shall be elected at least 30 days preceding the election of officers. If only three candidates are nominated, the three shall be declared elected. If a vacancy on the nominating committee occurs, the Board of Directors may appoint a replacement. The Nominating Committee will serve until the election of officers occurs. A member may serve no more than two consecutive terms on the Nominating Committee.

2.9.4 Reserved for other Committees as determined by Board

2.10 Board Members' Code of Conduct. The Board expects of itself and its members ethical and businesslike conduct. Board members must represent un-conflicted loyalty to the interests of the entire organization, superseding any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs.

Board members must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or any conduct of private business or personal services between

any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.

Each board officer, committee member, or member at large with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy described in Section 8
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (e) Understands that the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

3. Finances

3.1 Financial Planning. Budgeting any fiscal period shall not (1) deviate materially from the Board's goals and priorities listed in Chapter One, (2) risk fiscal jeopardy, or (3) fail to show a generally acceptable level of foresight. Accordingly, the President may not cause or allow budgeting which:

3.1.1 Contains too little detail to (1)enable accurate projection of revenues and expenses, (2)allow separation of capital and operational items, (3) allow monitoring of cash flow and subsequent audit trains, and (4) allow disclosure of planning assumptions.

3.1.2 Anticipates the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.

3.1.3 Reduces the current assets at any time to less than current liabilities or allows cash to drop below a safety reserve of less than the amount determined by Board, at any time.

3.1.4 Provides less than the amount determined by Board for Board prerogatives during the year, such as costs of the annual audit and Board development.

3.2 Financial Condition. With respect to the actual, ongoing condition of the organization's financial health, the President and Treasurer may not cause or allow the development of fiscal jeopardy or loss of allocation integrity.

3.3 Asset Protection. The President and Treasurer may not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, he/she may not:

3.3.1 Fail to insure against theft and casualty losses to at least 80 percent replacement value and against liability losses to Board members, or the organization

- 3.3.2 Subject office and equipment to improper wear and tear or insufficient maintenance.
 - 3.3.3 Unnecessarily expose the organization, its Board, or staff to claims of liability.
 - 3.3.4 Make any purchase or commit the organization to any expenditure without due diligence of competitive pricing and favorable logistical arrangements, particularly with regards to travel and accommodations during competition event planning.
 - 3.3.5 Receive, process or disburse funds under controls insufficient to meet the Board-appointed auditor's standards.
 - 3.3.6 Acquire, encumber, or dispose of real property without Board approval.
- 3.4 Compensation and Benefits.** No Board members, booster club members, or volunteers shall receive any compensation, directly or indirectly, from the Booster Club for services. The booster club does not engage in any employment contracts and thus provides no benefits to members or volunteers.

4. Conflict of Interest Policy

Skunk Works Robotics Booster Club ("Booster Club") Conflict of Interest Policy

Members of the Board of Directors of the Booster Club have an affirmative obligation to act at all times in the best interests of Booster Club and without conflict to the interests of Booster Club. This policy serves to define the term "conflict of interest," to assist members of the Board in identifying and disclosing such conflicts, and to provide a means of determining whether a conflict exists and resolving conflicts.

Conflict of interest defined - A conflict of interest may arise when the ability of a director to make unbiased and impartial decisions on behalf of Booster Club is compromised, particularly when a personal financial interest may be at stake. Such circumstances may involve family relationships, business transactions, professional activities, or personal affiliations.

Disclosure - The Board recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to Booster Club. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Director shall disclose any and all facts that may be construed as a conflict of interest, both through an annual disclosure process and whenever such actual or potential conflict occurs.

Process and remedy - The Board will determine whether or not a conflict of interest exists, and whether or not such conflict materially and adversely affects the interests of Booster Club. A Director whose potential conflict is under review may not vote or otherwise participate in such determination. If the Board determines that an actual or potential conflict of interest does exist, the Board shall also

determine an appropriate remedy. Such remedy may include, for example, the recusal of the conflicted Director from participating in certain matters pending before the Board.

Resolution of conflicts - If the Board identifies an actual, potential, or apparent conflict of interest, the Board shall analyze and consider the circumstances presented and take appropriate action to resolve the conflict, which may include a decision to waive the conflict of interest as unlikely to affect the Director's ability to act in the best interests of the organization; to recuse the Director from deliberation and decision-making related to the particular matter that gives rise to the conflict of interest; or other appropriate action up to and including a determination that the only solution is for the Director to resign because the conflict is so pervasive that the Director would likely seldom, if ever, be able to act solely in the best interests of the organization.

Procedure for Allowing a Business Relationship with a Board member - A potentially waive-able conflict of interest exists any time a director seeks to enter into a business relationship with the Booster Club. Similar conflicts may arise through family members or through organizations in which directors serve in a leadership, employment, or ownership capacity. Such conflicts do not automatically preclude business relationships with Booster Club but may be waived if determined to be in the best interests of Booster Club. The following procedure is designed to resolve conflicts of interest whenever a director, or a related party, seeks to provide goods or services to Booster Club as a paid provider of goods and/or services (a "business relationship"):

- The board member must promptly disclose the intent to enter into a business relationship with Booster Club.
- The interested board member may not vote or otherwise decide on whether to enter into the contemplated business relationship.
- The non-interested board members will determine whether alternatives to the proposed business relationship should be explored and if so, whether Booster Club could obtain a materially more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest, considering the totality of the proposed business relationship.
- After considering alternatives, if any, and considering the totality of the proposed business relationship, the Board shall determine by a majority vote of the disinterested members, without the presence or participation of the director under review, that the transaction is fair and in the best interest of Booster Club.
- If the Board of Directors approves the business relationship under consideration, the interested board member may not participate in any process by which his or her performance as a vendor or other contracting party is evaluated, or in any such evaluation of a related party. Annual disclosure process. On an annual basis, each member of the Board shall be provided with a copy of this policy, and shall complete and sign the acknowledgement and disclosure form provided herewith. Adopted 29 November 2016 The Booster Club reserves the right to modify or amend this policy at any time.

5. Definitions, Rules, and Policies

Chaperones –for the purposes of team activities and travel, where adult supervision is required, chaperones will be those adults recognized by Skunk Works Robotics team and assigned to supervise team members to, from, and during events.

- Chaperones must be cleared as volunteers by Highline School District
- Chaperone drivers must be cleared through Highline School District
- Two adult chaperones are recommended to be assigned to each supervision grouping of students (min of 1 adult per 10 students)

Mentors – mentors are those adults who contribute to technical support toward competition goals, and advance the robotics program and related activities.

- Mentors must be cleared as volunteers by Highline School District
- Mentors must be cleared through US FIRST as mentors

Parents –Parents may contribute to individual planning, logistics or specific events, provided they do not deal directly with students and are not cleared by Highline School District as volunteers

Events – events are all pre-planned team activities and include, but are not limited to team meetings, competitions, workshops, volunteer events, etc.

SWRBC Membership – every student on the Skunk Works Robotics team is a non-voting member of SWRBC. There is no membership fee for non-voting student membership. Parents, mentors, alumni, supporters, and volunteers are eligible to join as voting members. Individual voting Membership dues are \$15 per school year. (Fees cover annual bank fees, accounting costs, PO Box, and insurance)

Fundraising – all fundraising generated under the 501(c)(3) regulations, shall be designated for team expenses, without designation to any individual, event, or expense. “Fund-a-Skunk” and “Fund-a-Need” donations shall go into the general fundraising account as will all fundraising generated from business outreach presentations, letter writing campaign, corporate matching funds, corporate and government grants received and auction proceeds.

Student Specific Fundraising – all students are expected to participate in team fundraising activities for the benefit of the entire team.

Allocation and distribution of Funds – all fundraising is allocated with the following policies

- Fundraising is allocated to direct team and competition expenses, including registration fees, robot build, tools and supplies, and administrative overhead expenses.
- Student team member air travel expenses are the responsibility of the student.

- Donors may designate a particular program or activity and will have their donation tracked per the donor's wishes.

Travel cost policies – the following policies are instituted to provide definition and clarity

- SWRBC pays for coach's competition travel expenses and includes airfare, hotel, and any meals that are also provided to student team members. This includes two coaches for each FRC or FTC/VEX when they are competing.
- Team travel coordination and logistics will include team members, coach, and required adult chaperones and mentors.
- Mentors and chaperones will pay for their own travel costs. Airline ticket costs will be based on the average price of all eligible travelers' tickets.
- Donated airline tickets shall be allocated to overall flight costs such that it reduces average cost for each flight. Donated airline tickets are allocated at zero cost, with the overall flight costs divided by total number of flights, effectively providing a subsidy to each eligible traveler.
- Parents and volunteers without formal team responsibilities shall coordinate and plan their own travel and hotel accommodations. Where practical, team will share logistical planning to help align travel and accommodation plans.
- Corporate donations and other general fundraising may further reduce student team member fundraising goals. This is dependent on reaching fundraising targets and available budgeted funds.

Program Decisions – SWRBC shall not be involved in team program decisions. Examples of this include SWRBC shall have no say in which events team will compete at, how team will prepare, or where to purchase components or materials.

Financial Aspects – SWRBC Treasurer will be responsible to tracking and monitoring all financial aspects with the following stipulations.

- QuickBooks Online will be used as the accounting tool. Additional read access to the tool will be given to the Executive Board and Audit Committee. QuickBook accounts will be maintained and tracked and reconciled monthly against bank records.
- SWRBC has established one or more accounts at BECU, Tukwila WA. Any such accounts shall require the signatures of at least two to make a check withdrawal. The board of directors shall determine which officers shall have signing authority on the account.
- Electronic payments, via ATM or Debit, shall be reviewed and pre-approved by at least two elected officer prior to the payment or withdrawal.
- Bank account will be reconciled monthly with annual audits to be completed by a June 30th deadline.
- Cash donations shall be receipted and documented and deposited in bank account.
- Digital and check donations shall be documented in an auditable fashion.

Budget Approval - This SWRBC Membership shall approve its annual operating budget prior to October 1 of each year. A quorum of the Board of Directors has authority to reallocate budgeted items from one purpose to another. The reallocation of these funds will be announced publicly at the following SWRBC General Membership Meeting.

Secretary Notebook - The Secretary shall keep a historical notebook, to be passed in good order to his or her successor. Meeting minutes (including documentation of any decisions by election, changes by vote or other executive decisions), monthly financial reports, budgets, and standing rules shall be updated regularly and copies kept in the Secretary Notebook. Only elected officials shall have access to the documents. The notebook may be in digital form.

Legal Documents - Original copies of any legal documents or contracts shall be kept by the Treasurer with the permanent files. All Executive Committee Members shall have access to contents of the legal notebook.

Financial Review - Financial Review Committee, also known as Audit Committee, shall consist of a minimum of three members appointed by the President and will review the Financial books once a year. Members of this committee shall not include the treasurer, any person authorized to sign on the bank accounts, or any individuals living within their households. Records are to be submitted for financial review no later than May 31st.

Independent Review of Bank Statements - The SWRBC monthly bank account statements shall be provided unopened to the Secretary. The Secretary, as a reviewer, will be appointed by the board at the beginning of the fiscal year. The Secretary shall promptly report any concerns or discrepancies identified in the review to the executive board. If there are no concerns or apparent discrepancies, the Secretary shall initial and date the account statements and provide them to the Treasurer.

SWRBC Finances - All reimbursement requests for authorized expenses must include a receipt and be submitted to the Treasurer within 60 days of purchase. All requests for reimbursements must be received by June 10th. Request for reimbursement after June 10th will be reimbursed in the following fiscal year. Each expense must adhere to its budget. Budgets will be made accessible to all members and committees for review upon request. Any items over the budget will be considered a donation unless there is pre-approval by the Board of Directors. Should the SWRBC receive an NSF check, a request for replacement of funds in addition to any fees imposed by the SWRBC's bank will be requested from the individual or entity. If the NSF check or checks are not paid within 45 days of notification then the SWRBC reserves the right not to accept any checks from this individual or entity in the future.

Robotics Club Designated Account - The SWRBC Treasurer will manage the team funds and expenses and provide a financial reconciliation report at Board meetings. The Treasurer shall also provide all original documentation of deposits and checks written from the account to the Secretary in order to balance with the general financial statements and archive in the Secretary Notebook.

