

Bylaws of Virginia Science Olympiad

These Bylaws of Virginia Science Olympiad were amended by resolution of the Board of Directors of the Corporation as of June 4, 2022. This document supersedes all previous versions of the Virginia Science Olympiad Bylaws.

Article I – Name, Affiliation and Mission

1.1 Name: The name of this Corporation shall be **Virginia Science Olympiad** (“VASO”) In this document, it is also referred to as “the Corporation”.

1.2 Affiliation: VASO is the Virginia chapter of Science Olympiad, which is the National-level organization.

1.3 Mission: Virginia Science Olympiad (VASO) is a state chapter of the National Science Olympiad. VASO seeks to build interest and excitement in science and technology education in Virginia's students through collaboration and teamwork, hands-on experiences, variety and creativity in topics and skills, and fun and rewarding tournaments. To advance STEM education for students in the state of Virginia, VASO's core mission is to:

1.3.1 Inspire passion in STEM. VASO tournaments provide an opportunity for students, starting as early as 3rd grade and through high school, to be exposed and challenged in events across a wide breadth of STEM disciplines.

1.3.2 Celebrate individual and team achievements. VASO encourages healthy individual and team-based competition. We recognize talented students and their achievements in individual events, as well as the combined accomplishments of the competing teams.

1.3.3 Foster relationships among students, educators, and the professional STEM community. VASO is built on a foundation of students, volunteers, alumni, teachers, and interested professionals who want to share their passion for STEM education through volunteering.

1.3.4 Encourage and support economically disadvantaged and traditionally underrepresented populations of students to participate in STEM activities.

1.3.5 Represent and coordinate with the National Science Olympiad. As a chapter of the national organization, VASO aligns with National Science Olympiad's STEM events, products and policies.

1.4 Growth Vision: VASO was established by Fairfax County teachers in 2001 with three competing high schools. VASO's growth vision seeks to:

1.4.1 Expand interest in the organization geographically. VASO grew from the Northern Virginia area but as a state organization, we strive to offer this opportunity to all schools across the state of Virginia.

1.4.2 Establish a model of independently-run regional tournaments and a state tournament. As VASO continues to grow in school and team participation rates, we will strategically allocate resources to offer quality tournaments across the state.

1.4.3 Maintain financial stability through corporate sponsorships, private donors, and team dues. VASO aims to minimize participation costs to give more opportunity for schools to participate, while balancing costs associated with running the organization and its tournaments. We seek various sources of funding for self-sustaining growth.

1.4.4 Coordinate with local and state agencies and organizations to promote and build interest in STEM education.

1.4.5 Cultivate a community of STEM volunteers and mentors to support tournaments and the organization.

Article II – Membership

2.1 Classes and election of members. VASO shall have three classes of members: School Members, Board Members, and Honorary Members (collectively referred to as “All Members”). Membership to VASO shall be renewed annually. The designation of each class and the qualifications of the Members of each class follow:

2.1.1 School Members: School Members shall consist of all schools and academic institutions by competing division that submit an annual registration fee to VASO. School membership entitles schools and academic institutions to receive Virginia Science Olympiad publications and enter VASO competitions. There shall be three divisions of school members:

A: Grades 3 – 5

B: Grades 5 – 9

C: Grades 9 – 12

The head coach will be the official designee of the school unless the school notifies VASO otherwise. The official designee of the school will be responsible for regular communication and voting (note Section 2.4).

2.1.2 Board Members: Board Members shall be elected to the Board of Directors (“Board of Directors”) as described in section 2.4.

2.1.3 Honorary Members: Honorary membership may be bestowed annually upon donors to VASO at the discretion of the Board of Directors. Honorary Members will be entitled to receive VASO publications and to nominate individuals to the Board of Directors.

2.2 Membership year. The membership year shall begin July 1 and end twelve months later on June 30.

2.3 Dues. All dues will be set by the Board of Directors and are refundable at their discretion.

2.4. Voting to Elect Board Members. School Members and Board members are collectively referred to as "Voting Members". Voting Members shall have the right to vote at the annual meeting. Voting may be conducted by mail, email, or other means as agreed upon by the Board.

2.4.1 Voting Procedures: Ballots will be distributed 3 weeks prior to the meeting and must be returned with a postmark or time-stamp that is no later than 1 week prior to the scheduled meeting. Ballots may also be presented in person at the meeting. Votes are to be opened and counted at the meeting.

2.4.2 Voting Rules:

1. Each class of Voting Member is entitled to vote.
 - a) A simple majority of the votes cast by each Voting Member class is required to elect Board Members.
 - b) Each Voting Member shall be entitled to cast one vote for every vacant seat on the Board of Directors.
 - c) A Voting Member may not cast more than one ballot for any nominated Board Member.
 - d) Votes will be counted, and candidates will be elected to the Board of Directors in descending order of vote counts until all vacant seats are filled.
2. Resolution of Ties:
 - a) Tiebreaker 1: A revote is to be conducted by the School Members that are present at the meeting.
 - b) Tiebreaker 2: A second tie is to be broken by a revote of the Board Members present at the meeting.
3. Board Members, who are also designated representative of a school, may only cast their vote as a member of their class.

2.5 Voting to Pass Actions. All other actions that require voting by Voting Members shall be conducted in the manner described below unless prescribed otherwise by applicable law or the Articles of Incorporation.

2.5.1 Voting Procedures: Voting Members will be given, at a minimum, 2 weeks to consider proposed actions. At the end of the two weeks votes will be cast and ballots will be counted.

2.5.2 Voting Rules:

1. Each class of Voting Member are entitled to vote.

a) A simple majority of the votes cast by each Voting Member class is required to pass each proposed action.

b) Each Voting Member shall be entitled to cast one vote for every proposed action.

2. Ties will be resolved by a majority vote by the entire Board of Directors

3. Board Members, who are also designated representative of a school, may only cast their vote as a member of the Board Member class.

Article III – Board of Directors

3.1 General Powers. The affairs of VASO shall be managed by or under the direction of the Board of Directors. Each Board Member can vote at all meetings including the annual meeting.

3.2 Structure, Number, Tenure and Qualifications. The number of Board Members shall be eleven and shall consist of ten elected Board Members and the State Director. The State Director, who is the eleventh Board Member, shall be elected by a simple majority of the Board Members. The State Director shall not vote for their own election.

Five of the ten Board Members shall be elected at each Annual Meeting to staggered two-year terms and shall be designated as “Odd-Year” or “Even-Year” Board Members depending on the year that they were elected.

VASO intends to form a Board of Directors that represents as many diverse geographical areas of the Commonwealth as possible. It is also VASO’s goal to provide diverse representation within the Board of Directors including the education community, the business community, parents, alumni, and other interested adults regardless of race, color, culture, creed, religion, national origin, ancestry, genetic information, sex, sexual orientation, gender identity and expression, age, disability, or veteran status.

3.2.1 Initial Election. The initial Board of Directors shall be elected to staggered terms as follows:

1. One half of the Board Members will be elected for a term ending one year after the first annual meeting of the Board;
2. One half of the Board Members will be elected for a term ending two years after the first annual meeting of the Board.
3. Thereafter, Board Members shall be elected to two-year terms.

3.3 Nominations to the Board of Directors. Nominations from All Members shall be made to the Board of Directors. Nominations must be in writing and received at the VASO email or physical address of record 1 month prior to the annual meeting. The

slate of nominees will be prepared and sent to the Voting Members in advance of the annual meeting.

3.4 Annual Meeting. The annual meeting of the Board of Directors and membership shall be held before the end of the Membership Year. Notice of the annual meeting will be sent to membership two months in advance of Annual Meeting. The Annual Meeting shall, at a minimum, include the following Agenda items:

- Call meeting to order
- Vote on the slate of Board of Directors
- VASO Annual Report
- Other Business
- Adjournment
- Executive session to elect officers of the Board of Directors.

3.5 Regular Meetings. Regular meetings of the Board of Directors may be called by or at the request of the Chairperson or any two Board Members. Board Members may participate in a board meeting by means of a conference telephone or similar communications equipment, provided that all persons participating in the meeting can communicate effectively. Such a meeting shall be considered a duly held meeting of the Board of Directors and participation by such means shall constitute presence in person at the meeting.

3.6 Notice. Notice of any regular meetings of the Board of Directors shall be given at least one week previous thereto (or less if all members agree) by written notice to each Board Member.

3.7 Quorum. A majority of the Board Members shall constitute a quorum and are required for the purpose of conducting the business of the Board of Directors. A majority of the Board Members actually present may adjourn the meeting to another time without prior notice.

3.8 Manner of Acting. The act of a majority of the Board Members at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by state or federal statutes, these bylaws or the articles of incorporation. No Board Members may act by proxy on any matter unless written notification is provided to the Chairperson and Vice Chairperson in writing and neither of them has objected to such written notification.

3.9 Resignation and Removal and Appointment Board Members. A Board Member may resign at any time upon written notice to the Board of Directors. A Board Member may be removed with or without cause as specified by state and federal statutes. Removal of a Board Member requires a two-thirds majority of the Board Members.

Board Member vacancies may be filled by an appointment by the Board of Directors until election at the next Annual Meeting.

3.10 Presumption of Assent. A Board Member of the Corporation who is present at any meeting of the Board of Directors at which any action is taken, shall be conclusively presumed to have assented to the action taken unless they expressly request the right for additional time to consider such action and provide such notice with the person acting as the Secretary of the meeting before adjournment. That Board Member shall have until midnight of the third day following the meeting to register their final vote on such matter. Failure to register a timely final vote shall be deemed as Assent.

3.11 Indemnification. All Members covenant and agree to indemnify and save each other harmless from any liability, loss, damage or expense, including assessable legal fees, arising out of the negligent performance of their respective obligations under these bylaws or by anyone for whom they are in law responsible. All Members hereto agree that they shall co-operate with each other in the defense of any such action, including providing each other with prompt notice of any such action and the provision of all material documentation. All Members further agree that they have a right to retain their own counsel to conduct a full defense of any such action.

Article IV – Names of Offices, Terms, Duties

4.1 Officers. The following shall be required officer positions of VASO: Chairperson, Vice Chairperson, Secretary, Treasurer, and State Director. These officers must be Board Members. The responsibilities of the aforementioned officers are defined below. As deemed necessary by the Board of Directors, these responsibilities may be assigned to designees of these officers (so long as the original officers retain oversight). Through a majority vote, the Board of Directors may create additional officer positions and these positions may be filled by non-Board Members.

4.2 Term of Office. Each officer shall hold office for one year commencing and ending at the annual meeting, or sooner upon their resignation or removal.

4.3 Duties of the Chairperson. The Chairperson shall (a) preside at all meetings of the Board of Directors; (b) prepare the agenda for the Board of Directors' meetings; (c) speak for the Board of Directors and communicate with the State Director to see that all policies, resolutions and/or directives of the Board of Directors are carried out; and (d) appoint any necessary committees.

4.4 Duties of the Vice Chairperson. In the event that the Chairperson directs or is unavailable to perform their duties, the Vice Chairperson shall perform the duties of the Chairperson. In addition, the Vice Chairperson will provide oversight of the Corporation's finances and periodically review that the financial accounts are adequately documented. The Vice Chairperson will act as an additional signatory authority for the Corporation's financial accounts, with check-writing and debit card access.

4.5 Duties of the Secretary. The Secretary shall (a) record or cause to be recorded the minutes of the meetings of the Members and of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records of VASO; (d) keep a register of the contact information for each Member which shall be furnished to the Secretary by such Member; and (e) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the Board of Directors.

4.6 Duties of the Treasurer. The Treasurer shall be the principal accounting and financial officer of VASO. They shall (a) have charge of, and be responsible for, the maintenance of adequate books of account for the VASO in cooperation with the State Director; (b) have charge and custody of all funds by and securities of VASO, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the Board of Directors.

4.7 Duties of the State Director. The State Director is retained by the Board of Directors. The State Director shall not hold an elected office on the Board of Directors. The State Director shall (a) attend all meetings of the Board of Directors; (b) be in charge of the regular business and affairs of VASO as described in the State Director Job Description; and (c) be responsible to carry out any policies, directives and/or resolutions of the Board of Directors as well as other duties assigned. The State Director shall be responsible to the Chairperson of the Board of Directors.

Article V – Tournaments

5.1 Conduct. Tournaments shall be conducted according to the rules and manuals published by Science Olympiad and by policies set forth by the Board of Directors.

5.2 State Tournament. There shall be one annual State Tournament to be held far enough in advance of the National Tournament so as to timely sanction a champion that will represent Virginia at the National Tournament

5.3 Regional Tournaments. Regional Tournaments shall be used to determine which teams will be selected to compete at the State Tournament. Prior to the first Regional Tournament of the year, the Board of Directors will announce the methodology that will be used to determine how teams will be selected to compete at the State Tournament.

Article VI – Contract, Checks, Deposits and Funds

6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation and such authority may be general or confined to specific instances. Any authorization not already specified in these bylaws must be approved by a simple majority vote of the Board of Directors.

6.2 Checks, Drafts, Etc. A written spending policy must be set forth by the Board of Directors. Any other expense (in the form of checks, drafts, credit or debit charges, notes or other indebtedness issued in the name of the Corporation) not covered in the written spending policy shall be approved by a simple majority vote of the Board of Directors.

6.3 Deposits. All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes of, or for any special purpose of, the Corporation.

6.5 Disbursements Must Meet IRS Rulings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, Board of Directors, officers, or other private persons, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. Notwithstanding any other provision of these articles, the Corporation 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 of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article VII – Books and Records

VASO shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Board Member or their agent or attorney for any proper purpose at any reasonable time.

Article VIII – Fiscal Year

The fiscal year of Virginia Science Olympiad shall end on June 30 of each year.

Article IX – Corporate Seal

The Corporation shall not have a seal.

Article X – Waiver of Notice

Whenever any notice is to be given under the provisions of the General Not For Profit Corporation Act of Virginia or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before, or after the time stated therein, shall deem equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article XI – Amendments

The power to amend or restate the Articles of Incorporation or to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors subject to approval of the Voting Members. The aforementioned procedure shall require the approval of two-thirds of the Board Members and a majority of the votes cast by the School Members. Such action may be taken at a special meeting of the membership for which written notice of the purpose shall be given at least ten (10) days prior to the

meeting. Suggestions for amendments may originate in the Board of Directors or submitted by any member of VASO, or its constituted committees, to the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

Article XII – Written Notices

All matters involving written notices, including nominations and voting, may be executed through email or other electronic means at the discretion of the Board of Directors. An electronic timestamp may be used in lieu of a postmark.

Appendix A – History of Bylaw Amendments

August 18, 2008 – Original certification by VASO Board of Directors

June 17, 2010 – Amended

June 7, 2011 – Amended

June 11, 2016 – Amended to add board member slots.

June 8, 2019 – Amended to include Division A, as well as refine the voting language.

June 4, 2022 – Amended mission statement, growth vision, duties of the vice chair, and other edits

Certificate of Amendment

These Bylaws of Virginia Science Olympiad were amended to incorporate those changes discussed and passed by the requisite vote of VASO Membership during the Annual Meeting held on June 4, 2022. The undersigned officers of VASO hereby certify that the foregoing are the amended Bylaws adopted by resolution of the Board of Directors of the Corporation as of June 4, 2022. [This signature page will be updated based on the election of the officers of the Board of Directors]

[pending], VASO Secretary

Emily Owens, State Director

[pending], Chairperson

[pending], Vice Chairperson

[pending], Treasurer

[pending], Board Member

[pending], Board Member

[pending], Board Member

[pending], Board Member

[pending], Board Member