

NORTH CAROLINA SCIENCE FAIR FOUNDATION

OFFICIAL BYLAWS

ARTICLE I

NAME AND LOCATION

The name of this organization is the North Carolina Science Fair Foundation. This organization is organized exclusively for charitable, educational, and/or scientific purposes under section 501(c)3 of the Internal Revenue Code. The organization is a North Carolina Non-Profit Corporation. Offices of the organization shall be in Raleigh, North Carolina and in such localities as may be determined by the Board of Directors.

ARTICLE II

AFFILIATION

The North Carolina Science Fair Foundation (NCSFF) is a non-profit educational organization that is responsible for the organization and administration of the NC Science and Engineering Fair (NCSEF). NCSEF is affiliated with the International Science and Engineering Fair (ISEF), the world's largest international pre-college science competition. ISEF is organized by the Society for Science & the Public (SSP), a nonprofit 501(c) (3) organization dedicated to the public engagement in scientific research and education. Their vision is to promote the understanding and appreciation of science and the vital role it plays in human advancement: to inform, educate, inspire. Through its affiliation with ISEF, NCSEF is required to follow their rules and regulations governing student engaged research and safety. The ISEF affiliation allows selected NCSEF students to progress to compete in the Broadcom Masters Program for grades 6-8 and the International Science and Engineering Fair for grades 9-12.

ARTICLE III

MISSION STATEMENT

The North Carolina Science Fair Foundation (NCSFF) is a non-profit organization whose purpose is to promote science literacy in elementary, middle, and high school students through participation in inquiry-based learning.

NCSFF promotes science and engineering research by partnering with the community to integrate student scientific research into science education.

NCSFF works to increase diversity and engagement of underrepresented student populations in science and engineering research.

NCSFF organizes science and engineering fairs to showcase and celebrate student success in research and learning.

VISION STATEMENT

The North Carolina Science Fair Foundation (NCSFF) will be a leader in providing opportunities to the diverse student population of primary and secondary education in the state to become scientifically literate citizens, and contribute to society as science and engineering leaders.

NCSFF Strategic Goals:

1. Provide effective internal and external communications
2. Support outreach and professional development activities for all stakeholders with a focus on increasing participation of students from underrepresented groups and from high poverty areas
3. Develop and maintain a strong and effective board
4. Develop and maintain strong resource acquisition plans to support NCSFF activities
5. Support regional fairs and regional fair directors

ARTICLE IV

MEMBERSHIP

Section 1. Qualification for Membership. Membership shall be available to any person interested in furthering the objectives of the North Carolina Science Fair Foundation, and who meets the requirements set forth in the bylaws and agree to abide by the bylaws of the organization.

Section 2. Classes and Election of Members. The North Carolina Science Fair Foundation shall have two classes of members: general members and affiliate members. The design of each class and the qualifications of the members of each class follow:

General Members: Members shall consist of all students, teachers, and administrators in schools and academic institutions in the state of North Carolina. Membership entitles schools and academic institutions to receive North Carolina Science Fair Foundation publications and enter Science and Engineering Fair competitions. Individuals interested in promoting the mission of the NC Science Fair Foundation may also be active members.

Affiliate members: Affiliate members shall consist of other academic institutions, corporations, or organizations that want to promote the mission of the North Carolina Science Fair Foundation.

Section 3. Membership Year. The membership year shall begin July 1 and end June 30. The registration deadline for membership in a year shall be thirty (30) days before the first regional fair in the state.

Section 4. Dues. Membership dues may be established for each membership year by the Board of Directors. Additional registration fees to offset North Carolina regional and state fair expenses may be established by the Board of Directors.

Section 5. Voting Rights. Members shall have no voting rights. All voting rights are vested in the Board of Directors.

Section 6. Membership Transfer. Membership in the North Carolina Science Fair Foundation is not transferable or assignable. No membership certificates in the North Carolina Science Fair Foundation are required.

Section 7. Removal and Resignation. Any member may resign by filing a written statement with the Board of Directors, but such resignation shall not relieve that member of the obligation to pay any dues or other charges accrued and unpaid.

ARTICLE V

MEETINGS

Meetings of the membership may be held at such a time and place as shall be determined by the Board of Directors, and for the purposes stated in the notice of that meeting. Attendance at meetings may be in person or remotely.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the North Carolina Science Fair Foundation shall be managed by its Board of Directors. The Board of Directors shall elect the next board of directors at the last meeting of each fiscal year.

Section 2. Number, Tenure, and Qualifications. The total number of directors shall be no fewer than 20. Beginning with fiscal year 2009, Directors will serve an initial term of three (3) years and may be nominated to serve multiple additional terms of up to three years each. Terms shall be staggered to assure both continuity and renewal of the Board's composition. The Director of the North Carolina Science and Engineering Fair and the NC Regional Fair Directors will be on the Board of Directors, regardless of term limits.

Section 3. Nominations. There will be a call for nominations for Directors no later than two (2) months before the end of the fiscal year and any voting member of the Board of Directors may make a nomination. Nominations for Officers shall be made by a Nominating Committee (which will be chosen by the Officers). The Nominating Committee will present a list of Directors and Officers for the next fiscal year at least thirty (30) days prior to the end of the current fiscal year.

Section 4. Meetings. A regular annual meeting of the Board of Directors shall be held within ninety (90) days of the beginning of each fiscal year at a place to be determined by the Board of Directors. The Board of Directors may provide, by resolution, the time and place for the holding of additional meetings of the Board. There will be no fewer than three meetings per year.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any five (5) directors. The person or persons authorized to call special meetings of the Board shall fix the place and time for holding any such special meeting.

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Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least fourteen (14) days previous thereto by written notice to the board of directors at the address shown by the records of the corporations. In the event of extenuating circumstances, the executive committee has the authority to call an emergency meeting with shorter notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 7. Quorum. A simple majority of the membership of the Board of Directors in good standing shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Manner of Acting. The act of the directors present at a meeting 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 statute, these bylaws, or the articles of incorporation. No director may act by proxy on any matter.

Section 9. Resignation and Removal of 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, by a two-thirds vote of the Board of Directors.

Section 10. Informal Action by Directors. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by two-thirds of the directors entitled to vote.

Section 11. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on a corporation matter is taken shall be conclusively presumed to have assented to the action taken unless a dissent shall be entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation within three days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12. Regular Elections and Vacancies. Directors shall be elected by the Board of Directors by a simple majority at the last meeting of each fiscal year. Any vacancy created on the Board of Directors may be filled by the Board of Directors at a regular or special meeting or by the agreement of the Chairperson and any five (5) directors. A director so elected shall serve until approved by the Board or a successor is elected and installed.

Section 13. Compensation. Members of the Board of Directors shall serve without compensation from NCSFF for their services. The Board of Directors may authorize reimbursement for actual travel expenses incurred for official business of the Board of Directors at such rate and under such conditions as shall be approved by the Board of Directors. Compensation rates for travel expenses will be commensurate with reimbursement rates used for North Carolina State employees. Nothing herein contained shall be

construed to preclude any director from serving in any other capacity within the Corporation and receiving compensation therefore.

Section 14. Liability. No directors shall be liable for any debt, obligation, or liability of the Corporation.

Section 15. Conflict of Interest. Any conflict of interest of any director must be reported and approved by the Board of Directors.

ARTICLE VII OFFICERS

Section 1. Election and Term. The elected officers shall be a Chair, a Chair-Elect, a Secretary, a Treasurer, an Immediate Past Chair, and such other offices as may be elected or appointed by the Board of Directors. The officers shall be elected from its membership by the Board of Directors at the last meeting of each fiscal year. Each officer shall serve a term of one year, beginning upon election and installation or until a successor has been duly elected and installed, or until death or resignation.

Section 2. Successive Terms. Nothing herein shall prevent an officer from being elected to successive terms of office, within the rules as stated in Article VI, Section 2 dealing with the tenure of Directors.

Section 3. Vacancies. A vacancy in any elected office may be filled for the balance of the term by vote of the Board of Directors. The Board of Directors, in its discretion and by a two-thirds vote of its members, may remove any officer from office for cause.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. Chair. The Chair shall (a) preside at all meetings of the Board of Directors (b) have charge of the affairs of the North Carolina Science Fair Foundation including the preparation of the annual budget; and (c) create special committees as needed, with approval from the Board of Directors.

The Chair shall be the principal executive officer of the North Carolina Science Fair Foundation. Subject to the direction and control of the Board of Directors, the Chair; shall be in charge of the business and affairs of the North Carolina Science Fair Foundation; shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the North Carolina Science Fair Foundation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the Chair may execute for the North Carolina Science Fair Foundation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either individually or with the secretary, and assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the instrument, and may vote all securities which the North Carolina Science Fair Foundation is entitled to vote except as and to the extent

such authority shall be vested in a different officer or agent of the North Carolina Science Fair Foundation by the Board of Directors.

Section 2. Chair-Elect. The Chair-Elect shall assist the Chair in the discharge of such duties as the Chair may direct and shall perform such other duties as may be assigned by the Chair or the Board of Directors. In the absence of the Chair or in the event of the Chair's inability or refusal to act (as determined by majority vote of the Board of Directors), the Chair-Elect shall perform the duties the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the North Carolina Science Fair Foundation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the Chair-Elect may execute for the North Carolina Science Fair Foundation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the instrument.

Section 3. Secretary. The Secretary shall (a) record the minutes of the meeting 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 the North Carolina Science Fair Foundation; (d) keep a register of the post office address of 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 may be assigned by the Chair or by the Board of Directors.

Section 4. Treasurer. The Treasurer shall be the principal accounting and financial officer of the North Carolina Science Fair Foundation and shall (a) have charge of and be responsible for the maintenance of adequate books of account for the North Carolina Science Fair Foundation; (b) have charge and custody of all funds and securities of the North Carolina Science Fair Foundation and be responsible for the receipt and disbursement thereof; (c) promptly file all required financial documents and forms; (d) report on the financial condition of the organizations to the Board of Directors at their meetings, and as requested by the Chair; and (e) perform all duties incident to the office of treasurer and such other duties as may be assigned by the Chair or by the Board of Directors. If required by the Board of Directors and paid for by the North Carolina Science Fair Foundation, the treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE IX EXECUTIVE STAFF

Section 1. Executive Staff. The Board of Directors is empowered to employ or contract with executive staff and contractors for management and administration of the organization under terms and conditions agreed to by the Board of Directors.

Section 2. Performance. Duties of the executive staff and contractors shall be as delegated by the Board of Directors, who shall have sole responsibility for the performance of the staff.

ARTICLE X

SCIENCE AND ENGINEERING FAIRS

Section 1. Conduct. Science and Engineering Fairs will be conducted according to the rules and manuals published by the International Science and Engineering Fair and the North Carolina Science Fair Foundation.

Section 2. State Science and Engineering Fair. One annual state fair will be held in the spring. Students shall be invited from the regional fairs on a proportional basis.

Section 3. Number and Timing of Fairs. Regional fairs shall be scheduled at least one month before the state fair so that the winners at regional fairs can consider invitation to the state fair and provide required registration materials. The state fair will be held at least one month prior to the national fair. The number of regional fairs shall be nine (9) initially, and the Board of Directors working with the fair committee may establish a greater or lesser number.

ARTICLE XI

COMMITTEES

Section 1. Executive Committee. The purpose of this committee is to conduct business on behalf of the full board between quarterly meetings, including leading actions to implement the strategic plan and developing the quarterly meeting agendas. Business that arises through the work of this committee that requires a quorum will be sent to the full board for voting.

Committee Makeup: The committee shall include all current board officers including: Chair, Chair Elect, Past Chair, Secretary, and Treasurer. The Executive Director serves as a non-voting ex-officio member.

The committee may invite other board members to attend on an as needed basis to draw on specific expertise in relation to projects.

Operating Procedures: The committee meets personally or virtually at least once per month between quarterly meetings. Executive Committee members may request a special meeting of the committee through the chair and with agreement by the majority of the executive committee. Decisions made by the committee would move forward based on a majority vote of the committee, unless the item of business requires full board approval. Items requiring full board approval will be presented to the full board for a vote.

Section 2. State Fair Committee. The State Fair Committee shall be chaired by the State Fair Director and will include all regional Fair Directors as well as other volunteers from the Board of Directors and larger community. The committee shall be responsible for providing guidance to the regional fairs and the dissemination of information and encouragement to participate.

Section 3. Other Committees. The Chair shall be authorized to appoint committees, with the advice and consent of the Board of Directors, with duties and responsibilities as deemed in the best interest of the organization.

ARTICLE XII

FINANCE

Section 1. Fiscal Year. The fiscal year for the organization shall begin on July 1 and end on June 30.

Section 2. Bonds. The Board of Directors may require such fidelity, surety and performance bonds as shall be deemed necessary and reasonable for the organization.

Section 3. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to officers so authorized by these bylaws, to enter into any contract or execute and deliver any check or instrument in the name of and on behalf of the corporation and such authority may be general or specific.

Section 4. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Budget. The Board of Directors shall approve an annual operating budget for the organization.

Section 6. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, or bequest or devise for the general purposes or for any special purpose of the corporation.

Section 7. Books and Records. The North Carolina Science Fair Foundation shall keep correct and complete books and records of account 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 director or the director's agent or attorney for any proper purpose at any reasonable time.

Section 8. Audit. The financial records and transactions of the organization will be audited by a Certified Public Accountant designated by the Board of Directors as directed by the Board, and a copy of such audit shall be transmitted to each member of the Board of Directors.

**ARTICLE XIII
INDEMNIFICATION**

Section 1. Indemnification. Any officer, director, or employee of the Corporation shall be indemnified and held harmless to the full extent allowed by law.

**ARTICLE XIII
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the North Carolina General Statutes or under the provisions of the article of incorporation or the bylaws of the corporation, and waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

**ARTICLE XIV
EARNINGS OF THE ORGANIZATION**

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 and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE XV
DISSOLUTION**

In the event of dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively with similar educational goals and purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Any such assets not so disposed of shall be disposed of by the North Carolina Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to

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such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

ARTICLE XVI

AMENDMENTS

These bylaws may be amended or repealed by a two-thirds vote of the Board of Directors at any regular or called meeting of the Board of Directors, provided that written notice of the general nature of proposed amendments shall be transmitted to the membership at least seven (7) days in advance of any meeting at which such amendments shall be considered.