

ARTICLE 1 - NAME

The name of this board shall be the SE Raleigh Magnet High School *Engineering Academy of Engineering Advisory Board* ("Advisory Board").

ARTICLE II - PURPOSE AND OBJECTIVES

The Advisory Board is an association, organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, intended to support the SE Raleigh Magnet High School Academy of Engineering and help bridge the gap between the classroom and “the real world”. Specific goals of the Advisory Board include:

1. Develop an understanding and advance the programs of the Academy within the Wake County school system and the community.
2. Provide a volunteer base to support the Academy and assist in providing and soliciting financial support for the Academy’s programs.
3. Help build and enhance relationships between the Academy and the local engineering industry and community.

ARTICLE III - MEMBERSHIP

Section 1. Membership:

1. Membership in the Advisory Board shall be open to all representatives from the Academy’s industrial sponsors, parents of students in the Academy program, and members of the local community. Members of the Board must agree to support the Board’s purpose and to follow these by-laws.
2. The Academy Director shall be considered an *ex officio* Board member. The Academy may also appoint up to two students as additional *ex officio* members. *Ex officio* members shall have all the rights of other Board members except for the right to vote on issues brought before the Board.
3. Members of the Advisory Board shall receive no compensation for their services as Advisory Board members, nor will they be required to pay any dues as a condition of membership.

Section 2. Term of Membership:

1. Parents of students in the Academy program shall be eligible for Advisory Board membership as long as their child remains in the program, and for one year after. All other members shall serve a three-year term which may be renewed by a majority vote of the other Advisory Board members.
2. Any member may resign from the Advisory Board by giving written notice to the

- Chairperson. The resignation will be effective immediately upon receipt of such notice. Resigning members are encouraged to identify and nominate a replacement member.
3. Any member of the Advisory Board who shall fail to attend a minimum of three advanced notice meetings of the Advisory Board in any academic year shall be asked to resign from the Advisory Board. A member will be deemed to have attended a meeting if a duly qualified substitute attends on behalf of the member.
 4. Any Advisory Board member may be asked to resign from the Board at any time, for any reason, by a majority vote of the members of the Board.

Section 3. Membership Requirements:

1. At least two-thirds of the Advisory Board members shall be active members of the local engineering community (which shall be deemed to include engineering educators). No more than two Advisory Board members shall come from a single organization.
2. Eligible individuals shall have completed an ABET-accredited program (or its equivalent) in Engineering or Engineering Technology, or shall otherwise be eligible for Registration in North Carolina as a Professional Engineer.
3. Candidates must be nominated by a member in good standing of the Advisory Board and approved by a majority vote of its members

Section 4. Membership Year:

1. Membership in the Advisory Board will begin on July 1 and continue through June 30 of the following year.
2. New members will be required to participate in the annual planning retreat held in July.

ARTICLE IV - MEETINGS

Section 1 - Schedule

1. The Advisory Board will meet as scheduled by the Chairman, with at least one meeting held during each calendar quarter. All meetings will be announced at least seven days in advance.
2. The Advisory Board shall meet in July to familiarize new members with the Board and to plan the Board's activities for the up-coming school year. This meeting will be announced at least a month in advance.
3. Twenty percent of the Advisory Board's members may request additional meetings at any time by presenting the Chairman with a signed written petition requesting that meeting and stating its purpose.
4. Committee meetings will be held as needed at the discretion of the committee's Chair

and membership.

Section 2 - Quorum

A simple majority of the Advisory Board members shall constitute a quorum for conducting Advisory Board business.

Section 3 - Voting

1. Each active member of the Advisory Board shall be entitled to vote on any issue presented to the Advisory Board. A duly qualified alternate in attendance at a meeting may vote on behalf of a member, but no proxy votes are allowed.
2. Electronic voting may be used to decide issues outside of regular meetings. The Board's Chairman will be responsible for conducting such votes and presenting the results at the next regularly scheduled Board meeting.
3. Whenever a member or officer has a financial or personal interest in any matter coming before the board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the board to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 4 - Agenda and Minutes

1. An agenda for each regularly scheduled meeting will be prepared by the Board's Chairman in cooperation with the Academy Director, and will be published with the meeting announcement. Board members may submit additional items for the agenda, but those submitted after the meeting has been announced will only be considered as time permits.
2. The Board's Chairman will designate a person to record and distribute the minutes of each meeting to all Advisory Board members. Minutes will be distributed at least one week prior to the next Board meeting.

ARTICLE V - OFFICERS

Section 1 - Elections and Terms of Office

1. Officer elections will be held at the annual July planning meeting. New officers will begin their terms with the first regularly scheduled meeting held after this planning meeting. Retiring officers will conclude their terms in office at the end of the July planning meeting.
2. An officer may be re-elected one time to a given office, and he or she may also be elected one time to a different office. However, no individual may serve as an officer for more than six years in any consecutive eight-year period.
3. Elections for the Board's Chairman and Secretary will be held in even-numbered years. Elections for the Board's Vice-Chairman and Treasurer will be held in odd-numbered years.

Section 2 - Chairman

1. The Advisory Board shall elect a Chairman, who shall be a member of the local engineering community as defined in Article III Section 2.1 of these by-laws.
2. The Chairman will be responsible for carrying out the Board's objectives, maintaining communications with the Academy and other interested parties, keeping the membership informed of Board's activities, planning and conducting the Board's meetings, and other activities usually pertaining to the office as described in Robert's Rules of Order.
3. The Chairman may be removed from office by a two-thirds vote of the Advisory Board's full membership. In such an event, he or she will be replaced by the Vice-Chairman for the remainder of the Chairman's term in office.

Section 3 - Vice-Chairman

1. The Advisory Board shall elect one Vice-Chairman, who shall also be a member of the local engineering community as defined in Article III Section 2.1 of these by-laws.
2. The Vice-Chairman will be responsible to the Chairman for those duties and responsibilities assigned to him/her by the Chairman. He or she will also assume the duties and responsibilities of the Chairman if the latter is unable to fulfill those duties for any reason.
3. Should the Vice-Chairman leave office for any reason with six months or more remaining in his or her term of office, a new Vice-Chairman will be elected to fill the remainder of that term at the next regularly scheduled Board meeting.

Section 4 - Secretary

1. The Advisory Board shall elect a Secretary; any Board member in good standing may

serve as Secretary.

2. The Secretary will be responsible for maintaining and distributing accurate records of the Board's activities, including all correspondence to and from the Board.
3. Should the Secretary leave office for any reason, the Chairman will appoint a replacement - with the advice and consent of the other officers - to fill the remainder of the out-going Secretary's term.

Section 5 - Treasurer

1. The Advisory Board shall elect a Treasurer; any Board member in good standing may serve as Treasurer.
2. The Treasurer will be responsible for financial activities of the Board, including keeping accurate records of all transactions, preparing quarterly reports for the other officers, preparing annual reports to be presented to the full Board membership at the annual July planning meeting, filing any required tax documents, and paying any required taxes and fees.
3. Should the Treasurer leave office for any reason, the Chairman will appoint a replacement - with the advice and consent of the other officers - to fill the remainder of the out-going Treasurer's term.

ARTICLE VI - Finances

Section 1 - General

1. The Advisory Board's fiscal year shall run from July 1 through June 30 of the following calendar year.
2. Advisory Board members may request copies of any of the Board's financial reports by submitting their request in writing to the Board's Treasurer. These copies will be delivered within ten days of receipt of such requests.

Section 2 - Audits

1. An audit of the Advisory Board's finances for the preceding fiscal year will be conducted each July, with the results to be presented to the Board at its first regular fall meeting.
2. Audit procedures, including any use of outside accountants, will be determined by the Audit Committee (Article VII) with the advice and consent of the full Board.

Section 3 - Disbursements

1. Disbursements of Advisory Board funds of \$200.00 or less may be authorized by the Treasurer, who shall inform the other Officers of such expenses in a timely manner.

2. Disbursements of Advisory Board funds exceeding \$200.00 must be authorized by two Officers. At least one of these Officers must be either the Chairman or the Treasurer.
3. Disbursements exceeding \$1000.00 shall require a majority vote of Board's full membership.

Section 4 - Other Financial Considerations

1. Regardless of any other provision of these by-laws, the Advisory Board will **not** participate in any activities that are prohibited by (a) an association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
2. Upon dissolution of the Advisory Board, any remaining assets will be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII - Committees

1. An Executive Committee shall be formed that is responsible for carrying out the purposes of the Advisory Board. Its membership shall consist of the four elected Officers of the Board, the Academy Director (acting as an *ex officio* member), and any committee chairs or other members appointed by the Chairman. A new Executive Committee will be formed whenever a new Chairman takes office.
2. An Audit Committee shall be formed that is responsible for the annual audit of the Board's financial records (Article VI Section 2). Its shall consist of three Board members who do not have any signature authority for Board expenses and who shall be elected by the Board's membership.
3. Other committees will be appointed by the Chairman as the need arises. Committees serving a continuous function will be considered Permanent, while committees serving a specific need will be considered Temporary and will have a defined life-span.
3. Committees may also be formed at the request of a majority of the Advisory Board members.

ARTICLE VIII - AMENDMENTS

1. These by-laws may be amended at any regular or special meeting of the Advisory Board by a simple majority vote of all active Board members.

2. These by-laws may be repealed at any regular or special meeting of the Advisory Board by a two-thirds majority vote of all active Board members.

APPROVED Jan. 10, 2012

AMENDMENTS

1. Article I is amended to read as follows:

The name of this board shall be the SE Raleigh Magnet High School Engineering Academy Advisory Board ("Advisory Board").

(Amendment approved Feb. 13, 2013.)

2. Article IV, Section 3, Item 3 is added as follows:

Whenever a member or officer has a financial or personal interest in any matter coming before the board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the board to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

(Amendment approved Mar. 6, 2013.)