

BY-LAWS
OF
THE LOUISVILLE REGIONAL SCIENCE & ENGINEERING FAIR

ARTICLE 1

DEFINITIONS

1.1 Name. The “Corporation” shall mean: Louisville Regional Science & Engineering Fair” of Metro Louisville / Jefferson County its successors and assigns. It may be referred to in these bylaws as “LRSEF”.

1.2 Board. The “Board” shall mean the Board of Directors of the Corporation.

ARTICLE 2

PURPOSE, OBJECTIVES AND GOVERNING INSTRUMENTS

2.1 Purpose. The Purpose of the Corporation is to awaken, promote, and recognize science, mathematics, and engineering talent among our area’s youth and act as a catalyst to promote science, Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws. These By-Laws are to be interpreted consistent with current requirements of Kentucky Revised Statutes.

2.2 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

2.3 Limitations on Activities. In general, this Corporation shall have the power to carry on any other business in connection with or related to the foregoing permitted by law, and shall have and exercise all the powers conferred by present or future laws of Kentucky upon non-profit corporations formed for any and all of the purposes aforesaid. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

ARTICLE 3

MEMBERSHIP

The Corporation shall have no members.

ARTICLE 4

DIRECTORS

4.1 Annual Meeting. The Annual Meeting of the Board shall be held in the first quarter of the Fiscal Year (July 1- September 30) of each year for the purpose of electing Directors, receiving annual reports of the Board and Officers, appointing committee chairs, and for the transaction of such other business as may be brought before the meeting. The Annual Meeting is also open to all volunteers or community members with an interest in the organization.

4.2 Number. The Directors shall consist of a member count representing not less than twenty-five percent (25%) and not greater than fifty percent (50%) of the total number of member counties. There are no county residence requirements with respect to Board of Directors membership. The Board will make every effort to attract and maintain a diverse LRSEF Board. Volunteers with a wide geographic representation, as well as ethnic, gender, and age diversity will be a cornerstone to the organization. Directors with a wide variety of skills and talents in the STEM disciplines, as well as the business world will be sought for LRSEF.

4.3 Election and Term of Office. The term of office of each Director shall be for no more than three (3) years with staggered terms. Details of this staggering shall be determined by the Board. Each Director is eligible for consideration to succeed himself or herself. Directors shall take office upon election.

4.4 Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation. There shall be no financial compensation for service as a volunteer, Director or Officer of the Corporation.

4.5 Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

4.6 Notice of Meetings. It shall be the duty of the Secretary - Chief Technology Officer to communicate notices of at least five (5) days prior to the date of any Board Meeting, ten (10) days prior to the Annual Meeting, to all Directors of the time and place of the Board Meeting. Such communication is to be by oral, written or e-mail means.

4.7 Quorum. A quorum shall be defined as one third of the duly elected Directors of the Board, elected at the Annual Meeting each year. A quorum must be obtained for voting on any actions representing the Board or LRSEF. Emeritus Directors and Special Directors shall not count towards quorum determination.

4.8 Voting. At all meetings of the Board, each Director shall have one vote. A simple majority vote is required to carry a motion, the exceptions being stated herein. In the event that

there is a tie in any vote, the President shall have an additional vote to be the tie-breaker. Emeritus Directors and Special Directors shall not have a vote. Proxy voting is not allowed.

4.9 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

4.10 Removal. Any Director of the Board who has not attended three out of four of the regularly scheduled meetings held during the corporate year, unless excused by the President, shall be subject to a removal vote as a Director at the end of such year. Excused absences shall be reported at meetings and recorded in the minutes. Emeritus Directors shall be exempt from attendance requirements.

4.11 Resignation. An Officer or Director may voluntarily resign by presenting a written statement to the President.

4.12 Advisory Director. There shall be at least one (1) Special Board member nominated each year from the high schools served by LRSEF, this student or students will attend the Board meetings and actively engage in the committee work of LRSEF to ensure that programs and services are responsive to the audience served. The Advisory Director is a Special Board Member and shall not vote at any meeting of the Board.

4.13 SPOG Director. There shall be at least one (1) Special Board member nominated each year from the University of Louisville's Science Policy and Outreach Group (SPOG). This Director will attend the Board meetings and actively engage in the committee work of LRSEF to ensure that programs and services are responsive to the audience served. The SPOG Director is a Special Board Member and shall not vote at any meeting of the Board.

4.14 Emeritus Directors. From time-to-time, the Board may elect individuals as Emeritus Directors in honor of their past distinguished service as members of the Board and their effective counsel. A Director Emeritus shall have no vote at any Board meeting.

ARTICLE 5

OFFICERS

5.1 Election and Qualifications; Term of Office. The Officers of the Corporation shall consist of a President, a Vice President of Education & STEM Advocacy, a Vice-President of Business Affairs, a Secretary- Chief Technology Officer, and a Treasurer. Officers shall be elected at the Annual Meeting by the Board and shall hold office for a term of one year and until such Officer's successor has been elected, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this Article V. Each Officer is eligible for consideration to succeed himself or herself. The elected Officers shall take office upon election. They will hold office until the next Annual Meeting. In addition to the duties of the respective officers specified in the By-Laws, each of them shall perform such further duties as may be

assigned to him/her by the Board. No person shall be elected an officer without first having agreed to serve.

5.2 Vacancies. In the event of resignation, departure, or removal from office, an officer's replacement shall be nominated and elected at the next scheduled Board meeting.

5.3 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board. The President shall be responsible for overall operation of the Corporation and assure appropriate staffing, fundraising, etc. to accomplish the above stated purposes. The President shall meet with the Executive Committee at least quarterly to discuss any pending issues facing the Corporation.

5.4 Powers and Duties of the Vice-Presidents. The Vice President of Education & STEM Advocacy shall oversee activities that involve educational outreach to help others become aware of the annual Science Fair, the state and international competitions. The Vice President of Business Affairs oversees all legal and financial aspects of the nonprofit Corporation, with the full cooperation of the Treasurer.

5.5 Powers and Duties of the Secretary-Chief Technology Officer. The Secretary-Chief Technology Officer shall give all required official notices of the Corporation as specified in these By- Laws and as directed by the President. He/she shall keep all the Corporation minutes. The Secretary shall conduct the correspondence which includes assisting the President and Fair Director/s with correspondence (as requested), keep the records of the Corporation and of the Board (including electronic voting decisions), authenticate records as appropriate, and maintain the organizational roster. The Secretary-Chief Technology Officer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

5.6 Powers and Duties of the Treasurer. The Treasurer prepares the LRSEF budget for approval by the Board with input from other Directors. The Treasurer collects, holds, and disburses all monies and keeps, or causes to be kept and communicated, accurate accounts of the Corporation and reports "status-to-budget" at each regular meeting of the Board. He/she shall pay or cause to be paid, all proper bills on certification of the authority by the President or other duly authorized party or parties. Approval of or revisions to budgets shall be included in the minutes. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

5.7 Delegation. The President, and in his/her absence the Vice-President of Business Affairs, and in his/her absence Vice-President of Education & STEM Advocacy, shall plan the agenda with the Executive Committee and preside at all meetings of the Board. If none of the aforesaid officers are present, the Secretary-Chief Technology Officer shall preside, in the event of his/her absence, the Treasurer shall preside.

5.8 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

5.9 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

5.10 Executive Committee. The Executive Committee shall consist of the President, Vice Presidents, Secretary-Chief Technology Officer, Treasurer, and any immediate Past President who is still serving a duly elected term on the Board. The Executive Committee shall have the responsibility for strategic planning, preparing the agenda for Board meetings, and facilitating the business of the organization requiring attention between Board meetings. Other Board members may be invited to participate in Executive Committee meetings based on the topics under discussion. A quorum for Committee actions shall consist of having 50% +1 members in attendance.

ARTICLE 6

BANK ACCOUNTS, CHECKS, CONTRACTS AND INVESTMENTS

6.1 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

6.2 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, 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. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

6.3 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

6.4 Expense Approval. Once a budget is developed and approved by the Board, expenditures listed in the budget are automatically approved. For necessary spending above and beyond what is explicitly budgeted, the Treasurer and the President shall have the authority to jointly approve discretionary spending up to \$500 per occurrence, not to exceed \$1000 per program year, at which time Executive Committee approval will be required for additional expenditures. The Executive Committee shall have the authority to approve up to \$1000 per occurrence for non-budgeted expenditures in support of the LRSEF mission or operations. The Treasurer shall report any such non-budgeted expenses paid at the next regularly scheduled meeting of the Board. For any non-budgeted expenditures exceeding \$1000 per occurrence, a full Board vote shall be required.

ARTICLE 7

FAIR DIRECTORS

The number of Fair Director/s shall be determined by the Board. Fair Director/s must be duly elected Directors of the Board and shall serve a term of unspecified length at the discretion of the Board. The Fair Director/s shall have general oversight of the operation of the Fair. The Fair Director/s will be the primary contact with The Society for Science & the Public and make arrangements for LRSEF Finalist participation in the annual International Science and Engineering Fair (ISEF). The Fair Director/s shall coordinate participation of the LRSEF official party into “TEAM KENTUCKY” for ISEF. They will also coordinate the nomination of winners to Kentucky Science and Engineering Fair and with all other organizations related to the LRSEF and its awards. This work is accomplished with the help of the Fair Coordination committee. The Fair Director/s shall assist the Board and other volunteers in making contacts with the schools and school personnel about participating in the Fair.

ARTICLE 8

COMMITTEES

8.1 Standing Committees.

8.1.1 Fair Coordination. The Fair Coordination Committee Fair Coordination shall orchestrate all the activities needed to run the annual Science Fair. The committee must include a liaison from the host facility and the fair director/s. This Committee recruits and supervises volunteers to work in many hands-on duties leading up to and on the day of the fair.

8.1.2 Educational Outreach. The Educational Outreach Committee shall have the role of reaching out to new and interested teachers, students and parents in the county service area and helping facilitate participation in LRSEF. Information sessions and training workshops are conducted by the Committee at area schools and other public STEM related venues. This Committee also develops volunteer mentors as to support individual students or groups of students developing projects at schools or informal science settings.

8.1.3 Business & Legal Affairs. The Business & Legal Affairs Committee shall have responsibility for the fiscal and legal oversight for LRSEF. The committee will develop and oversee the annual budget which shall include all phases of hosting the Fair and for sending the Finalists and their sponsoring teachers and other members of the ISEF Official Party to the International Science and Engineering Fair, as well as any other activities of the Corporation approved by vote of the Board.

8.1.4 Marketing, Technology & Advocacy. The Marketing, Technology & Advocacy Committee shall initiate and oversee all publications and social media for LRSEF and also be the liaison for the online registration system for the students and volunteers (currently known as STEM WIZARD). The committee will create timely content relating to the regional fair, the county service area, awards, donors, sponsors, and volunteers. They will maintain contact with the media (television, radio, newspapers, etc.), to keep them informed about LRSEF activities in

order to communicate the Corporation's goals and support in the community. They will coordinate the annual advocacy day in the state capitol and involvement of public officials and other community leaders with LRSEF.

8.1.5 Fundraising. The Fundraising Committee shall have the responsibility for raising the funds needed for cash prizes, awards & incentives for all student participants and for operation of the regional fair. Funds will also be raised annually for the travel awards for students and sponsoring teachers to attend the state science fair and the International Science and Engineering Fair. This includes conducting all grant writing, corporate and Board fundraising, and soliciting awards. This committee will also complete all reports and acknowledgements necessary at year end.

8.1.6 Awards. The Awards Committee is responsible for the collection of and presentation of awards at the Fair including all category and special awards. The Awards Committee is responsible for conducting the awards ceremony and for ensuring students receive awards received. During the Fair, the Awards Committee will work with the Judges Committee to ensure all results are properly tabulated in determining the winners of each category and special award.

8.1.7 Scientific Review & Safety (SRC). The SRC committee consists of a minimum of three (3) members. At least one member shall have a graduate degree in a biomedical science (e.g., Ph.D., M.D., D.V.M., D.D.S., D.O.) and at least one member shall be a science educator at the middle school level or above. The members of the SRC are appointed by the Fair Director/s with approval of the President. The SRC is responsible for online review of research plans and to inspect the safety of projects at the Fair. The SRC and the Fair Director/s shall address project safety as well as any discrepancy in project category placement on the day of the Fair.

8.1.8 Judges. The Judges Committee recruits talent from the broader community with an expertise in the STEM fields to volunteer their time with LRSEF. Judges with academic qualifications are recruited to serve the day of fair as judges in all categories and for the Special Awards. The Committee Chair is responsible for judge orientation and training at the Fair with the assistance of other parties, as needed. The Committee Chair must supervise all judges on the day of the Fair. During the Fair, the Awards Committee will work with the Judges Committee to ensure all results are properly tabulated in determining the winners of each category and special award.

8.2 Committee Chairpersons. With the exception of the SRC as discussed above, the President of the Board shall appoint Committee Chairpersons with the approval of the Board. Committee Chairpersons must be members of the Board but there may be committee volunteers that are not current Board members. Committee Chairs may assist the Board in recruiting committee volunteers.

8.3 Other Committees. Other committees may be appointed or formed at the discretion of the Board.

ARTICLE 9

AMENDMENT OF ARTICLES-OF-INCORPORATION AND/OR BY-LAWS

No alterations or amendments of these By-Laws or the Articles-of-Incorporation shall be made by the Board unless proposed at a meeting of such Board and adopted by a two-thirds majority vote at a subsequent meeting, at which a quorum is present, after at least a thirty (30) day intervening period. Twenty-one (21) days' notice to the Board of such upcoming vote shall be required. Such notice shall include the language proposed for alteration or amendment.

ARTICLE 10

DISSOLUTION

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

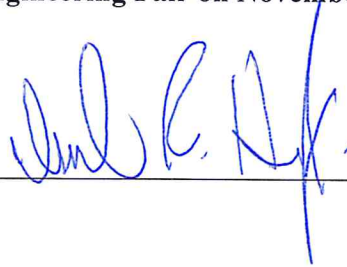
ARTICLE 11

CONSTRUCTION

In the case of any conflict between the Certificate of Incorporation of the Corporation and these By-Laws, the Certificate of Incorporation of the Corporation shall control.

These Bylaws were adopted at a meeting of the Board of Directors of the Louisville Regional Science and Engineering Fair on November 9, 2020.

Secretary-Chief Technology Officer: _____

A handwritten signature in blue ink, appearing to be 'J. E. R.', is written over a horizontal line. The signature is stylized and somewhat cursive.