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Form **990-EZ**Department of the Treasury  
Internal Revenue Service**Short Form  
Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-1150

**2009****Open to Public  
Inspection****A** For the 2009 calendar year, or tax year beginning

7/1

, 2009, and ending

6/30

, 20 10

**B** Check if applicable:

- ☐ Address change  
☐ Name change  
☐ Initial return  
☐ Terminated  
☒ Amended return  
☐ Application pending

Please  
use IRS  
label or  
print or  
type  
See  
Specific  
Instruc-  
tions.**C** Name of organization

Virginia Science Olympiad, Inc.

Number and street (or P.O. box, if mail is not delivered to street address) Room/suite

1036 Northwoods Trail

City or town, state or country, and ZIP + 4

McLean, VA 22102

**D** Employer identification number

26-3207699

**E** Telephone number

703-346-7135

**F** Group Exemption

Number ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

**G** Accounting Method ☒ Cash ☐ Accrual  
Other (specify) ▶

**I** Website: ▶ www.virginiaso.com**J** Tax-exempt status (check only one) — ☒ 501(c) ( 3 ) ◀ (insert no ) ☐ 4947(a)(1) or ☐ 527

**H** Check ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

**K** Check ☒ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts. If \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ 23,431.05**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received . . . . .	1	315.00
	2	Program service revenue including government fees and contracts . . . . .	2	23,116.05
	3	Membership dues and assessments . . . . .	3	0
	4	Investment income . . . . .	4	0
	5a	Gross amount from sale of assets other than inventory . . . . .	5a	0
	b	Less: cost or other basis and sales expenses . . . . .	5b	0
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) . . . . .	5c	0
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/> . . . . .		
	a	Gross revenue (not including \$ _____ of contributions reported on line 1) . . . . .	6a	0
b	Less: direct expenses other than fundraising expenses . . . . .	6b	0	
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a) . . . . .	6c	0	
7a	Gross sales of inventory, less returns and allowances . . . . .	7a		
b	Less: cost of goods sold . . . . .	7b		
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a) . . . . .	7c	0	
8	Other revenue (describe ▶ _____) . . . . .	8	0	
9	<b>Total revenue.</b> Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 . . . . .	9	23,431.05	
Expenses	10	Grants and similar amounts paid (attach schedule) . . . . .	10	0
	11	Benefits paid to or for members . . . . .	11	0
	12	Salaries, other compensation, and employee benefits . . . . .	12	0
	13	Professional fees and other payments to independent contractors . . . . .	13	0
	14	Occupancy, rent, utilities, and maintenance . . . . .	14	0
	15	Printing, publications, postage, and shipping . . . . .	15	100.00
	16	Other expenses (describe ▶ See attached statement) . . . . .	16	20,497.75
17	<b>Total expenses.</b> Add lines 10 through 16 . . . . .	17	20,597.75	
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9) . . . . .	18	2,833.30
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return) . . . . .	19	3510.00
	20	Other changes in net assets or fund balances (attach explanation) . . . . .	20	628.60
	21	<b>Net assets or fund balances at end of year.</b> Combine lines 18 through 20 . . . . .	21	6,971.90

**Part II Balance Sheets.** If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments . . . . .	3,510.00	22 6,971.90
23 Land and buildings . . . . .	0	23 0
24 Other assets (describe ▶ _____) . . . . .	0	24 0
25 <b>Total assets</b> . . . . .	3,510.00	25 6,971.90
26 <b>Total liabilities</b> (describe ▶ _____) . . . . .	0	26 0
27 <b>Net assets or fund balances</b> (line 27 of column (B) must agree with line 21) . . . . .	3,510.00	27 6,971.90

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No 106421

Form **990-EZ** (2009)

SCANNED JAN 20 2011

21

## Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

28	Engage students in science through team based competitive tournaments. Approximately, 600 students participate in experiments, chemistry labs and knowledge based tests.		
	(Grants \$ ) If this amount includes foreign grants, check here . . . . . ► <input type="checkbox"/>	28a	20,597.75
29			
	(Grants \$ ) If this amount includes foreign grants, check here . . . . . ► <input type="checkbox"/>	29a	
30			
	(Grants \$ ) If this amount includes foreign grants, check here . . . . . ► <input type="checkbox"/>	30a	
31	Other program services (attach schedule) . . . . .		
	(Grants \$ ) If this amount includes foreign grants, check here . . . . . ► <input type="checkbox"/>	31a	
32	<b>Total program service expenses</b> (add lines 28a through 31a) . . . . . ►	32	20,597.75

[illegible]

**Part V Other Information** (Note the statement requirements in the instructions for Part V.)

	Yes	No
<b>33</b> Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity . . . . .		✓
<b>34</b> Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes . . . . .	✓	
<b>35</b> If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
<b>a</b> Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements? . . . . .		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>36</b> Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N . . . . .		✓
<b>37a</b> Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ <b>37a</b> _____		
<b>b</b> Did the organization file <b>Form 1120-POL</b> for this year? . . . . .		✓
<b>38a</b> Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return? . . . . .		✓
<b>b</b> If "Yes," complete Schedule L, Part II and enter the total amount involved . . . . . <b>38b</b> _____		
<b>39</b> Section 501(c)(7) organizations. Enter:		
<b>a</b> Initiation fees and capital contributions included on line 9 . . . . . <b>39a</b> _____		
<b>b</b> Gross receipts, included on line 9, for public use of club facilities . . . . . <b>39b</b> _____		
<b>40a</b> Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ _____ ; section 4912 ▶ _____ ; section 4955 ▶ _____		
<b>b</b> Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I . . . . .		✓
<b>c</b> Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 . . . . . ▶ _____		
<b>d</b> Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization . . . . . ▶ _____		
<b>e</b> All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T. . . . .		✓
<b>41</b> List the states with which a copy of this return is filed. ▶ <u>Virginia</u>		
<b>42a</b> The organization's books are in care of ▶ <u>Faranak Naghavi</u> Telephone no. ▶ <u>703-847-0430</u> Located at ▶ <u>6182 Hardy Drive, McLean, VA</u> ZIP + 4 ▶ <u>22101</u>		
<b>b</b> At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .	Yes	No
If "Yes," enter the name of the foreign country: ▶ _____		✓
See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</b> .		
<b>c</b> At any time during the calendar year, did the organization maintain an office outside of the U.S.? . . . . .		✓
If "Yes," enter the name of the foreign country: ▶ _____		
<b>43</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year . . . . . ▶ <b>43</b> _____ N/A		
<b>44</b> Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ . . . . .	Yes	No
<b>44</b> _____		✓
<b>45</b> Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ . . . . .	Yes	No
<b>45</b> _____		✓

**Part VI**

**Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

	Yes	No
<b>46</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .	<b>46</b>	<input checked="" type="checkbox"/>
<b>47</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II . . . . .	<b>47</b>	<input checked="" type="checkbox"/>
<b>48</b> Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .	<b>48</b>	<input checked="" type="checkbox"/>
<b>49a</b> Did the organization make any transfers to an exempt non-charitable related organization? . . . . .	<b>49a</b>	<input checked="" type="checkbox"/>
<b>b</b> If "Yes," was the related organization a section 527 organization? . . . . .	<b>49b</b>	<input checked="" type="checkbox"/>

**50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

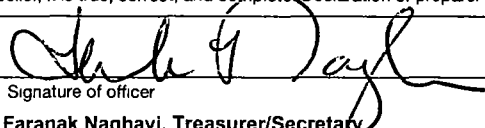

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

**f** Total number of other employees paid over \$100,000 . . . . . ▶

**51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

**d** Total number of other independent contractors each receiving over \$100,000 . . . . . ▶

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.				
	 Signature of officer		Date <u>1-3-11</u>		
<b>Paid Preparer's Use Only</b>	Preparer's signature  Firm's name (or yours if self-employed), address, and ZIP + 4		Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See instructions)
	EIN		Phone no		
	May the IRS discuss this return with the preparer shown above? See instructions . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				

Department of the Treasury  
Internal Revenue Service

**Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.**

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2009

**Open to Public Inspection**

Name of the organization

**Virginia Science Olympiad, Inc.**

Employer identification number

26 : 3207699

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: \_\_\_\_\_
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vii).** (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33⅓ % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33⅓ % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.  
a ☐ Type I      b ☐ Type II      c ☐ Type III—Functionally integrated      d ☐ Type III—Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box \_\_\_\_\_ ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? . . . . .

**(ii) A family member of a person described in (i) above?**

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

#### h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

**Part II** **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	NA	NA	NA	0	23,431.05	23,431.05
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	NA	NA	NA	0	0	
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge	NA	NA	NA	0	0	
<b>4 Total.</b> Add lines 1 through 3	NA	NA	NA	0	23,431.05	23,431.05
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
<b>6 Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>7</b> Amounts from line 4	NA	NA	NA	0	0	
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	NA	NA	NA	0	0	
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on	NA	NA	NA	0	0	
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	NA	NA	NA	0	0	
<b>11 Total support.</b> Add lines 7 through 10						0
<b>12</b> Gross receipts from related activities, etc. (see instructions)					12	23,431.05
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> <input checked="" type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
<b>15</b> Public support percentage from 2008 Schedule A, Part II, line 14	15	%
<b>16a 33⅓% support test—2009.</b> If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>b 33⅓% support test—2008.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>17a 10%-facts-and-circumstances test—2009.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>b 10%-facts-and-circumstances test—2008.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support</b> (Subtract line 7c from line 6)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	%
<b>16</b> Public support percentage from 2008 Schedule A, Part III, line 15	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	%
<b>18</b> Investment income percentage from 2008 Schedule A, Part III, line 17	<b>18</b>	%

**19a 33⅓% support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33⅓%, and line 17 is not more than 33⅓%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

**b 33⅓% support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33⅓%, and line 18 is not more than 33⅓%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐



**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

[illegible]

November 10, 2010

TO WHOMSOEVER IT MAY CONCERN

I certify that the attached Bylaws of Virginia Science Olympiad, Inc. are complete and accurate conformed copies of the original.

Sincerely,

A handwritten signature in black ink, appearing to read 'Faranak Naghavi', written in a cursive style.

Faranak Naghavi  
Treasurer and Secretary  
Virginia Science Olympiad, Inc.

## **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 17, 2010. This document supersedes the original Bylaws certified by the VASO Board of Directors as of August 18, 2008.

### **Article I – Name, Affiliation and Mission**

**Section 1. Name:** The name of this corporation shall be Virginia Science Olympiad (hereafter referred to as VASO).

**Section 2. Affiliation:** VASO is an affiliate of Science Olympiad.

**Section 3. Mission:** In order to advance and develop science education, the primary mission of VASO is to:

- 3.1** Increase K-12 student interest and success in the sciences;
- 3.2** Improve community perception of science and recognize talented students and dedicated teachers in science education through teamwork and competition;
- 3.3** Conduct events so as to improve the quality of science education;
- 3.4** Organize regional and state VASO tournaments and provide encouragement and information to potential participants;
- 3.5** Encourage and develop relationships between science educators, science students and science-related industry;
- 3.6** Represent VASO to and cooperate with Science Olympiad, the National-level organization;
- 3.7** Provide financial support through fundraising efforts for the foregoing purposes;
- 3.8** Coordinate with commonwealth and local agencies and organizations to promote and build support for VASO.

### **Article II – Membership**

**Section 1. Classes and election of members.** VASO shall have three classes of members. Membership to VASO shall be renewed annually. The designation of each class and the qualifications of the members of each class follow:

**1.1 Regular members:** Regular members shall consist of all schools and academic institutions in the commonwealth of Virginia that submit an annual registration fee to Science Olympiad. Regular membership entitles schools and academic institutions to receive Virginia Science Olympiad publications and enter VASO competitions. There shall be two divisions of regular members:

- B. Grades 5 - 9
- C. Grades 9 - 12

**1.2 Honorary members:** Honorary membership may be bestowed annually upon a donor to VASO upon the discretion of the Board of Directors. Honorary members will be entitled to one vote per individual or organization making the donation and be entitled to receive VASO publications.

**Section 2. Membership year.** The membership year shall begin July 1 and end June 30.

**Section 3. Dues.** All dues will be set by the VASO Board of Directors and are refundable at the discretion of the Board of Directors.

**Section 4. Voting.** All members shall have voting rights at the annual meeting. These voting rights shall pertain to election of the Board of Directors and any proposed change to the bylaws and any other business as presented by the Board of Directors to the membership for a vote. Each membership fee entitles a member to one vote, which is not transferable. Voting may be conducted by mail or email.

**4.1 Voting Procedures:** Ballots will be distributed 25 days prior to the meeting and must be postmarked or timestamped no later than 10 days 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.

**4.2 Voting Clarifications:**

1. A simple majority of the number of votes cast is required for the election of board members.
2. Ties: To settle ties, a vote is to be held on the individuals that tied by the members present at the meeting. A second tie is to be broken by a vote of the board members present.
3. Coaches who are also Board members may only cast one vote.

## **Article III – Board of Directors**

**Section 1. General Powers.** The affairs of VASO shall be managed by or under the direction of its Board of Directors. Each board member shall have one vote at all meetings including the annual meeting when electing the following year's Board of Directors.

**Section 2. Number, Tenure and Qualifications.** The number of Board Members shall be nine. Eight Board Members shall be elected at the Annual Meeting to staggered two-year terms, the ninth being the position of the State Director, as employed by the Board. Four regular Board positions plus any vacated position will be elected each year with the exception to the initial election. The goal of this organization is to form a Board of Directors that represents as many geographical areas of the Commonwealth as possible. It is also our goal to provide diverse representation within the Board of Directors including science team coaches in each division, regional tournament directors, the state tournament director, the business community, parents, alumni, and other interested adults.

**2.1 Initial Election.** The original Board of Directors shall be elected to staggered terms as follows:

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

**Section 3. Nominations for Board of Positions.** Nominations from the membership shall be made to the Board of Directors. Nominations must be in writing and received at the VASO address of record 60 days prior to the annual meeting. The Secretary shall prepare the slate of nominees and mail it to the membership in advance of the annual meeting.

**Section 4. Annual Meeting.** The annual meeting of the Board of Directors and membership shall be held during the summer months at a time and place to be determined by the Board of Directors. Notice of the annual meeting will be sent to membership 90 days in advance by the Secretary. The Annual Meeting Agenda will be as follows:

- Call meeting to order, Introductions
- Secretary's report on the proof of notice of annual meeting
- Chairperson of the Board's Annual Report
- Vote on the slate of Board of Directors
- Other Business
- Adjournment
- Executive session to elect officers of the Board

**Section 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. Members of the Board 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 hear each other at the same time. Such a meeting shall be considered a duly held meeting of the Board and participation by such means shall constitute presence in person at the meeting.

**Section 6. Notice.** Notice of any regular meetings of the Board of Directors shall be given at least five (5) days previous thereto by written notice to each Board Member at his or her address as shown by the records of the corporation.

**Section 7. Quorum.** A majority of the members sitting on the Board shall constitute a quorum. For the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Board Members are present at said meeting, a majority of the Board Members present may adjourn the meeting to another time without further notice.

**Section 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 and approved by the State Director and the Chairperson in writing.

**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 as specified by state and federal statutes. Removal of a Board Member requires a two-thirds majority by the Board. Nonattendance at three consecutive meetings will be cause for automatic removal from the Board. Board position vacancies may be filled by an appointment by the Board of Directors until election at the next annual meeting.

**Section 10. Presumption of Assent.** A Board Member of the corporation who is present at the meeting of the Board of Directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail or confirmed email to the Secretary of the corporation within three days after the adjournment of the meeting.

#### **Article IV – Names of Offices, Terms, Duties**

**Section 1. Officers.** The following shall be required officer positions of VASO: Chairperson, Vice Chairperson, Secretary and Treasurer. These officers must be Board Members. The responsibilities of the aforementioned officers are defined in Article IV Section 3, Section 4, Section 5, Section 6 and Section 7. 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.

**Section 2. Term of Office.** Each officer shall hold office for one year commencing and ending at the annual meeting, or sooner upon his or her resignation or removal.

**Section 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.

**Section 4. Duties of the Vice Chairperson.** In the event that the Chairperson directs or is unavailable to perform his or her duties, the Vice Chairperson shall perform the duties listed under Section 3.

**Section 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 him or her by the Board of Directors.

**Section 6. Duties of the Treasurer.** The Treasurer shall be the principal accounting and financial officer of VASO. He or she 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 him or her by the Board of Directors.

**Section 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**

**Section 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.

**Section 2. State Tournament.** There shall be one annual State Tournament to be held in the spring. Should it become necessary to limit the number of teams that will advance from each Regional Tournament to the State Tournament, the number of teams advancing from each Regional Tournament will be proportional to the number of teams participating at that tournament, as described by the following formula:

$$\begin{aligned} \text{\# teams advancing from a Regional Tournament} = \\ \frac{(\text{\# teams at that Regional Tournament} / \text{total \# teams participating across all Regional Tournaments})}{\times (\text{\# teams allowed at the State Tournament})} \end{aligned}$$

The resulting number will be rounded down to the next lower whole number. However, if the total then falls below the limit of the number of teams allowed at the State Tournament, then the number will be rounded up to the next higher whole number beginning with the number with the largest fractional component until the limit has been reached.

## **Article VI – Contract, Checks, Deposits and Funds**

**Section 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 made in writing by the Treasurer upon instruction by the Board of Directors.

**Section 2. Checks, Drafts, Etc.** A written spending policy must be set forth by the Board of Directors. All checks, drafts or other orders of the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be agreed to in writing by both the State Director or and the Treasurer, but may be signed by any designated officer of the corporation unless otherwise specified in the written spending policy.

**Section 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.

**Section 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.

**Section 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 his or her 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 Membership. The aforementioned procedure shall require the approval of two-thirds of the Board of Directors and a majority of the votes casted by the Membership. 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 – Limiting Number of Teams**

The number of teams from one school that may advance from a Regional Tournament to the State Tournament is limited to one.

### **Article XIII – 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.

### **Certificate of Amendment**

These Bylaws of Virginia Science Olympiad were amended to incorporate those material changes discussed and passed unanimously by vote of VASO Membership during the Annual Meeting held on June 17, 2010. 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 17, 2010.

FARANAK NAGHAVI

Faranak Naghavi, VASO Secretary and Treasurer

ANIRUDH KHANDELWAL

Anirudh Khandelwal, Chairperson

ANITA SAHAI

Anita Sahai, Vice Chairperson

CATHERINE WILLIAMS

Catherine Williams, Regional Director

LEAH PUHLICK

Leah Puhlick, Regional Director

OWEN LYNCH

Owen Lynch, Board Member

ANN GRAY

Ann Gray, Board Member

## Part I, Line 16(990-EZ) - Other Expenses

1	Membership Dues to National	4620 00
2	Awards	2,490 00
3	Insurance	
4	Office Supplies	
5	Event Supplies	1,132 00
6	Event Location Use Fees	2,788 00
7	Meals at the State tournament	3,942 00
8	Travel	600 00
9	Copy	
10	Damage Fees	44 00
11	Gift Cards	110 00
12	Accounting	200 00
13	Legal	
14	Equipment purchases	
15	Background check fees	
16	Sotrage Fees	
17	Other	4,571.75

**\$ 20,497.75**