

First State Robotics, Inc. Bylaws

Submitted to the Board of Directors June 2009.

ARTICLE I. NAME and PURPOSE

Section A. Organization Name

The name of this organization is First State Robotics, Inc. The registered office of the organization is in New Castle County, Delaware. In this document, First State Robotics, Inc. (FSR) shall be referred to as “the Corporation.”

Section B. Non-Profit Status

The Corporation is a public, nonprofit educational charitable organization under Section 501 (c)(3) of the Internal Revenue Code of 1986. The Corporation is not organized for profit. No part of their net earnings will benefit any committee member, staff, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. This Corporation shall issue no capital stock

Section C. Governance and Management of Corporation

The Board of Directors (Board) manages the organization. The Board sets policies within the limits of these bylaws.

Section D. Purpose

The organization is organized exclusively for charitable and educational purposes within Section 501 (c)(3) of the Internal Revenue code of 1986, as amended, and may make expenditures for its purpose. The Corporation’s purpose is to promote interest in science and technology to students in the greater Delaware area through participation in FIRST (For Inspiration and Recognition of Science and Technology) programs and related activities.

Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for one or more of the following purposes: charitable, scientific, or educational, as specified in section 501(c)(3) of the Internal Revenue code of 1986, and shall not carry on any activities not permitted by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue code of 1986.

Section E. Equal Opportunity

The Corporation offers equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, physical or mental impairment.

Section F. Delaware Nonprofit Corporations Act

The Corporation shall exercise all the powers conferred upon corporations formed under the State of Delaware’s Nonprofit Corporation Act in order to accomplish its charitable and educational purposes, including, but not limited to, the power to accept contributions of money or property, whether real or personal, or any interest therein, wherever situated.

ARTICLE II. BOARD of DIRECTORS

Section A. Duties and Responsibilities

The management of the Corporation shall be vested in a Board of Directors, hereinafter referred to in this document as the Board, The Board carries out the purpose and objectives of the Corporation, and may exercise all powers of the Corporation. The Board sets policy for Corporation operation; approves the strategic plan, annual plan, and budget; authorizes new committees; and performs other duties.

Section B. Membership

Board membership consists of no less than five (5) nor more than nine (9) members to be elected as prescribed below.

1. President: As Chief Executive Officer, the President manages the organization according to these bylaws and the laws of Delaware. The President presides at, and sets the agenda for, Board meetings, except as noted in Article VI of these bylaws.
2. Vice President: The Vice President acts for the President in the President's absence, provides leadership continuity, serves as chairperson of the nominating committee and election process, and performs other duties as requested by the President.
3. Past President: The Past President works on special projects for the chapter and serves in an advisory capacity to the President and Board.
4. Director of Finance: The Director of Finance, as treasurer, oversees financial transactions and reports on the Corporation's financial condition at Board meetings and at the President's request.
5. Secretary: The Secretary keeps all non-financial records of the organization and documents requested by the President.
6. Program Directors: Program Directors include Director of FIRST Robotics Competition (FRC) Programs, Director of FIRST Tech Challenge (FTC) Programs, Director of FIRST LEGO League (FLL) Programs
7. Board Members: Board members will share responsibility to manage tasks required of the Corporation.

Section D. Terms

Board members are elected to serve a three-year term and are expected to serve the duration of their term. By a formal motion and majority vote, the Board may extend the terms of individual Board members in the best interest of the Corporation.

Officers will be elected at the Annual Meeting.

Section E. Conduct of Corporation Business

1. A majority of Board members will constitute a quorum at any Board meeting. If a quorum is not present, those members present may adjourn until a quorum is present
2. The act of the majority of voting Board members present at a meeting where a quorum is present will be the act of the Board unless a greater proportion is required by law Corporation bylaws.

Section F. Meetings

The annual meeting of the Board shall be held on the third Monday in July. In addition, the Board will meet once per quarter on the fourth Monday of May, August, November, and February. Written notice, including all agenda and discussion items, shall be communicated to all Directors at least 10 days before the meeting.

Section G. Discipline and Removal of Board Members

1. All Board Members must read and sign the "**Board Member Statement of Responsibilities.**" Any violation of the terms of this statement may be sufficient cause for discipline or removal of a

Board member. Board Member practices may be examined and members may be removed according to the "Board Member Discipline Policy."

2. Any Board member, who shall be absent from three meetings in a year without presenting satisfactory reasons shall be deemed to have resigned from the Board and shall cease to be a member thereof, subject to reinstatement by majority vote of the Board.

Section H. Vacancies

1. When a board position becomes vacant, the President may, appoint a replacement to serve the rest of the term with Board majority vote at any duly convened meeting.
2. If the President's office is vacated, the Vice President will assume the position and its responsibilities. If both President and Vice President offices become vacant simultaneously, the Treasurer will convene the Board to select a Board member to assume the duties and responsibilities of the President until a special election by the membership can be held. Approval of an interim President will require a majority vote of the Board.

ARTICLE III. ELECTION of BOARD MEMBERS

Section A. Nominating Committee

In the quarter prior to the annual election, the Vice President will convene and chair a Nominating Committee, and, comprised of at least one other Board member.

Section B. Slate of Candidates

This slate of candidates will be brought before the Board and voted upon at the May quarterly meeting.

Section C. Elections

Board members will be elected by a majority of Board members voting.

ARTICLE IV. FINANCIAL REVIEW

Section A. Internal Review

The Financial Review Committee will conduct a review of financial management practices annually and will report findings to the Board. The committee will consist of three members. The Director of Finance will not be eligible to serve on the Financial Review Committee, but will provide the committee any and all records needed to complete a review of chapter finances.

Section B. External Review

An external review of financial management practices will be conducted by a Certified Public Accountant biannually. The Director of Finance will provide any and all records needed to complete a review of chapter finances.

Section C. Results of Financial Reviews

Highlights of the financial reviews will be posted on the web site. A copy of the financial review will be available upon written request.

ARTICLE V. COMMITTEES

Section A. Committees

The Board may establish or disband committees, in addition to those specified in these bylaws. All committees are subject to the oversight, direction, and authorization of the Board.

ARTICLE VI. SPECIAL BOARD MEETINGS of the CORPORATION

Section A. Special Meetings

Special meetings may be called by the President or any Board member at any time with agreement of at least three other Board members.

Section B. Reason for Special Meetings

Board member(s) who call for a special meeting must specify the reason for the meeting. Business at the special meeting will be limited to the topic specified.

Section C. Quorum for Special Meetings

Quorum requirements for special meetings shall be the same as regular Board meetings.

Section D. Presiding at Special Meetings

The President presides at a special meeting, unless the President has a conflict of interest regarding the reason such a meeting has been called. In that case, the Board members calling the special meeting will select an individual by majority vote to preside at the meeting.

Section E. Voting at Special Meetings

A majority vote of Board members present will be sufficient to carry a motion, provided that such a motion complies with these bylaws.

Section F. Minutes of Special Meetings

Minutes of a special meeting will be available to Corporation members upon request.

ARTICLE VII. INDEMNIFICATION

Section A. Indemnification

Any person, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified against expenses, including attorney's fees, judgments, fines, and amount paid in settlement actually and reasonably incurred by him or her in connection with any action, suit, or proceeding to the full extent provided under subsections (a) through (e) of Section 145 of the General Corporation Law of the State of Delaware, provided that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation.

The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which any such director, officer, employee, or agent may be entitled under any other By-Law, agreement, vote of disinterested trustees, or otherwise, and shall continue as to a person, who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Such indemnification shall be available to the individual prior to the commencement or at the conclusions of such actions.

ARTICLE VIII. CHANGE of BYLAWS

Section A. Proposed Changes

The Board may initiate proposed changes of these bylaws with majority agreement.

Section B. Notice of Changes

Notice of proposed changes to these bylaws must be sent to the Board at least 7 days before voting on such measures.

Section C. Ratification of Changes

Changes must be ratified by a majority of Board members.

Section D. Notification of Ratification

Notice of ratified changes will be sent to all Board members no later than 30 days following adoption

ARTICLE IX. DISSOLUTION of CHAPTER and LIQUIDATION of ASSETS

Section A. Dissolution

The Corporation may be dissolved by a vote of 2/3 of Board members. Upon dissolution of the chapter, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made, any or all property on loan or lease to the Corporation shall be returned promptly to the respective lender or lessor, and any or all of the Corporation's remaining property and assets will be distributed at the discretion of the Board to one or more organizations that are organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of sections 501(c)(3) and 170 (c)(2)(B) of the Internal Revenue Code of 1986, as amended, and shall not inure to the benefit of any member, officer, director, or individual connected with the Corporation nor shall any part thereof inure to the benefit of any individual or corporation, as substantial part of the activities of whom or which consists of attempting to influence legislation; nor in any event shall any property be held by the Corporation be returned to any donor or benefactor thereof.