

# Rochester Community Robotics, Inc. By-Laws

## Article I. - Organization

This organization shall be known as Rochester Community Robotics, Inc. It is a not-for-profit Corporation with its principal office in Monroe County, New York. In this document it shall be referred to as the Corporation.

## Article II. - Purpose

The Corporation's purposes are as set forth in its Certificate of Incorporation and restated below. The general purpose shall be to create an organization for the Rochester community that promotes the ideals of the educationally based U.S. FIRST Foundation ([www.usfirst.org](http://www.usfirst.org)) through the growth, support and mentoring of robotics teams ~~interested in participating in the~~ and the support of U.S. FIRST ~~Robotics~~ competitions and related activities. The robotics teams are made up of pre-college students interested in science, technology, math and engineering programs. The Corporation will provide formal assistance to existing and new ~~high school FIRST robotics~~ teams in the Rochester area to ensure their future viability. The assistance will be in the form of mentoring, management support and financial oversight in addition to general guidance for applying science and technology to real life situations. . The Corporation may perform fund raising activities that support the purposes of the organization (e.g., fund raising for local events, providing scholarships to students, providing financial aid to teams, etc.). ~~The Corporation will not be directly responsible for significant fund raising activities for individual teams. Individuals and teams shall be responsible for raising a majority their own team's funds, but the Corporation shall provide guidance on how to raise funds if requested and~~ **the Corporation may raise funds to be used to further advance the purpose of the corporation.** The Corporation will provide an efficient mechanism for collecting funds (e.g., donations) from various sources and distributing those funds to specific teams following proper accounting procedures. The lawful public objective is to ultimately increase the number of students pursuing careers in science and technology.

The Corporation shall not discriminate on the basis of race, sex, religion, national origin, or sexual orientation, either in its membership or governance policies and practices or in the recipients on its action. The Corporation shall exercise all the powers conferred upon corporations formed under New York State's Not-for-Profit Corporation Law 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.

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 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. "Notwithstanding any

## Rochester Community Robotics, Inc. By-Laws

other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

### **Article III. - Membership**

The management of this Corporation shall be vested in a Board of Directors, hereinafter referred to in this document as Directors, consisting of no less than three (3) or more than fifteen (15) members to be elected as prescribed below. Directors shall be chosen to reflect the constituency of the Corporation and to generally represent the local robotics teams, technical community, educators, and the interested public.

The Directors shall vote on whether a local robotics team can be added or removed. A simple majority vote of Directors is required for a team to be added or removed. Each team that is officially approved must annually agree to the team rules and regulations by having the team leader sign a formal agreement that states that the team will follow the Corporation's By-Laws and documented accounting procedures for the funds received from the Corporation.

The Board of Directors shall assume the management of the Corporation. It shall receive and act upon all committee reports and those of its Officers and Staff. It shall determine the policies of the administration and operation, and assume financial responsibility of the Corporation including the disbursement of funds.

Each Director will serve as a working member of one or more Action Committees, as appointed by the Chair.

In instances of vacancies, new Directors shall be elected by a majority vote of the Board of Directors at any duly convened meeting, provided that the noticed thereof contains a statement of the proposed nomination. The regular term for a Director shall be two (2) years from the date of election. By a formal motion and majority vote, the Directors may extend the terms of individual members of the Board (Corporation) in the best interest of the Corporation. For the first year of operations, Directors who are not an Officer of the Corporation shall serve a one (1) year term.

The Nominating Committee shall report its recommendations to the Board of Directors in the notice of the meeting at which the nominations will be considered.

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

An Annual Meeting of the Organization shall be held each year. Written notice, including all agenda, of all meetings shall be communicated to all Directors at least ten (10) days prior to the date for such meeting.

The Meetings of the Directors and all Committees or Subcommittees shall have a quorum of the Board of Directors or any of its Committees or Subcommittees to be present in order to act. Each Director is entitled to vote and shall have one vote each. A quorum shall be a majority of those entitled to vote.

## Rochester Community Robotics, Inc. By-Laws

The Directors may appoint ex-officio members as they desire. All ex-officio appointments shall be reviewed annually by the Directors, and no ex-officio member attending a Board of Directors meeting shall be entitled to vote or be counted for quorum purposes. If no longer eligible to serve as a Director due to term limitations, the immediate past Chair shall become an ex-officio member when his or her elected term expires.

### **Article IV. - Officers**

The Officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, each of whom shall be elected for a term of two (2) years. By a formal motion and majority vote, the Directors may extend the terms of individual officers of the Board in the best interest of the Corporation. Officers shall by virtue of their office be members of the Board of Directors.

The Officers will be elected by majority vote of the Directors from their number at its first session. The Nominating Committee shall report its recommendations for such positions to the Directors in the notice of the meeting at which the nominations will be considered. Additional nominations may be made by any Director with the consent of the nominee. Officers shall assume office at the adjournment of the meeting in which they were elected.

The duties of the Officers shall be as follows:

The Chair shall preside at all meetings of the Board of Directors and its Executive Committee. He or she shall appoint all Action Committees, be an ex-officio member of each committee, and perform all the usual functions of the president of a 501 (c)(3) not-for-profit corporation.

The Vice-Chair shall assume the duties of the Chair in the event of the absence of the Chair or his or her inability or refusal to carry out such duties.

The Secretary shall be in charge of all official minutes, correspondence, and other records of the Board of Directors, and shall send out notices as may be required by the Directors.

The Treasurer shall keep an accurate record of all monies received and disbursed by the Corporation. At each Annual Meeting, the Treasurer shall submit a written report for the fiscal year just ended. For the first year of operations, the Treasurer shall document the accounting procedures used by team members. Thereafter, the Treasurer shall be responsible to ensure the procedures are followed.

An officer may be removed for misfeasance, malfeasance, or nonfeasance upon the vote of three-fourths of the Directors.

Any vacancy in any office due to any cause whatsoever shall be filled by the Directors at a duly convened meeting. At the discretion of the Directors, the period of such appointment may be either until the next annual election of the officers or for the remainder of the current two (2) year term. Should the Directors designate the period of appointment to be until the next annual election of officers, the time period will not be counted as time in office for that individual.

### **Article V. Committees and Fellows**

## Rochester Community Robotics, Inc. By-Laws

An Advisory Committee of citizens with broad community experience may be convened by the Board of Directors. It shall meet as necessary to review the policies and principles of the Corporation and suggest strategies by which the Corporation could improve its effectiveness in carrying out its mission. Advisory Committee members shall be elected by majority vote of the Directors at any duly convened meeting and the Directors shall review the membership of the Committee annually. The Advisory Committee may appoint a Chair, at its pleasure.

Anyone may propose, or the Board of Directors may by resolution designate, Action Committees. An Action Committee shall have and may exercise powers as provided by the Board of Directors and shall become recognized when the Board of Directors Chair appoints a Director as a chair of the Action Committee. There may be standing, ad hoc, and advisory Action Committees. Such Action Committees may include an Audit Committee, and various functional committees. The chair and members of such committees shall be appointed by the Chair with the approval of the Directors and shall continue in office at the pleasure of the Chair and the Directors.

The Directors may by resolution designate Program Boards. Program Boards will be responsible for creating and implementing the programs of the Corporation and shall have and may exercise powers as appointed by the Board of Directors and shall become recognized when the Board of Directors Chair appoints a Director or Staff member as a Liaison to the Program Board. The appointed Liaison is responsible for representing Board of Directors policy and principles to the Program Board, bringing policy issued to the Board of Directors on behalf of the Program Board, and communicating relevant deliberations and decisions of the Program Board to other Liaisons. Any conflicts arising between Program Boards will be reconciled by a panel consisting of the chairs, the Liaisons, and a Director appointed by the Chair of the Board of Directors. Program Boards may act independently, provided such actions and their purposes are aligned with the principles and practices of the Organization and the resources are within the approved budget.

The Nominating Committee will be appointed by the Chair of the Board of Directors and may include up to two Directors and three other individuals representing the diversity of the Corporation's constituency.

The committees shall meet as deemed necessary, keep regular minutes of their proceedings, and report to the Board of Directors when required. Each committee chair shall render to the Directors an annual written report of the activities of his or her respective committee by July 1.

# Rochester Community Robotics, Inc. By-Laws

## **Article VI. Financial Matters**

The fiscal year will be July 1<sup>st</sup> to June 30<sup>th</sup>. The Directors will approve an annual operating budget for the Corporation. The Treasurer will present a financial report at each regular meeting of the Directors. The Directors will create an Audit Committee, consisting of at least two members who are not Officers of the Corporation, to periodically review the books and implementation of accounting procedures and perform an audit at the close of the fiscal year. For the first year of operations, the Audit Committee may obtain the services of a Certified Public Accountant to ensure proper accounting procedures are being implemented and followed. It will be up to the discretion of the Directors whether an annual audit will be conducted by a Certified Public Accountant at the close of the fiscal year.

## **Article VII. Compensation/Salaries**

No Director, including Officers, shall receive any salary or compensation. All Directors shall be volunteers and no compensation will be given to any Board member. In addition, no staff or independent contractors shall be hired by the Corporation to carry out the policies and business of the Corporation. The entire Corporation shall be run and staffed by volunteers.

## **Article VIII. Indemnification of Officers and Directors**

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 such action, suit or proceeding to the full extent, 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.

# Rochester Community Robotics, Inc. By-Laws

## Article IX. Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

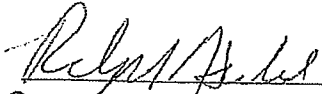
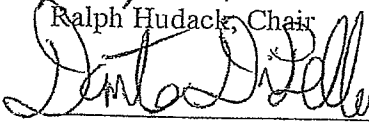
## Article X. - Amendments



Alterations, amendments, or repeals of the By-Laws may be made by a majority of the voting Directors at any meeting if the meeting notice thereof contains a statement of the proposed alteration, amendment, or repeal.

### Revision History

09/03/2009	Original Version
07/20/2010	Version 2. Added fund raising as an RCR activity in "Article II. - Purpose". All changes are bolded red.
06/21/2011	Version 3. Updated first paragraph of "Article II. - Purpose" to match the revised "Third Section" of RCR's NYS Certificate of Incorporation. All changes are bolded red.

### Approvals

  
Ralph Hudack, Chair  
  
Dante DiLella, Secretary

  
Dale Boudreau, Vice-Chair  
  
Steven Geier, Treasurer