

# **BY-LAWS OF THE PORTLAND ROBOTICS CLUB, INC.**

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# **BY-LAWS OF THE Portland Robotics Club, INC.**

## **Article I - Name and Location**

### **Section 1.1 – Name.**

The name of the Corporation shall be Portland Robotics Club, Inc, A non-stock corporation within the State of Connecticut, and referred to as the “Corporation” or “Team” in these Bylaws.

### **Section 1.2 – Principal Office.**

The principal office of the Corporation shall be 13 Carousel Drive, Portland Connecticut. This office location will likely change and can be amended through procedures outlined in Article XII - Amendments Section 12.1

### **Section 1.3 – Change of Office.**

The Board of Directors’ may, from time to time, designate such other place or places as the principle office and for the transaction of corporate business as it may determine.

### **Section 1.4 – Mission Statement.**

The mission of Portland Robotics Club, Inc. shall be to promote interest in and knowledge of science, engineering, and technology throughout Connecticut schools and the communities they serve; and to develop leadership, business, teamwork, communication and other life skills.

### **Section 1.5 – Purpose.**

The Corporation is organized and shall be operated exclusively for charitable, educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (herein called the “Code” and referred to by Section reference). In furtherance of the foregoing purposes, that shall:

- a. Promote student involvement in science, engineering, computer, robotics, and technology curricula by offering programs in support of the development of these skills.
- b. Promote student involvement in robotics based programs and competitions namely FIRST Lego League or other appropriate robotics programs deemed appropriate by the Board of Directors’ such as BEST Robotics, IFI Vex Challenge, Scratch, or Hour

of Code.

- c. Provide a safe, structured environment for students to meet engineers, scientists, technologists, and advanced technology manufacturers.
- d. Provide technology education to students to improve their ability to enter the workforce upon graduation.
- e. Promote student success in pursuing higher education.
- f. Encourage students to pursue higher education through the securing of, or providing of, scholarships to deserving students.

In furtherance of the foregoing activities and purposes, but subject to the restrictions of the amended Certificate of Incorporation, as amended, the Corporation may engage in any lawful act or activity for which corporations may be formed under the Connecticut Revised Non-stock Corporation Act Chapter 602 of the Connecticut General Statutes, as the same may be revised from time to time.

#### **Section 1.6 – Restriction on Activities.**

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501 (h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

#### **Section 1.7 – Non-Discrimination Policy.**

The Corporation shall not discriminate in hiring, firing, electing, or accepting members or volunteers or students on the basis of race, color, religion, gender, national origin, sexual orientation, or any other form of discrimination prohibited by federal and state law.

## **Article II - Officers, Directors and Members**

#### **Section 2.1 - Officers and Directors.**

The titles “Officer” and “Director” along with “Officers” and “Directors” shall be used interchangeably and refer to the same individual or set of individuals. Officers serving on the Board of Directors’ as outlined in Article IV shall be granted membership of the corporation for the duration of their time serving in that capacity.

#### **Section 2.2 – Other Members.**

Membership shall also be granted for the duration of the season to parents and guardians whose minor child(ren) are members and to participants in one or more programs offered by Portland Robotics Club.

### **Section 2.3 – Membership dues.**

Membership dues will be assessed to members who participate in one or more program offered by Portland Robotics Club only. The amount of dues will be based on the program(s) in which the member participates in as set forth by the Board of Directors'. Membership dues will not exceed \$100 per year per member participant. Membership dues may also be referred to as registration fees.

### **Section 2.4 – Expulsion of Members.**

Any Member may have his/her membership in the Corporation terminated by the Board of Directors of the Corporation, for cause, as determined by a majority vote of the Board of Directors. Removal for cause shall be for one of the following reasons: (1) failure to support the Corporation's educational mission or for conduct in a manner which may be detrimental to the Corporation, (2) incompetence, (3) moral or criminal misconduct, (4) incapacity or disability which prevents a person from carrying out the duties of his or her office, as shown by competent medical evidence, (5) elimination of the office or position to which the person was appointed, or (6) other sufficient cause as determined by the Board of Directors.

### **Section 2.5 – Voluntary Dismissal of Members.**

A Member may voluntarily leave the Team at any time he/she believes that he/she is unable or unwilling to continue with the responsibilities of membership upon notice to an Officer of the Corporation. Dismissal shall be effective immediately upon notice, and the Member shall immediately relinquish all benefits derived from membership.

### **Section 2.6 – Process for Involuntary Dismissal.**

Involuntary dismissal of a member requires at least a two-thirds majority of the active members of the Board of Directors'.

## **Article III - Meetings**

### **Section 3.1 – Place and Notice.**

Executive Board meetings and Member Meetings shall be held at such place, within the State of Connecticut or via video conference or via audio conference call, as may be designated by the Board of Directors'. The Secretary shall serve personally or by mail or by email a written notice, not less than five (5) days nor more than sixty (60) days before such meeting, addressed to each Member, at the Member's address or email address as it appears in the Corporation's records, but at any meeting where all members shall be present and at which no Member objects to the lack of notice, or at any meeting where all Members not present have waived notice in writing, the notice requirement shall be waived. Board of Directors'' meetings and member meetings shall be open to all members

and non-members who have such an interest in attending.

### **Section 3.2 – Annual Meetings.**

The Annual Meeting of the Corporation shall be during the month of June or July on a date and at a time chosen by the Portland Robotics Club. In the event that such Annual Meeting is omitted by oversight or otherwise at the time and date provided for, a substitute annual meeting shall be held as soon thereafter as conveniently may be, and any business transacted or held at such meeting shall be as valid as if transacted for held at the Annual Meeting. Such subsequent meeting shall be called in the same manner as provided for the Annual Meeting of Members.

### **Section 3.3 – Board of Directors’ Meetings.**

An Annual Meeting of the Board of Directors’ shall be held immediately preceding the Annual Meeting of Members. Regular Meetings of the Board of Directors’ may be held in the months of September, October, November, January, February, March, and May or at such intervals as the Board of Directors’ may determine. Special meetings of the Board of Directors may be called by the President at any time and shall be called by the President or Secretary upon the written request of two Officers.

### **Section 3.4 – Special Meetings.**

Special meetings of the Members other than those regulated by statute may be called at any time by a majority of the Officers or by the President or Secretary and must be called by the President or Secretary within fifteen (15) days following the written request, describing the purpose for which the meeting is to be held, of not less than five percent (5%) of the Members. Notice of such meeting shall be given as provided in Section 3.1. The purpose for which such meeting is called shall be stated in the notice and no business other than that specified in the call for the meeting shall be transacted at any special meeting of the Members.

### **Section 3.5 – Quorum.**

At any meeting of the Board of Directors, a quorum shall consist of no fewer than three (3) Officers for the transaction of business.

### **Section 3.6 – Order of Business.**

1. The order of business at the annual meetings shall be as follows:
2. Roll call
3. Proof of notice of meeting or waiver of notice
4. Reading of minutes of proceeding meeting
5. Report of officers
6. Report of committees Ratification Election
7. Ratification of Officers Unfinished Business
8. New Business

**Section 3.7 – Proxy Voting Prohibited.**

Neither Officers nor members shall be permitted to vote by proxy.

**Article IV - Officers and Board of Directors'****Section 4.1 – Number.**

The Corporation shall have the number of Officer positions required by law.

**Section 4.2 – Board.**

The Board of Directors' shall consist of the Officers of the Corporation.

**Section 4.3 – Removal or Resignation of Officers.**

Any Officers may be removed for cause at any time by a two-thirds (2/3) vote of the Officers present at a meeting at which such action is voted upon. The removal of an officer shall automatically remove such individual from the Board of Directors. Any Officer may resign from office at any time by written notice to the Corporation. Such resignation shall be effective upon receipt by the Corporation unless another effective date shall be specified or unless the Board of Directors' shall remove such Officer at a date earlier than that specified in the notice.

**Section 4.4 – Officers and Qualifications.**

The officers of the Corporation shall be a President, Vice President of Program Development, Secretary, Treasurer, and any other officers that the Board of Directors' may determine, including but not limited to the following: one or more additional Vice Presidents, Artistic Director, Director-at-Large or any other such Officers as the Board of Directors determines is needed.

**Section 4.5 – Term of Office.**

The term of office of each of the Officers shall be one (1) year for all member positions. Thereafter until a successor has been duly elected and qualified, unless such Officer shall cease to be in office due to death, resignation, or removal. Officers may be elected to an additional term of the same office or different office if duly elected to that office.

**Section 4.6 – Duties of Officers**

The Board of Directors' shall have the advisory control and general management of the affairs, property and business of the Corporation. The officers may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these Bylaws and the laws of the State of Connecticut. The specific duties and powers of each of the



officers of the Corporation shall be as follows and as shall hereinafter be set by resolution of the Board of Directors’:

### **President**

The President shall preside at all meetings of the Board of Directors’ and Members. The President shall present at each Annual Meeting of Members. Officers and present a report of the condition of the business of the Corporation. The President shall appoint and remove, employ and discharge and fix the compensation of all servants, agents, employees and clerks of the Corporation other than the duly appointed officers, subject to the approval of the Board of Directors’. The President shall sign and make all contracts, deeds, mortgages and agreements in the name of the Corporation. The President shall see that the books, reports, statements, and certificates required by statute are properly kept, made and filed according to law. The President shall sign all notes, drafts, or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer. The President shall enforce these Bylaws and perform all the duties incident to the office and which are required by law, and generally, the President shall supervise and control the business affairs of the Corporation.

### **Vice President of Program Development**

During the absence and inability of the President to render and perform the duties or exercise the powers of the Presidency as set forth in the Bylaws or in the acts under which this Corporation is organized, the same shall be performed and exercised by any Vice President, and when so acting, the Vice President shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President. The Vice President of Program Development will also, along with the president and other officers, design robotics, programming, and engineering programs to offer participants, provide a budget for such programs, and recommend to the Board of Directors’ member dues for such programs. The Vice President of Program Development will provide leadership and advice to the President and inform the membership of conflicts in the event that those conflicts could do harm to the corporation

### **Treasurer**

The Treasurer shall have the care and custody of and be responsible for the funds and securities of the Corporation and shall deposit all such funds in the name of the Corporation in such bank, savings and loan institution, credit union, trust company, or safe deposit vault as the Board of Directors’ may designate. The Treasurer shall sign, make and endorse in the name of the Corporation all checks, drafts, warrants, and orders for payment of money and pay out and dispose of same and receipt therefore, under the direction of the President or the Board of Directors’. The Treasurer shall exhibit at all reasonable times his books and accounts to any Officer of the Corporation upon application at the office of the Corporation during business hours. The Treasurer shall render a statement of Condition of the finances of the Corporation at each regular meeting of the Board of

Directors and at such other times as shall be required, and a full financial report at the Annual Meeting of Members. The Treasurer shall keep correct books of account of all its business and transactions and such other books of account as the Board of Directors' may require. The Treasurer shall keep correct books of account of all fixed assets, physical plant, and materials of the Corporation whose fair-market value is in excess of \$80. Such material shall include but is not limited to robot kits such as those sold by Lego Education, Inc and FIRST Robotics, Inc. The Treasurer shall do and perform all duties incident to the office of the Treasurer. The Treasurer will provide leadership and advice to the President and inform the membership of conflicts in the event that those conflicts could do harm to the corporation.

### **Secretary**

The Secretary shall keep the minutes of the meetings of the Board of Directors' and of the Members in appropriate books. The Secretary shall attend to the giving of notice of regular and special meetings of the Board of Directors' and of all the meetings of the Members of the Corporation. The Secretary shall be custodian of the records of the Corporation and shall affirm the certificates representing shares and other corporate papers when required. The Secretary shall keep, at the principal office of the Corporation, a book or record containing the names of all persons who are Members of the Corporation, showing their place of residence, and the dates when they respectively became a Member of the Corporation. The Secretary shall keep such book or record and the minutes of the proceedings of Members and the Board of Directors' open daily during the usual business hours for inspection, within the limits prescribed by law, by any person duly authorized to inspect such records. At the request of the person entitled to such an inspection, the Secretary shall prepare and make available a current list of the Officers and Members of the Corporation and their residence addresses. The Secretary shall attend to all correspondence and present to the Board of Directors' at its meetings all official communications received. The Secretary shall perform all the duties incident to the office of Secretary of the Corporation. The Treasurer will provide leadership and advice to the President and inform the membership of conflicts in the event that those conflicts could do harm to the corporation.

### **Section 4.7– Officers Liability.**

The liability of an Officer of the Corporation to the Corporation shall be limited to the fullest extent permitted by law in accordance with the Connecticut Non-Stock Corporations Act as the same may be from time to time amended.

### **Section 4.8 – Committees.**

The Board of Directors' may create one or more committees and appoint members of the Board of Directors' to serve on them. Each committee shall have one (1) or more Officer who shall serve at the pleasure of the Board of Directors'.

#### **Section 4.9 – Election.**

The officers of the Corporation shall be elected as follows. First by self-nomination via an email, letter, or in-person communication to the current or acting President expressing intentions to run for a designated office or offices. Second, in the event that more than one individual self-nominates for the same office, officers will be elected by a majority vote of the current Board of Directors' immediately prior to the Annual Meeting in June or July. Third, in the event that there is a need to elect one or more officers in a timely manner outside the June or July timeframe, the Board of Directors' shall vote at a regular or special meeting.

#### **Section 4.10 – Bond.**

The Treasurer shall, if required by the Board of Directors', give to the Corporation such security for the faithful discharge of the duties of the Treasurer, as the Board may direct.

#### **Section 4.11 – Vacancies.**

All vacancies in any office shall be promptly filled by the Board of Directors', either at regular meetings or at a meeting specifically called for that purpose. Until such time as a vacancy is filled, the duties of that officer may be performed by other sitting officers.

### **Article V - Prohibition of Distributions**

#### **Section 5.1 – Distribution Upon Dissolution.**

Upon dissolution of the Corporation, the Board of Directors' shall adopt a plan of distribution which shall, after paying or making provision for payment of the liabilities of the Corporation, cause all of the net assets of the Corporation to be distributed to one or more organizations that are exempt under Section 501(a) of the Code and that are described in Section 501(c)(3) of the Code. If the Corporation shall at the time of dissolution be a private foundation as defined in Section 509(a) of the Code, it shall be a further requirement that each distributee entity be an organization described in Section 507(b)(1)(A) of the Code. Any such assets not so disposed of shall be disposed of in accordance with the directions of the Superior Court of New Haven County or such other county within the State of Connecticut where the principal office of the Corporation is then located, exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code to one or more organizations, as said Court shall determine, that are organized and operated exclusively for such purposes.

#### **Section 5.2 – Restrictions on Distributions of Earnings.**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Officers, Trustees, Members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation

for services rendered, to reimburse reasonable expenses incurred, to purchase goods and services at reasonable prices, and to provide programs, services and other benefits, all in furtherance of the exclusively educational purposes of the Corporation set forth in Section 1.4 hereof, and to make distribution of its assets upon dissolution as provided for in Section 7.1 hereof.

### **Section 5.3 – Restrictions on Salaries and Compensation.**

The Board of Directors' may pay reasonable compensation for services rendered on behalf of the Corporation, so long as such compensation is reasonable. In determining whether compensation is reasonable, the Board of Directors' shall consider the amount of compensation that is normally paid for like services, by persons of like qualification, in like markets.

## **Article VII - Conflicts of Interest Section**

### **6.1 – Conflict of Interest Defined.**

A conflict of interest shall be deemed to exist whenever an individual is in a position to approve or influence policies or actions by the Corporation which involve or could potentially involve financial harm or benefit to such individual, such individual's family (spouse, parents, children, siblings, and in-laws of similar degree of kinship), or any for-profit organization in which such individual or such individual's family member is a director, trustee, officer, member, partner, or more than 10% shareholder.

### **Section 6.2 – Disclosure of Conflicts of Interest.**

An officer, committee member, or employee of Portland Robotics Club shall promptly disclose a conflict of interest to the Board of Directors', in writing or by email, under the following circumstances: (a) prior to voting on or otherwise discharging such person's duties with respect to any matter involving a conflict in all matters which come before the Board of Directors'; (b) prior to entering into any contract or transaction on behalf of Portland Robotics Club involving a conflict; (c) as soon as possible after such person learns of a conflict of interest that arises in the ordinary course of business of Portland Robotics Club.

### **Section 6.3 – Abstention from Voting – Certain Actions Void – Indemnity.**

Any officer of the Board of Directors' shall abstain from voting on any matter involving a conflict of interest. The Board of Directors' may void any vote, resolution, or other action taken by the Board if the Board of Directors' learns that a person with a conflict of interest participated in such vote, resolution, or other action. The Board of Directors' may void the actions of any officer, committee member, or employee of Portland Robotics Club if the Board of Directors' learns that such person took action with respect to any matter

involving a conflict of interest. The Board of Directors' may seek indemnification from any person whose votes, actions, or other conduct involving a conflict of interest create a liability for Portland Robotics Club that cannot otherwise be cured by voiding the vote, action, or other conduct of such person.

## **Article VII - Bills, Notes, Etc.**

### **Section 7.1 – How Made.**

All bills payable, notes, checks or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed by those persons designated by resolution of the Board of Directors'. No officer, member, trustee, either singly or jointly with others, shall have the power to make any bills payable, notes, checks, drafts or warrants or other negotiable instruments or endorse the same in the name of the Corporation or contract or cause to be contracted any debt or liability in the name or in behalf of the Corporation, unless expressly authorized by resolution of the Board of Directors.

## **Article VIII - Indemnification and Reimbursement**

### **Section 8.1 – Indemnification and Reimbursement.**

Any person who is made a party to any suit, action or proceeding, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Member, Officer, Employee or Agent of the Corporation, shall be indemnified against judgements, fines, penalties, amounts paid in settlement, and reasonable expenses necessarily incurred by him or her in conjunction with such suit, action, or proceeding to the full extent permitted by law in accordance with the Connecticut Non-stock Corporations Act as the same may be, from time to time, amended.

## **Article IX - Waiver of Notice**

### **Section 9.1 – Authority to Waive Notice.**

Whenever under the provisions of these Bylaws of any Statute, any Member or Officer is entitled to notice of any regular or special meeting or of any action to be taken by the Corporation, such meeting may be held or such action may be taken without the giving of

such notice, provided every Member or Officer entitled to such notice waives such notice. The attendance of any person at a meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver of notice of such meeting.

## **Article X - Books and Records Section 10.1 – Books and Records.**

There shall be kept correct and complete books and records of account and minutes of the proceedings of the Corporation's incorporators, Members, and committees of Officers. There shall also be maintained at the principal office of the Corporation, a record of the Corporation's Members, giving the names and addresses of all Members.

## **Article XI - Fiscal Year**

### **Section 11.1 – Power to Fix.**

The Board of Directors' shall have power to fix and from time to time change the fiscal year of the Corporation.

## **Article XII - Amendments**

### **Section 12.1 – How Amended.**

These Bylaws may be modified, amended, repealed or added to by an affirmative vote of the Members at an Annual Meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent to each Member entitled to receive such notice, which notice shall state the modifications, amendments or changes which are proposed to be made in such Bylaws. Only such changes as have been specified in the notice shall be made. If, however, all the Members shall be present at such meeting, these Bylaws may be amended by a unanimous vote without any previous notice.

### **Section 12.2 – Annotation of Amendments.**

The Secretary shall maintain an Annotation of Amendments to these Bylaws within the

corporate minute book. Upon the adoption of an amendment of any Bylaw, the Secretary shall enter upon such page of Annotations the number of the section amended and the date of the Members meeting when such enactment was adopted: he or she shall also endorse upon the appropriate Bylaw as Bylaw as originally adopted the phrase “Amended – See Annotation of Amendments.”

IN WITNESS WHEREOF, the Board of Directors of the Corporation has caused these By-Laws to be duly executed as of this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
Name:  
President

\_\_\_\_\_  
Name:  
Vice President

\_\_\_\_\_  
Name:  
Treasurer

\_\_\_\_\_  
Name:  
Secretary