

Constitution and Bylaws of Mid-Michigan Robotics Alliance, Inc.

Article I- Name

1.01 *The name* of this organization shall be the Mid-Michigan Robotics Alliance, Inc., hereafter referred to as MMRA.

1.02 *It shall operate* exclusively as an educational organization as described in section 501 (C) (3) of the Internal Revenue Code.

Article II- Purpose

2.01 *To promote the advancement and development* of science, technology, and education by helping to organize regional tournaments, conducting state tournament(s) in Mid-Michigan as authorized by *FIRST*®, and providing encouragement, training and information to both ~~regular~~ and potential participants.

2.02 *Through these and other activities MMRA endeavors to:*

- (a) Increase student interest in and attraction to science and technology while encouraging more students to get involved in and become more successful in science and technology;
- (b) Improve community perception of science and technology;
- (c) Provide recognition of talented students and dedicated teachers committed to excellence in science, technology, and education.

2.03 *In addition, MMRA will:*

- (a) Share research related to student motivation and competitions;
- (b) Share team best practices at members' option;
- (c) Support the development of appropriate curriculum materials and affect the conduct of mentor and teacher development workshops so as to improve the quality of science, technology, and education.

2.04 *To aid in the process of fundraising* for the benefit of members, and given sufficient ~~reasons, outside interests,~~ and to be a focal point for the distribution of said funds.

2.05 *To act cooperatively* with *FIRST*'s® national group(s) ~~and~~ to represent ~~that~~ organization ~~in~~ the Mid-Michigan area.

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Article III- Membership

3.01 *Eligibility for Membership.* To be eligible for membership in the organization, a group must satisfy the following requirements:

- (a) Membership is available to all *FIRST*® teams in the Mid-Michigan area and to any schools interested in forming such a team.
- (b) Membership is at the option of interested teams and would cover *FIRST*® seasons for *FIRST*® Robotics Competitions (hereafter referred to as *FRC*®), *FIRST*® Tech Challenge (hereafter referred to as *FTC*®), *FIRST*® Lego League (hereafter referred to as *FLL*®), and Junior *FIRST*® Lego League (hereafter referred to as *JFLL*®).
- (c) Regular Official members may must participate in official sanctioned and non-sanctioned competitions events.
- (d) Official members and would benefit from sharing fundraising and related organizational endeavors.
- (e) Members would also be able to share resources such as, but not limited to machining and programming.

3.02 *Membership Dues.* The Executive Board of Officers shall establish the initial and annual dues for membership in the organization. The billing and collection of membership fees and dues shall be in a manner prescribed by the Executive Board of Officers.

- (a) ~~There is an initial application fee of \$125.00 per team and an annual membership fee \$25 per year. All groups must be up to date with their fees and dues to be in good standing.~~

3.03 *Membership Tax Status.* All teams that are members in good standing of the MMRA will be eligible for tax exempt status.

3.04 *Membership meetings.* All membership meetings are open to all members as well as groups interested in becoming a member. All meetings places and times will be announced via organization's website. ~~Regular attendance at four membership meetings is required for a group to be in good standing.~~ Membership meetings shall take place a minimum of six (6) times per fiscal year.

3.05 *Good Standing.* In order to remain in good standing with the organization, members must:

- (a) Be paid in full and up-to-date with membership dues.

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(b) Send at least one representative to attend a minimum of four (4) membership meetings in the fiscal year in which membership dues have been paid. A member may participate by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

(c) Send at least two (2) volunteers to a minimum of 60% of the official MMRA events in the fiscal year in which membership dues have been paid.

3.06 Disbursements. Only members who are in good standing at the close of the fiscal year will be eligible for disbursements from the MMRA. Funds will be distributed to members using a graduated system which shall be based on the FIRST program in which they participate, which must be indicated in the members' official MMRA record. Allocation of resources and funds included in disbursements shall be determined by the Executive Board of Officers on an annual basis.

3.07 Membership Ethics. All members shall conduct themselves in a gracious and professional manner when representing the organization. Not following this rule can result in immediate removal from the organization, and such group will forfeit their fees, dues and disbursements.

3.08 Representation. No member (current or past), potential member, any person or any organization may represent the MMRA in official or non-official MMRA business without the expressed consent of the Executive Board of Officers. To gain consent, an individual or organization must propose an official item of business at Members' Meeting and gain the approval of a quorum of the Executive Board of Officers. Any official member of the MMRA in violation of this protocol will be eligible for removal from the MMRA, which shall be determined by a majority vote of the Executive Board of Officers. Such removal will forfeit the members' fees, dues, and disbursements.

Article IV- Tournaments

4.01 *Sanctioned tournaments* shall be conducted according to the Rules and Manuals published by FIRST® and/or First in Michigan for FRC®, FTC®, FLL®, and Jr. FLL® competitions.

4.02 *The MMRA will actively support the Kettering KICK-OFF Kickoff event* along with helping develop and put on other related sanctioned and non-sanctioned events, including but not limited to Tech tournaments and the FLL® regional and state tournaments.

Article V- The Executive Board of Officers

5.01 *The Executive Board* shall be comprised of five individuals selected by their peers who are dedicated to the philosophy of FIRST®. All five Officers shall be voting members of the

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Executive Board of Officers. The Executive Board shall: ~~To assure the broadest diversity and representation possible, members will be selected from (although not limited to) the following: mentors, coaches, regional, event supervisors, higher education as well as science, technology, and related business or industry, and from as much of the Mid-Michigan area as possible.~~

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(a) Transact the business of the MMRA at regularly scheduled Board meetings, workshops, regional tournaments, and the State tournament and other official MMRA events.

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(b) Approve appointments made by the President.

(c) Approve all financial transactions of the MMRA.

(d) Select two MMRA members to represent the MMRA during any appropriate events.

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5.02 Officers. The five (5) individual positions on the Executive Board of Officers shall be comprised of the President, Vice President, Treasurer, Secretary and Parliamentarian, Duties of the Officers shall include, but are not limited to:

(a) President. The president shall be chief executive Officer of the organization and shall have authority over the general control and management of the business and affairs of the organization. The president shall sign all corporate documents and agreements on behalf of the organization, unless the president or the board instructs that the signing be done with or by some other Officer, agent, or member. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other Officer of the organization. The President will assemble the agenda for quarterly board meetings, and represent the Board at appropriate FIRST® functions as required.

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(b) Vice President. The vice president shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or hers duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office. The Vice-President shall oversee all financial activity and coordinate fundraising.

(c) The Secretary. The secretary shall keep minutes of board meetings and post them on the corporation web site for all members to access. The secretary shall perform other duties as requested by the board.

(d) The Treasure. The Treasurer shall (a) have charge and custody over corporate funds; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys received by the corporation at such depositories in the name of the

corporation's name that may be designated by the board; (d) complete all required corporate filings; (e) report all financial transactions of MMRA; (f) submit quarterly reports to the Board; (g) distribution of funds with consensus of the Board or 2/3 vote of the membership; (h) be responsible for providing notice to each director as required by law, the articles of incorporation, or these bylaws; (i) be the custodian of corporate records; (j) keep register of the names and addresses of each board member; and (k) perform all duties incident to the office and other duties assigned by the president or the board.

(e) *The Parliamentarian*. The Parliamentarian shall advise on procedural matters of MMRA meetings to ensure orderly and organized conducting of MMRA business and related meetings. It is recommended this position be filled from someone outside of MMRA.

5.08 *Quorum*. Three of the five of the current voting members shall constitute a quorum of the Executive Board of Officers. Actions voted on by a majority of Officers present at a meeting where a quorum is present shall constitute authorized actions of the board.

5.03 *Term of Office*. Each Officer of the organization shall hold office until the Officer's death, resignation, removal, or until re-election occurs. Elections will occur every third year at the first meeting of the fiscal year. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.04 *Removal*. An Officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

5.05 *Resignation*. A board member may resign at any time by providing written notice to the organization. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 5.07 of the bylaws.

5.05 *Vacancies*. A vacancy if any for any office for any reason may be filled by the board.

5.02 *Nomination Process*. Members wishing to seek nomination for a position on the Executive Board of Officers must adhere to the following protocol:

(a) Elections shall take place every third year at least 60 days prior to the first meeting of the fiscal year, unless otherwise noted in the MMRA official meeting records.

(b) Prospective Board members ~~shall~~ may be self-nominated or selected by current members. Nominations must be submitted in writing to the MMRA Secretary within the timeframe designated for elections, as outlined on the organization's event calendar.

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(c) Nominated individuals ~~will be invited to~~ must attend a Board members' meeting during which, each shall present a prepared statement indicating their experience relevant to serving as a member of the Board, interest in *FIRST*® and their intended contribution to the organization.

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(d) A vote to ~~elect~~ accept or reject a ~~prospective Board member nominee~~ will be taken during ~~the an Executive Board of Officers meeting at which after all the~~ prospective nominees have addresses addressed the board membership. ~~Nominees shall be elected by a simple majority vote of the Board. The current Executive Board of Officers shall develop a proposed slate of nominees, which must include a maximum of two nominees for each position.~~

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(e) The slate of nominees shall be presented to the general membership of the MMRA.

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5.03 Election Process. The Executive Board of Officers shall be elected using the following protocol:

(a) Each Member in good standing with the MMRA shall receive one (1) vote per Officer position listed on the ballot.

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(b) Votes must be cast by the Primary or Secondary contact, as listed in the Member's official MMRA record.

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(c) Members may reserve the right to abstain from voting for any or all positions listed on the ballot.

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(d) Absentee votes will be accepted via e-mail or in writing until the official starting time of the member' meeting in which the election is scheduled to take place.

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(e) Officers will be elected by a simple majority vote of the Membership.

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(f) In the case of a tie, the current Executive Board of Officers will vote to elect one nominee.

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(f) ~~Once elected a Board member will attend/participate in official MMRA functions. Failure to fulfill the duties and responsibilities expected of each member, including attendance at a minimum of four MMRA sponsored functions per year may result in termination of membership on the Board. Such termination will be effected only after consultation with the affected Board member and a subsequent simple majority vote of the Board.~~

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5.02 General Powers. The business, property, and affairs of the corporation shall be managed by the board of Officers.

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~~5.03 Number.~~ The Executive Board shall be comprised of five individuals. The ~~Officers~~ of the Executive Board shall be the President, Vice-President, Secretary, Treasurer, and Parliamentarian. They are elected by the MMRA participating body or nominated outside discipline.

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~~5.04 Resignation.~~ A board member may resign at any time by providing written notice to the organization. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 5.07 of the bylaws.

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~~5.05 Removal.~~ Any board member may be removed with or without cause by a majority vote of the members entitled to vote at an election of ~~Officers~~.

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~~5.06 Board Vacancies.~~ A vacancy on the board may be filled with a person selected by the remaining ~~Officers~~ of the board, though less than a quorum of the board of ~~Officers~~, unless filled by proper action of the members.

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~~5.07 Meeting by Telephone or Similar Equipment.~~ A director may participate by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

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~~5.08 Quorum.~~ Three of the five of the current voting members shall constitute a quorum of the Executive Board. Actions voted on by a majority of ~~Officers~~ present at a meeting where a quorum is present shall constitute authorized actions of the board.

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Article VI- Standing Committees

6.01 *General Powers.* Standing committees shall be created when deemed necessary by the Executive Board ~~of Officers~~.

No committee designated by the board shall have the power to:

- (a) amend the articles of incorporation;
- (b) adopt an agreement of the merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board;
- (e) fix compensation of the ~~Officers~~ for serving on the board or on a committee;
- (f) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;

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(g) terminate membership.

Article VII ~~Officers~~

—7.01 ~~The Executive Board shall be comprised of five individuals selected by their peers who are dedicated to the philosophy of FIRST@. To assure the broadest diversity and representation possible, members will be selected from (although not limited to) the following: mentors, coaches, regional ~~Officers~~, event supervisors, higher education as well as science, technology, and related business or industry, and from as much of the Mid-Michigan area as possible. The president shall be a voting member of the board. The Executive Board shall:~~

~~(a) Transact the business of the MMRA at regularly scheduled Board meetings, workshops, regional tournaments, and the State tournament.~~

~~(b) Approve appointments made by the President.~~

~~(c) Approve all financial transactions of the MMRA.~~

~~(d) Select two MMRA members to represent the MMRA during any appropriate events.~~

~~(e) Approval of MMRA events.~~

~~7.02 Term of Office. Each ~~Officer~~ of the organization shall hold office until the ~~Officer's~~ death, resignation, removal, or until re-election occurs. Elections will occur every third year at the first meeting of the fiscal year. Notice of resignation is effective on receipt or at a later time designated in the notice.~~

~~7.03 Removal. An ~~Officer~~ appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.~~

~~7.04 Vacancies. A vacancy if any for any office for any reason may be filled by the board.~~

~~7.05 President. The president shall be chief executive ~~Officer~~ of the organization and shall have authority over the general control and management of the business and affairs of the organization. The president shall sign all corporate documents and agreements on behalf of the organization, unless the president or the board instructs that the signing be done with or by some other ~~Officer~~, agent, or member. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to~~

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any other ~~Officer~~ of the organization. The President will assemble the agenda for quarterly board meetings, and represent the Board at appropriate *FIRST@* functions as required.

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~~7.06 Vice President.~~ The vice president shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or hers duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office. The Vice-President shall oversee all financial activity and coordinate fundraising.

~~7.07 The Secretary.~~ The secretary shall keep minutes of board meetings and post them on the corporation web site for all members to access. The secretary shall perform other duties as requested by the board.

~~7.08 The Treasurer.~~ The Treasurer shall (a) have charge and custody over corporate funds; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys received by the corporation at such depositories in the name of the corporation's name that may be designated by the board; (d) complete all required corporate filings; (e) report all financial transactions of MMRA; (f) submit quarterly reports to the Board; (g) distribution of funds with consensus of the Board or 2/3 vote of the membership; (h) be responsible for providing notice to each director as required by law, the articles of incorporation, or these bylaws; (i) be the custodian of corporate records; (j) keep register of the names and addresses of each board member; and (k) perform all duties incident to the office and other duties assigned by the president or the board.

~~7.09 The Parliamentarian.~~ The Parliamentarian shall advise on procedural matters of MMRA meetings to ensure orderly and organized conducting of MMRA business and related meetings. It is recommended this position be filled from someone outside of MMRA.

Article VIII – Fiscal Year

The fiscal year of the corporation shall end on August 31st.

Article IX - Amendments

9.01 Suggestions for amendments of the ~~Constitution~~ By-laws may originate in the Executive Board or be submitted by any member of the MMRA or its constituted committees to the Executive Board in writing.

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9.02 Approval by a majority of the Executive Board plus failure to object by 25% of the members within two weeks from the date approved amendment is mailed to them, will signify adoption of the amendment.

Article X- Dissolution

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under section 501 (C) (3) of the Internal

Revenue Code or the corresponding provisions of a future United states Internal Revenue Law.

Article XI - Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order shall govern the proceedings of MMRA in all cases to which they are applicable provided that such application is not inconsistent with this Constitution and Bylaws, any special rule that MMRA may adopt.

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