

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.

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. Regular members may participate in official sanctioned and non-sanctioned competitions and would benefit from sharing fundraising and related organizational endeavors. Members would also be able to share resources such as, but not limited to machining and programming.

(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®).

3.02 *Membership Dues.* The board of directors 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 board of directors.

(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 web site. Regular attendance at four membership meetings is required for a group to be in good standing.

3.05 *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 and dues.

Article IV- Tournaments

4.01 *Sanctioned tournaments* shall be conducted according to the Rules and Manuals published by *FIRST*® for FRC®, FTC®, FLL®, and JFLL® competitions.

4.02 *The MMRA will actively support* the Kettering KICK-OFF 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- Executive Board

5.01 *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 directors, 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.

- (a) Prospective Board members shall be nominated by current members. Nominated individuals will be invited to attend a Board 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.
- (b) A vote to elect or reject a prospective Board member will be taken during the meeting at which the prospective addresses the board. Nominees shall be elected by a simple majority vote of the Board.
- (c) 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.

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

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.

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.

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 directors.

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

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.

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 directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

Article VI- Standing Committees

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

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 directors 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;
- (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 directors, 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 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.

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 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.

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 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.

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.