



CALL FOR VOTE

The Membership of *Mid-Atlantic Robotics, a NJ Non-Profit Corporation* (MAR) is invited to vote on a proposed change to the Bylaws of the Corporation. The purpose of the vote is to modify the wording of Article II, Section 1 of the Bylaws to remove the restriction of 'high-school-aged students' from the Bylaws.

Background

MAR was formed in 2010 for the purpose of consolidating the Philadelphia Region and the NJ/NYC Region into district format play. The formation of MAR was primarily intended to provide a corporate structure to support the *FIRST*® Robotics Competition program (FRC) in district format play. At the time, participation in other *FIRST* programs was not contemplated by the founding Directors.

In addition to its on-going FRC program operations, MAR now wishes to become the *FIRST*® *LEGO League* Affiliate Partner for Southeastern Pennsylvania. To complete this transaction with *FIRST*, the Bylaws of MAR must be modified to permit participation in *FIRST* programs involving younger students.

On January 3, 2019, the Board of Directors approved a Resolution to become the FLL Affiliate Partner for Southeastern Pennsylvania, **subject to** the approval of MAR membership to modify the Bylaws.

Proposed Change

Attached is an Exhibit that shows both the current wording and the proposed wording of Article II, Section 1 of the Bylaws. The proposed change deletes the reference to high-school-aged students and becomes mute regarding student age. The reference to *FIRST* is updated to reflect its current name and branding convention. In the attached Exhibit, the portion of the text that is modified has been highlighted for the convenience of the reader. The highlighting is informational and is not an integral part of the proposed change.

Vote Logistics

The membership is invited to vote **Yes**, **No**, or **Abstain** to the proposed change. Voting will open on Thursday the 31st of January 2019 at 09:00 AM. Voting will end on Tuesday the 5th of February 2019 at 9:00 PM. Pursuant to the provisions of Article X, Section 2 of the MAR Bylaws, the proposed Amendment is deemed approved upon receiving a **Yes** vote by a majority of a minimum of 10% of the membership (5% plus one vote). The Secretary of the Corporation will certify the vote and the results will be published to the membership.



Record of Membership

PLEASE READ THIS SECTION CAREFULLY

This Call for Vote was sent to the MAR Membership of record. The Board of Directors recognizes that the membership roles have not been updated in many years and, as such, may include the names of individuals no longer interested in the activities and proceedings of Mid-Atlantic Robotics.

Mid-Atlantic Robotics will be using this vote on a Bylaws change to update its membership role. If you wish to continue as a member of MAR, you must vote **Yes**, **No**, or **Abstain** to the proposed change. An **Abstain** means that you do not wish to vote on this matter, but wish to continue as a member of MAR. Any member of record that does not respond to this Call for Vote will be dropped from the membership role. The Board encourages a **Yes** vote on the proposed revision.

EXHIBIT

Proposed Change to Bylaws

Current Wording of MAR Bylaws

Article II, Section 1 of the MAR Bylaws dated October 16, 2010

Highlighted text shows proposed changes

Article II. - Purpose

Section 1 Overview

The Corporation's purposes are as set forth in its Articles of Incorporation. The general purpose shall be to promote interest in STEM subjects, i.e. science, technology, engineering, and mathematics, **to high-school-aged students through participation in programs such as the USFIRST Foundation (www.usfirst.org) robotic competitions (FRC)** and related activities. 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 of its action. The Corporation shall exercise all the powers conferred upon corporations formed under the State of New Jersey'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.

Proposed Wording of MAR Bylaws

Article II, Section 1 of the MAR Bylaws dated January 3, 2019

Article II. - Purpose

Section 1 Overview

The Corporation's purposes are as set forth in its Articles of Incorporation. The general purpose shall be to promote interest in STEM subjects, i.e. science, technology, engineering, and mathematics, through participation in programs such as **the programs of FIRST® (www.firstinspires.org)** and related activities. 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 of its action. The Corporation shall exercise all the powers conferred upon corporations formed under the State of New Jersey'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.