

Corporate Bylaws

Article I – Organization

Section 1 Name

This organization shall be known as Mid-Atlantic Robotics, a New Jersey Non-Profit Corporation, doing business as (dba) FIRST Mid-Atlantic, hereinafter referred to as the Corporation. It is a Not-for-Profit Corporation in accordance with section 501(c)(3) of the Internal Revenue Code of 1986.

Section 2 Territory

The Corporation represents a geographical area that includes the entirety of the states of Delaware and New Jersey and the counties of Pennsylvania including Harrisburg, eastward.

Section 3 Operating Year

The Corporation's Administrative Year and Fiscal Year shall be from July 1 until the immediately following June 30.

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[®] (firstinspires.org) and related activities. The Corporation shall not discriminate on the basis of race, sex, religion, national origin, or sexual orientation, in its membership, employment 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.

Section 2 Restrictions

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 1986, 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 of 1986.

No part of the net earnings of the Corporation shall inure to the benefit of any member or staff of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. This Corporation shall issue no capital stock.

Article III – Membership

Section 1 Overview

The Corporation shall establish different classes of membership as required, which shall include voting members and may also include non-voting members. A Policy defining Membership roles and responsibilities for each class of membership shall be maintained. Members (voting or non-voting) shall be a minimum of fourteen(14) years of age.

Section 2 Voting Membership

There shall be one (1) class of voting membership. The list of voting members shall be reset each July 1 inviting all qualifying individuals eighteen (18) years of age or older who meet any of the below criteria during the preceding administrative year, with the exception of category “a” and “b” where the Lead and Alternate shall be the current contact to become voting members:

- a) Registration as official Team Lead or official Alternate Team Lead for an FMA FIRST Robotics Competition (FRC) team;
- b) Registration as official Coach for an FMA FIRST Lego League (FLL) Challenge team for a minimum of three (3) years;
- c) Registration and assignment as a Volunteer at an FMA FRC event during two (2) of the last three (3) FRC seasons in an official volunteer role;
- d) Registration and assignment as a Volunteer Judge, Judge Advisor, Head Referee, Referee, Event Coordinator, Scorekeeper or Volunteer Coordinator at an FMA FLL Challenge event during two (2) of the last three (3) FLL Challenge seasons;
- e) Donation(s) to the Corporation totaling \$1,000 or more during the administrative year
- f) Serve as a member of the FMA Board of Directors;

- g) Serve actively on an established Committee or Sub-committee of this Corporation as reported by the respective Committee or Sub-committee chairperson; or
- h) Serve as a Director-level employee of the Corporation.

Qualification status for individuals qualifying via Team Lead, Alternate Team Lead, Coach or Volunteer shall be determined based on the official FIRST registration systems' status as of the Monday following the respective program's FMA Championship(s).

Non-individual entities with donations to the Corporation totaling \$10,000 or more during the administrative year may designate one (1) individual to represent their interests as a voting member on behalf of the non-individual entity beginning on July 1 of the administrative year following the qualifying donation and continuing for a period of twelve (12) months.

All members of the Corporation in good standing as of November 1, 2020, shall be considered voting members through June 30, 2022.

Section 3 Rights of Voting Members

Each voting member, whether an individual or a representative of a non-individual entity, shall be eligible to cast a single ballot in each vote of the Corporation called forth pursuant to these Bylaws.

Additional rights of voting members may be established and defined in the Policy identified in Section 1 of this Article.

Section 4 Non-voting Membership

The Board shall have the authority to establish and define non-voting categories of membership.

The rights of any defined non-voting member categories shall be defined in the Policy identified in Section 1 of this Article.

Article IV – Board of Directors

Section 1 Term of Office and Responsibility

The management of the Corporation shall be vested in a Board of Directors, hereinafter referred to as the Board, consisting of no less than 11 nor more than 15 members to be elected as prescribed below. The term of office for each Director shall be three years or until one's successor is named. Terms of office shall be staggered such that approximately one-third of the Director positions are elected each year. A Director elected by the membership as described in

Section 2 below shall be eligible to serve one additional consecutive term. After a one (1) year hiatus, a former Director may then express interest in becoming a Director again.

The Board shall set policy for the Corporation, ensure the operation of the Corporation, and supervise all fiduciary matters. It may establish committees to assist in the conduct of the Corporation's business. The Board shall receive and act upon all committee reports and those of its Officers and Staff. The Board may hire staff as deemed necessary to carry out the policies of the Board.

The Corporation shall maintain a document outlining the roles, responsibilities and reporting structure of all staff and directors.

Section 2 Nomination and Election of Directors

The intent of the nomination and election process described herein is to yield a Board of Directors whose composition reflects the constituency of the Corporation and generally represents the scientific and technical community throughout the geographical area of the Corporation, including educators, team advisors, and other interested stakeholders.

No later than April 15 each year a Call for Candidates for election to the Board of Directors shall be sent by email to all members of the Corporation (voting and non-voting) as of April 1. This notice shall include a deadline at least 7 days but not more than 14 days in the future for submission and the name and email address of the person to whom the submission shall be sent.

A Qualification Review Committee shall be appointed by the Board Chair in sufficient time before the Annual Meeting to identify qualified candidates. It shall be comprised of at least one current Director whose term is not expiring, at least two other voting members of the Corporation, and any other individuals who may be selected by the Qualification Review Committee Chair. The majority of the committee shall be non-current directors. The Qualification Review Committee shall review the submitted credentials of each potential candidate and certify each one's worthiness against the standards specified in Section 3. The list of all qualified candidates shall be presented to the Board at its May Meeting.

If there is at least one (1) more qualified candidate than expiring Director positions, a confidential election shall be conducted via a ballot listing all qualified candidates and taking place over a period that begins seven (7) days prior to the corporation's annual meeting and concludes at a published time during the Annual Meeting. The ballot listing all qualified candidates shall be made available to all members at least fifteen (15) days before the Annual Meeting. The Corporation shall make all reasonable effort to ensure candidates are presented in an unbiased manner.

Newly elected directors shall take office at the start of the new Administrative Year but may participate in a meeting of the incoming Board at the Annual Meeting for the purpose of electing

Officers for the forthcoming Administrative Year, providing that quorum of the incoming Board is established.

Section 3 Standards to Qualify for Candidacy

The Qualification Review Committee shall vet each declared candidate according to the following standards. Each qualified candidate shall:

- Have fully completed and submitted the Candidate Response Form according to the published procedure and deadline;
- Be a current Voting Member of the Corporation or demonstrate twelve (12) months of experience in line with the Corporation's purpose as defined in Article II;
- Be at least eighteen years of age;
- Have passed any and all youth protection screening(s) required by all partner organizations of the Corporation;
- Have on file with the Corporation any and all applicable youth protection clearances required by the states in which the Corporation operates;
- Certify having adequate time to serve (estimated to be 10 hours per month) and commit to participate actively in the business of the Board;
- Have the capability to electronically receive, access, and transmit documents, messages and televideo communications;
- Be unencumbered by virtue of holding an elected or appointed governance position with, or being employed by, any organization that would cause a conflict of interest (e.g. FIRST Headquarters); and
- Not previously have been subject to final disciplinary action assessed via the formal process outlined in Article IX (Member Discipline) of these Bylaws.

Section 4 Vacancy on the Board

In the event of a vacancy, a replacement Director shall be elected by a majority vote of the Board of Directors at any duly convened meeting, provided that the meeting notice contains a statement of the proposed nomination. Such replacement Director shall complete the unexpired term.

The Board of Directors shall also have the discretion to appoint one member, who satisfies Section 3, for each expired Director position of the previous Administrative Year for which there was not a qualified candidate.

Section 5 Executive Committee

The Board shall have an Executive Committee comprising the officers and one At-large Director. Ex Officio members of the Board (defined in Section 6) may be invited to be ex officio members of the Executive Committee, by an agreement of a majority thereof.

Section 6 Ex Officio Board Members

Ex Officio members of the Board of Directors may participate fully in discussion at all meetings of the Board, but shall not have a vote in that capacity. These Ex Officio members shall include:

- Director Level Staff;
- *FIRST* Senior Mentor (FSM) who supports activities in the Corporation's territory;
- Dean's List Finalist Winner(s) (DLFW) should they choose to participate, and only during the Administrative Year following the year of their Finalist award; and
- Any other individual recommended for appointment by the Chair and approved by a majority of the Board

Ex Officio member status is reviewed on an annual basis.

Section 7 Removal of a Director

A Director may be removed for cause upon the vote of three-fourths of the Directors not involved in the for-cause action at a duly convened meeting of the Board. Further disciplinary action shall comport with Article IX.

In addition, any Director who shall be absent from two consecutive Board meetings without presenting satisfactory reasons shall be deemed to have resigned from the Board.

Article V – Officers

Section 1 List of 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 one year no later than at the Board's first scheduled meeting of the Administrative Year and serve until each one's successor takes office. The at-large Director to serve on the Executive Committee shall also be elected on this timeline. Any officer and the At-large Director may be elected to serve consecutive terms.

Section 2 Duties of Officers

The duties of the Officers shall be as follows:

The Chair shall preside at the Annual Meeting and all meetings of the Board of Directors and its Executive Committee. The Chair shall appoint all Committee Chairs and be an ex-officio member of each committee. The Chair shall 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 inability or refusal to carry out such duties. The Vice Chair shall also carry out other duties assigned by the Chair or a majority of the Board.

The Secretary shall maintain a record of the annual Meeting and all meetings of the Board and its Executive Committee, correspondence, record of voting members and other records of the Corporation, and shall send out notices as may be required by the Directors. If deemed appropriate by the Board, an Assistant Secretary may be appointed by majority vote of the Board to serve under the direction of the Secretary.

The Treasurer shall keep an accurate record of all assets received and disbursed by the Corporation. At each Annual Meeting, the Treasurer shall submit a written report for the fiscal year being concluded. If deemed appropriate by the Board, an Assistant Treasurer may be appointed by majority vote of the Board to serve under the direction of the Treasurer.

All officers shall perform any additional duties as defined in the Roles and Responsibilities Policy.

Section 3 Removal and Replacement of an Officer

An officer may be removed for cause upon the vote of three-fourths of the Directors at a duly convened meeting of the Board. Further disciplinary action shall comport with Article IX.

Any vacancy in any office due to any cause whatsoever shall be filled by the Directors at a duly convened meeting. The period of such appointment shall be until the next meeting at which new officers are elected by the Board.

Article VI – Meetings

Section 1 General Procedures

All Board meetings (excluding Executive Sessions) and the Annual Meeting of the Corporation, shall be open to any member when practicable. The Board shall maintain a Policy to define

those circumstances when confidentiality is necessary. Robert's Rules of Order (most recent edition) shall govern matters of parliamentary procedure at all meetings of the Corporation.

Section 2 Annual Meeting and Quorum

An Annual Meeting of the Organization shall be held each year between June 1 and June 30. Notification of this meeting shall be announced at least thirty (30) days prior to the meeting. An Agenda shall be made available to all members of the Corporation at least 7 days prior to the meeting. A quorum shall require attendance by a minimum of twenty (20) voting members. All decisions shall be by a majority vote unless provided otherwise in these Bylaws.

Section 3 Board Meetings and Quorum

The Directors shall meet at least quarterly but always in May and June. Written notice, including an agenda, shall be communicated to all Directors at least three (3) days prior to the date for such meeting. A quorum shall comprise a minimum of two-thirds of the complement of Directors at the time of the meeting.

A plan of scheduled Board Meeting dates, times and locations shall be communicated to members no later than July 31 each Administrative year. Updates to this plan shall be provided as necessary to keep the members informed on regular meetings of the Board.

Section 4 Executive Committee Meetings and Quorum

The members shall meet as determined by the Chair or at the call of a minimum of three other members of the Executive Committee. A quorum shall comprise a minimum of three-fourths of its members at the time of the meeting.

If a member of the Executive Committee is not available to serve for a period greater than 30 days, an appointment of a current Director shall be made by the Chair to serve temporarily on the Executive Committee, until such time the original Director is removed or returns to duty.

Section 5 Committee Meetings

The committees shall meet as deemed necessary, keep regular minutes of their proceedings, and report to the Board when required. Each committee chair shall render to the Secretary an annual, written report of the committee's activities three (3) days before the Board Meeting that precedes the Annual Meeting.

Section 6 Electronic Options Pertaining to Meetings

To facilitate effective communications within the Corporation while minimizing necessity of travel, the Board shall maintain a Policy that describes provisions for making decisions by other than a face-to-face gathering.

Article VII – Fiduciary Matters

Section 1 Budget

The Board shall approve at a meeting no earlier than April first and no later than June 30 an annual Operating Budget for the Corporation for the next Administrative (Fiscal) Year, which shall then be implemented and monitored by the Executive Committee. The proposed budget shall be prepared under the direction of the Treasurer and presented for Board action no later than the regularly scheduled Board meeting preceding the annual meeting.

The Board may revise the Budget at any duly convened meeting providing a majority of the quorum at that meeting approve.

Section 2 Ongoing Review

The Treasurer shall present a financial report at each regular meeting of the Board. This shall include all income and expenditures and any other information that may impact the fiduciary responsibility of the Board.

Section 3 Maintenance of Accounts

All funds of the Corporation shall be maintained in account(s) of registered financial institution(s) which are insured. There shall be no petty cash fund.

Authorized signatories shall include at least three (3) members of the Executive Committee, each of whom shall maintain unencumbered access to the records of the Corporation. If approved by a majority of the Board, the Assistant Treasurer may be one of these signatories.

The board shall maintain a policy regarding the acceptable use and fiduciary responsibility expected of anyone in the Corporation who has signature access to a financial account, a Corporation credit card or debit card, and/or the ability to modify financial commitments of the Corporation.

Section 4 Opening and Closing Accounts

The Treasurer shall have the ability, with the approval of the Board, to establish or close accounts as deemed necessary for the Corporation.

The Treasurer shall have the ability, with the approval of the Board, to establish, close or change the terms of lines of credit as deemed necessary for the Corporation.

Section 5 Annual Audit

The books shall be audited by an independent Certified Public Accountant at the close of the fiscal year. The Board shall create an Audit Committee, consisting of at least two members who

are not Directors to review the books on a quarterly basis and assist in preparation for the annual Audit. Neither the Treasurer nor the Assistant Treasurer shall be a member of the Audit Committee.

Article VIII – Protection for Corporate Agents and Assets

Section 1 Indemnification

The Corporation shall have Insurance by which to indemnify its Directors and all other corporate agents to the fullest extent permitted by New Jersey law. The right of indemnification provided by this Article shall not be deemed exclusive of any other right to which said persons may be entitled apart from this Article.

Section 2 Insurance Coverage

The Board shall maintain a Policy to protect the Corporation, its Directors, members and assets by establishing appropriate insurance coverage against the risks that may reasonably be encountered in the pursuit of its mission.

Article IX – Stakeholder Discipline

Section 1 Provision for Disciplinary Action

In recognition that a large portion of the Corporation's constituent group are students and in order to have the option to take action should any individual affiliated with the Corporation conduct themselves in a manner that causes significant concern, the Board of Directors shall maintain a Policy that provides for such action, including rights of notice, due process, and appeal for any affected member.

The Board of Directors shall also maintain a Policy that provides for appropriate mitigating actions to be taken in the event that the conduct of any separate entity is in strong conflict with the Corporation's mission or undermines the fundamental nature of its operations.

Article X – Amendments

Section 1 Proposing Amendments

Changes to the currently approved Bylaws may be initiated as follows:

- a) A simple majority of the Board may propose a revision, providing the matter has been listed on the Agenda for the meeting at which the action is taken; or

- b) Twenty voting members may petition the Board for a revision, delivering the specific verbiage to the Secretary.

Section 2 Approval of Amendments

A proposed revision to the currently approved Bylaws must be approved by a majority of at least 10% of the voting membership. The Board shall maintain a Policy that describes the methodology for conducting such votes.

Article XI – Dissolution

Section 1 Action Required

When the Corporation no longer has purpose to exist, the Board shall take such action so as to have all operations cease, all requisite reporting to governmental entities be performed, and the existing assets be disposed.

Section 2 Disposition of Assets

In the event of dissolution of the Corporation, any or all property on loan or lease to the Corporation shall be returned promptly to the respective lender or lesser; and any and all property and assets of the Corporation after the payment of all obligations of the Corporation shall be distributed at the discretion of the Board for charitable, scientific, or educational purposes and shall not inure to the benefit of any member, officer, director, or individual connected with the Corporation nor shall any part thereof inure to the benefit of any individual or corporation, a substantial part of the activities of whom or which consists of attempting to influence legislation; nor in any event shall any asset held by the Corporation be returned to any donor or benefactor thereof, except as may be required under contractual obligation.

END

Adopted on February 9, 2021 by Vote of the Members of the Corporation.

Revision History

Date	Description
October 16, 2010	Original Document
February 6, 2019	<ul style="list-style-type: none">• Changed Article II, Section 1 to remove reference to high school aged students.• Changed reference to FIRST and the FIRST website to reflect current branding.
June 12, 2019	<ul style="list-style-type: none">• Changed Article IV, Section 2 to remove the requirement that voting be conducted in person at the annual meeting.• Removed the phrase “of all members in attendance at the Annual Meeting” from the end of the second sentence of the fourth paragraph in Section 2.
February 9, 2021	<ul style="list-style-type: none">• Changed Article I to add wording to include our dba information.• Changed Article II to add wording to indicate non-discrimination in our employment practices.• Changed Article III to expand, clarify and designate membership roles. Specified that a Membership Rights and Responsibilities Policy will be maintained.• Changed Article IV to remove reference to outdated Regional Director position; acknowledge ability for the Board to hire staff; update the Nomination and Election of Directors section to better define, outline and describe the practice that will be used; specify a timeline for the election process; refine handling of Ex-Officio board members, including the addition of Dean’s List Winners.• Changed Article V to add language for an additional policy that outlines all of the duties and responsibilities of Officers.• Changed Article VI to further define and specify meeting dates and timelines.• Changed Article VII to reflect current practices and financial institution requirements.• Changed Article VIII to clarify that an indemnification policy is an insurance policy, rather than a Policy Document.• Changed Article IX: Added language to allow for action in the instance where an entity (not an individual) goes against the Corporation’s mission.• Other minor changes throughout.