

First State Robotics, Inc. By-laws

Article I. - Organization

This organization shall be known as First State Robotics, Inc. It is a not-for-profit Corporation with its principal office in New Castle County, Delaware. In this document it shall be referred to as the Corporation.

Article II. – Purpose

The Corporation's purposes are as set forth in its Articles of Incorporation. The general purpose shall be to promote interest in science and technology to middle school and high-school-aged students through participation in the FIRST Foundation (www.usfirst.org) robotic competitions 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 on its action. The Corporation shall exercise all the powers conferred upon corporations formed under the State of Delaware'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.

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 1954, 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 1954.

No part of the net earnings of the Corporations shall inure to the benefit of any committee member, staff, or officer 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, director, or officer 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

The management of this Corporation shall be vested in a Board of Directors, hereinafter referred to in this document as Directors, consisting of no less than three (3) nor more than 15 members to be elected as prescribed below.

Directors shall be chosen to reflect the constituency of the Corporation and to generally represent the technical community, educators, and the interested public.

The Board of Directors shall assume the management of the Corporation. It shall receive and act upon all committee reports and those of its Officers and Staff. It shall determine the policies of the administration and operation, and assume financial responsibility of Delaware FIRST Robotics, Inc. The Directors may hire a Chief Executive Officer and Staff as deemed necessary to carry out the policies of the Board.

Each Director will serve as a working member of one or more Action Committees, as appointed by the Chair.

In instances of vacancies, new Directors shall be elected by a majority vote of the Board of Directors at any duly convened meeting, provided that the noticed thereof contains a statement of the proposed nomination. The regular term for a Director shall be three (3) years from the date of election. By a formal motion and majority vote, the Directors may extend the terms of individual members of the Board (Corporation) in the best interest of the Corporation.

The Nominating Committee shall report its recommendations to the Board of Directors in the notice of the meeting at which the nominations will be considered.

Any Director, who shall be absent from three meetings a year without presenting satisfactory reasons shall be deemed to have resigned from the Board of Directors and shall cease to be a member thereof, subject to reinstatement by majority vote of the Directors.

The Directors shall have an Executive Committee that shall act for the Board of Directors between meetings thereof. The Executive Committee shall be composed of, but not limited to, the officers and one Director-at-large.

An Annual Meeting of the Organization shall be held each year. The Directors shall meet at least quarterly. Written notice, including all agenda, of all meetings shall be communicated to all Directors at least ten (10) days prior to the date for such meeting.

The Meetings of the Directors and all Committees or Subcommittees shall have a quorum of the Board of Directors or any of its Committees or Subcommittees to be present in order to act. Each Director is entitled to vote and shall have one vote each. A quorum shall be a majority of those entitled to vote.

The Directors may appoint ex-officio members as they desire. All ex-officio appointments shall be reviewed annually by the Directors, and no ex-officio member attending a Board of Directors meeting shall be entitled to vote or be counted for quorum purposes. If no longer eligible to serve as a Director due to term limitations, the immediate past Chair shall become an ex-officio member when his or her elected term expires.

Article IV. – 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 two (2) years. By a formal motion and majority vote, the Directors may extend the terms of individual officers of the Board in the best interest of the Corporation.

The Officers will be elected by majority vote of the Directors from their number at its first session after April. The Nominating Committee shall report its recommendations for such positions to the Directors in the notice of the meeting at which the nominations will be considered. Additional nominations may be made by any Director with the consent of the nominee. Officers shall assume office at the adjournment of the meeting in which they were elected.

The duties of the Officers shall be as follows:

The Chair shall preside at all meetings of the Board of Directors and its Executive Committee. He or she shall appoint all Action Committees, be an ex-officio member of each committee, and 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 his or her inability or refusal to carry out such duties.

The Secretary shall be in charge of all official minutes, correspondence, and other records of the Board of Directors, and shall send out notices as may be required by the Directors.

The Treasurer shall keep an accurate record of all monies received and disbursed by the Corporation. At each Annual Meeting, the Treasurer shall submit a written report for the fiscal year just ended.

The Executive Committee Member-at-Large shall serve a one year term and will be elected by majority vote of the Directors from their number at its first session after April 1.

An officer may be removed for misfeasance, malfeasance, or nonfeasance upon the vote of three-fourths of the Directors.

Any vacancy in any office due to any cause whatsoever shall be filled by the Directors at a duly convened meeting. At the discretion of the Directors, the period of such appointment may be either until the next annual election of the officers or for the remainder of the current two (2) year term. Should the Directors designate the period of appointment to be until the next annual election of officers, the time period will not be counted as time in office for that individual.

Article V. Committees and Fellows

An Advisory Committee of citizens with broad community experience may be convened by the Board of Directors. It shall meet as necessary to review the policies and principles of the Corporation and suggest strategies by which the Corporation could improve its effectiveness in carrying out its mission. Advisory Committee members shall be elected by majority vote of the Directors at any duly

convened meeting and the Directors shall review the membership of the Committee annually. The Advisory Committee may appoint a Chair, at its pleasure.

Anyone may propose, or the Board of Directors may by resolution designate, Action Committees. An Action Committee shall have and may exercise powers as provided by the Board of Directors and shall become recognized when the Board of Directors Chair appoints a Director as a chair of the Action Committee. There may be standing, ad hoc, and advisory Action Committees. Such Action Committees may include an Executive Committee, an Audit Committee, and various functional committees. The chair and members of such committees shall be appointed by the Chair with the approval of the Directors and shall continue in office at the pleasure of the Chair and the Directors.

The Directors may by resolution designate Program Boards. Program Boards will be responsible for creating and implementing the programs of the Corporation and shall have and may exercise powers as appointed by the Board of Directors and shall become recognized when the Board of Directors Chair appoints a Director or Staff member as a Liaison to the Program Board. The appointed Liaison is responsible for representing Board of Directors policy and principles to the Program Board, bringing policy issued to the Board of Directors on behalf of the Program Board, and communicating relevant deliberations and decisions of the Program Board to other Liaisons. Any conflicts arising between Program Boards will be reconciled by a panel consisting of the chairs, the Liaisons, and a Director appointed by the Chair of the Board of Directors. Program Boards may act independently, provided such actions and their purposes are aligned with the principles and practices of the Organization and the resources are within the approved budget.

The Nominating Committee will be appointed by the Chair of the Board of Directors and may include up to two Directors and three other individuals representing the diversity of the Corporation's constituency.

The committees shall meet as deemed necessary, keep regular minutes of their proceedings, and report to the Board of Directors when required. Each committee chair shall render to the Directors an annual written report of the activities of his or her respective committee by July 1.

Article VI. Financial Matters

The Directors will approve an annual operating budget for the Corporation, which will be implemented and monitored by the Executive Committee. The Treasurer will present a financial report at each regular meeting of the Directors. The books will be audited by a Certified Public Accountant at the close of the fiscal year, June 30. The Directors may create an Audit Committee, consisting of at least two members who are not members of the Board of Directors, to review the books on a regular basis, in preparation for the annual audit.

Article VII. Indemnification of Officers and Directors

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified against expenses, including attorney's fees, judgments, fines and amount paid in settlement actually and reasonably incurred by him or her in connection with any such action, suit or proceeding to the full extent provided under subsections (a) through (e) of Section 145 of the General Corporation Law of the State of Delaware, provided that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which any such director, officer, employee, or agent may be entitled under any other By-Law, agreement, vote of disinterested trustees, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Such indemnification shall be available to the individual prior to the commencement or at the conclusions of such actions.

Article VIII. Dissolution

In the event of dissolution of this Corporation, any or all property on loan or lease to the Corporation shall be returned promptly to the respective lender or lessor, 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 of Directors 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 property be held by the Corporation be returned to any donor or benefactor thereof.

Article IX. – Amendments

Alterations, amendments, or repeals of the By-Laws may be made by a majority of the voting Directors at any meeting if the notice thereof contains a statement of the proposed alteration, amendment, or repeal.

____John Larock_____
Name, Chair

____Joseph Perrotto_____
Name, Vice-Chair

____Karen O'Brien_____
Name, Secretary

____William Enslin_____
Name, Treasurer

____Dec. 17, 2003_____
Date

____Louis Rosanio_____
Name, Board Member