

BYLAWS OF

Agawam Robotics Education Association, Inc.

ARTICLE I

Name, Seal and Offices

1. Name: The name of this Corporation is Agawam Robotics Education Association, Inc.
2. Seal: The seal of the Corporation shall be circular in form and shall bear the words Agawam Robotics Education Association, Inc.
3. Offices: The principal office of the Corporation shall be in the County of Hampden, Commonwealth of Massachusetts.

ARTICLE II

Members and Meetings of Members

1. Membership: Any parent or legal guardian of a student participating in FIRST Lego League and/or FIRST Robotics Competition, or person considered to be a team mentor (the person/mentor must be 21 years or older). The membership shall be established by the Clerk of the Corporation on an annual basis, no later than September 15th of each such year.
2. Rights of Members: The right of a member to vote and all his right, title and interest in or to the Corporation shall cease on the termination of his membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.
3. Resignation of Members: Any member may resign from the Corporation by delivering a written resignation to the President or Clerk of the Corporation.
4. Annual Meetings: The annual meeting of the members of the Corporation shall be held at the principal office of the corporation as part of the monthly meeting in October of each year, for the purpose of electing officers, appointing two inspectors of election, and for the transaction of such other business as may properly come before the meeting.
5. Notice of Annual Meetings: Notice of the time, place, and purpose or purposes of the annual meeting shall be served either personally or electronically (email, slack, not less than ten (10) nor more

than forty (40) days before the meeting upon each person who appears upon the books of the Corporation as a member.

6. Regular meetings: Regular meetings of the members of the Corporation shall be held monthly on selected Monday. If the selected Monday of any of the aforesaid months shall occur during a school holiday, the meeting shall be held on the following Monday.

7. Special meetings: Special meetings of the members, other than those regulated by statute, may be called at any time by the President or VicePresident or by two officers and must be called by the President or Clerk on receipt of the written request of all officers of the Corporation.

8. Notice of special meetings: Notice of special meeting stating the time, place, and purpose or purposes thereof shall be served personally or electronically (Slack, email), not less than five (5) nor more than forty (40) days before such meeting.

9. Quorum: At any meeting of members of the Corporation the presence of all officers and at least 5 additional members in person shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be rescheduled from time to time by vote of a majority of the members present in person, without notice other than by announcement at the meeting and without further notice to any absent member. At any rescheduled meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

10. Proxies: Proxies shall not be utilized within the Corporation.

11. Voting: At every meeting of members each member shall be entitled to vote in person. Each member of the Corporation shall be entitled to one (1) vote. The vote for directors and, upon the demand of any member present, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person.

12. Inspectors of election: The members may at each annual meeting elect or appoint two (2) persons (who need not be members) to serve until and including the next annual meeting as inspectors of election.

13. Removal of members, directors or officers: Any member, director or officer may be removed from membership or from office by the affirmative vote of officers plus 5 additional members during regular or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer or director proposed to be removed shall be entitled to at least five (5) days' notice in writing electronically (email) of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

15. Compensation and expenses: Members shall not receive any stated salary for their services. The officers shall have power in its discretion to contract for and to pay to members rendering unusual or special services to the Corporation special compensation appropriate to the value of such services.

ARTICLE III

Board of Directors

1. Number: The Board of Directors shall have 1 member who shall be the President elected per Article IV.

2. Duties. The Board of Directors, pursuant to Chapter 180 of the General Law of the Commonwealth of Massachusetts shall file an annual report, verified by the Treasurer, showing in appropriate detail the following: (a) the assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year; (b) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report; (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report; (e) the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of report, and a statement of

the place where the names and addresses of the current members may be found. The annual report of Directors shall be filed with the records of the Corporation and an abstract thereof presented at the next monthly meeting of members and entered in the minutes of the proceeding of the monthly meeting of members.

ARTICLE IV

Officers

1. Number: The officers of the Corporation shall be the President, Vice President, Clerk and Treasurer. No person shall hold more than one office.

2. Election, term of office, and qualifications: All officers shall:

- a. be elected at the Annual Meeting of the Corporation
- b. shall hold office for a term of one (1) year;
- c. be a member for at least one (1) school year prior to holding office;
- d. have had a student in the *FIRST* Robotics Program within the Agawam School
- e. be an Agawam resident, unless the student is School Choice;
- f. have had a successful CORI background check completed.

3. Vacancies: In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the next annual meeting of members next succeeding and until the election and qualification of his successor.

4. President: The President shall preside at all meetings of members. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned by the Officers. The President will be responsible for all correspondence, newspaper, public relations and marketing. The President shall provide a main point of contact with Agawam High School, FIRST and other entities doing business with the Corporation and shall be a member ex-officio of all subcommittees. The President shall work in conjunction with the Vice President, Clerk, Treasurer and Technical Advisor.

5. Vice President: At the request of the President, or in the event of absence or disability, the VicePresident if one shall be elected, shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the VicePresident shall have such other powers and shall perform such other duties as may be assigned to him by the Officers. The Vice President shall be in charge of operations including repositories, calendars, action tracking, websites and purchasing of parts and materials through Agawam High School. The Vice President shall work in conjunction with the President, Clerk, Treasurer and Technical Advisor.

6. Clerk: The Clerk shall have charge of such books, documents, and papers as the officers may determine and shall have the custody of the corporate seal. The Clerk shall attend and keep the minutes of all the meetings of the members of the Corporation. The Clerk shall keep a record, containing the names, of all persons who are members of the Corporation, showing their places of residence, and such book shall be open for inspection as prescribed by law. The Clerk may sign with the President or VicePresident, in the name on behalf of the Corporation, any contracts or agreements authorized by the officers, and when so authorized or ordered by the officers. The Clerk shall, in general, perform all the duties incident to the office of Clerk, subject to the control of the officers, and shall do and perform such other duties as may be assigned to the officers.

7. Treasurer: The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the officers. The Treasurer shall be responsible for overseeing all fund raising activities of the Corporation. The Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the officers may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the officers, the Treasurer shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the officers or by these Bylaws to some other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Treasurer shall enter regularly on the books of the

Corporation to be kept by the Treasurer for the purpose full and accurate account of all moneys and obligations received and paid or incurred by the Treasurer for or on account of the Corporation, and the Treasurer shall exhibit such books at all reasonable times to any director or member on application at the offices of the Corporation. The Treasurer shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the officers. A Co-Treasurer or Assistant Treasurer may be appointed by the officers for the convenience of signing authority on the account. Any expenditure in the amount of \$500.00 or more shall require the signatures of any two (2) officers of the Corporation.

8. Technical Advisor: The Technical Advisor shall act as one of the main points of contact with FIRST and assist with registration, team startup and execution for all grades affiliated with FIRST programs in Agawam. The Technical Advisor shall also work with FIRST teams in Agawam at all levels to identify resources, scheduling, materials, mentors and coaches and work closely in conjunction with the President, Vice President, Treasurer and Clerk to support AREA initiatives. The Technical Advisor shall help with mentoring the teams in understanding game manuals/rules, planning, brainstorming, design, mechanical, programming, electrical, assembly and testing and tool usage and safety. The Technical Advisor shall also act as a mentor of mentors helping mentors build their coaching and mentoring skills to help teams be successful. NOTE: The technical advisor is not a voted officer position

9. Compensation: Officers shall not receive any stated salary for their services as such.

10. Removal: Any officer may be removed for office by the affirmative vote of 4 officers plus 5 additional members present at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by email of such meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

ARTICLE V

Disbursements

There are 3 types of disbursements that require different levels of the approvals: Grants from Agawam Public Schools, the Agawam High School Activity Fund and Agawam Robotics Education Association account.

For Grants from Agawam Public Schools the process includes the following steps:

1. Identify a list of items as associated cost
2. Get Superintendent(Sheila Hoffman) and Business Administration (Rob Clickstein) approval
3. For each item purchased send Quote to Financial Analyst (Mary Avery)
4. Financial Analyst will submit PO based on Quote
5. Once item received provide Invoice to Mary Avery.
6. Mary pays invoice to organization based on PO.

For the Agawam High School Activity Fund

1. Procure an electronic quote
2. Send quote to Shawn Tarto who will process into a MUNIS requisition.
3. Both the Principal and Business Manager will approved electronically
4. Financial Analysts will convert into a PO and send it to the Vendor.
5. When the the Financial Analyst revives the request the turnaround time is approx 24-48 hours

For the Agawam Robotics Education Association account, monthly meeting approval is required for disbursements over Five Hundred (\$500.00) Dollars . All disbursements, with the exception of the following, shall come to the monthly meetings for approval. An officer plus 5 member affirmative vote may constitute approval.

These disbursements are to be considered ongoing and regular disbursements:

1. FIRST Robotic Competition registration fees;
2. Postseason competition registration fees (Battle Cry, Bash @ the Beach, Beantown Blitz, River Rage, or similar post/pre season events);

3. Transportation costs, such as team bus, actual fuel cost and tolls for private vehicle transporting team equipment and team flights;
4. Lodging for team events;
5. Occasional team meals during team events (lunches during build season, pizza post event party, end-of-season ice cream social, etc.);
6. Hardware, software or equipment purchases directly related to build season, the current year robot or in preparation for build season and the “robot to be”.

ARTICLE VI

Agents and Representatives

The officers may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the officers may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE VII

Contracts

The officers, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance and unless so authorized by the officers, no officer, agent, or member shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE VIII

Advisory Committees

There are no Bylaws defining the use of Advisory Committees at this time.

ARTICLE IX

Not Applicable

ARTICLE X

Fiscal Year

The fiscal year of the Corporation shall commence on September 1st of each year and end on August 31st.

ARTICLE XI

Prohibition Against Sharing in Corporate Earnings

No member, director, officer or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the officers; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the officers may determine or as may be determined by a court of competent jurisdiction upon application of the officers, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII

Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the officers, without being restricted to the class of investments which a director is or may hereafter be

permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII

Amendments

This section is not applicable at this time.

ARTICLE XIV

Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XV

When the identity of any of the members, officers or directors or any other party other circumstances make it appropriate, a neutral gender shall be included and the singular number includes the plural. The headings of each of the above paragraphs are for information and convenience only and do not limit or construe the contents of any provision hereby.