

River City Robots Organization Bylaws

As adopted on 8/01/03
As amended on 12/26/03

Article I - Name

The name for this not-for-profit organization shall be known as: River City Robots.

Article II – Purpose

Section 1: The purpose of the River City Robots (RCR) is to interest high school aged students in science and technology through participation in the FIRST Foundation (www.usfirst.org) robotic competitions and related activities. As such, this organization is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) Internal Revenue Code.

Section 2: The functions of the organization include:

- a) To raise the funds and acquire the materials and facilities necessary to pursue the purposes of the organization
- b) To recruit members necessary to sustain the organization.
- c) To conduct training sessions for the members of the organization to facilitate participating in the FIRST Foundation robotic competitions.
- d) To design, build and test robots; to create animated movies; submit award applications; and any other required actions needed for entry in FIRST Foundation and related competitions and demonstrations.
- e) To build and maintain a web site.
- f) To encourage and support the formation of other FIRST Foundation robotic competition teams.

Section 3: Notwithstanding any other provision of these articles, River City Robots shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Article III – Membership

Section 1: The membership shall consist of two levels: students and mentors.

a) Student members are high school aged individuals who actively participate in the activities of the RCR organization.

b) Mentor members are individuals older than high school aged and actively participate in mentoring students or otherwise performing functions in support of the RCR organization.

Article IV – Directors

Section 1: Board of Directors - The affairs of the organization shall be governed by a Board of Directors comprised of three mentor level members elected by all the members of the organization.

Section 2: Eligibility – Any mentor level member who is committed to fulfilling the duties of the office is eligible to hold a board of director’s position.

Section 3: Term of Office – The directors shall hold office for one year so long as they remain eligible under Article IV, Section 2. A director shall be eligible to serve any number of terms as long as they remain eligible under Article IV, Section 2.

Section 4: Election of Directors – The directors shall normally be elected by a majority of all members in attendance personally, or by proxy, at an annual organizational meeting of the organization. The election of directors shall be conducted by secret ballot. The candidate or candidates with the largest number of votes shall fill director vacancies where the number of candidates exceeds the number of vacancies.

Section 5: Vacancies – Any vacancies in a director position, however caused, shall be filled by a majority of the remaining directors so long as a quorum of directors (2) remains in office. A director so elected shall remain in office for the duration of the vacant term.

Section 6: Removal of a Director – A director shall automatically cease to hold office if:

- a) A resolution to that effect is passed by two thirds majority of the members of the organization voting at a meeting duly called for this purpose: or
- b) The director otherwise ceases to be eligible as a member under Article II, Section 1(b); or
- c) The director otherwise ceases to be eligible as a director under Article IV, Section 2.

Section 7: Remuneration of Directors – The directors shall receive no remuneration for acting as such and no director shall directly or indirectly receive any profit from his position. Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

Article V – Officers

Section 1: General – The officers of the organization shall be chosen from among the members of the board of directors by the members of the board of directors. They shall select a President, Vice-President and a Secretary-Treasurer.

Section 2: President – The President shall, when present, preside at all meetings of the organization and, along with the Board, generally oversee and supervise the governance of the organization including the signing of bylaws, special resolutions, and other such documents requiring his (her) signature and such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office. The President shall be elected for term of one year and shall be eligible for re-election to any number of additional terms.

Section 3: Vice-President – The Vice-President shall, in the absence of the President, preside over meetings of the organization and of the Board and otherwise exercise all the powers and duties of the President.

Section 4: Secretary-Treasurer – The Secretary shall be responsible for giving notices: keeping records of all meetings of the members; signing the minutes: keeping a listing of the membership and sponsors; and such other duties as may from time to time be assigned by resolution of the Board.

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the corporation in proper books of account and shall deposit all monies, or other valuable effects, in the name of and to the credit of the organization in such bank or banks as may from time to time be designated by the Board. The Treasurer shall, under the direction of the Board, disburse the funds of the organization, taking proper vouchers therefore and shall render to the Board at regular meetings thereof, or whenever required, an account of all such transactions and the financial position of the organization. The Treasurer shall submit an annual report to the State of Missouri listing the officers and directors by 31 August.

Article VI – Meetings of Members

Section 1: Annual Meeting – An annual meeting of the organization shall be held within fifteen (15) months of the last preceding annual organizational meeting at such date, time and place in St. Charles County as determined by the Board for the purpose of:

- a) Considering and approving the minutes of the previous annual meeting and any special general meeting that may have been held since the last annual meeting;
- b) Receiving and considering financial statements for the preceding fiscal year;
- c) Receiving and considering such other reports and statements as determined by the Board;
- d) Electing directors and officers; and
- e) Transacting any other business properly brought before the meeting.

Section 2: Special General Meetings - The Secretary shall call a special general meeting of members at the request of the Board or upon receiving a written request signed by ten (10) percent of the members and stipulating the purpose of such meeting. Such meeting shall be scheduled within thirty (30) days of receipt of the request at a date, time and place within St. Charles County.

Section 3: Notice and Agenda

Notice for any general organizational meeting of members shall be given at least fifteen (15) days in advance of the date of the meeting and shall include the date, time, place, agenda and general nature of business to be transacted. Only business on the agenda or related thereto shall be transacted at such meeting.

Article VII: Dissolution

Section 1: In the event of dissolution of the River City Robots organization, the net assets of the organization shall be applied and distributed as follows:

- a) All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof in accordance with applicable law.
- b) If any assets shall remain after the provisions of Article VII, Section 1(a) of the bylaws have been complied with, any remaining assets shall be distributed to another FIRST robotics competition team with a 501(c)(3) status for the application to activities and purposes consistent with those of the River City Robots and the FIRST Foundation. The Board of Directors shall select the team to which the funds are transferred.
- c) Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) as outlined in Article VII, Section 1, paragraph (b), or shall be distributed to the Federal government, or to state and local government, for public purpose. Any such assets not so disposed of shall be disposed by the Court of Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII – Amendment of Bylaws

Section 1: The bylaws of the organization currently in effect may be repealed or amended by bylaw enactment supported by unanimous consent of each and every director of the organization signified in writing and shall hold force and effect until it is sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at the general organizational meeting or a special general meeting duly called for the purpose of considering the said bylaw. If such bylaw enactment is not so sanctioned it shall cease to hold force and effect immediately the resolution proposing such amendment is defeated.