

BYLAWS OF
TEAM 303 ROBOTICS ALLIANCE OF MENTORS AND PARENTS, INC.
Adopted June 5, 2011
Amended May 18, 2016

Article I
NAME and PURPOSE

The name of this corporation is Team 303 Robotics Alliance of Mentors and Parents, Inc., referred to herein as RAMP.

Article II
OBJECTIVES

RAMP is organized as a non-profit corporation exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. The primary purpose of the corporation, subject to the limitations herein provided, is to support the Bridgewater-Raritan High School (BRHS) FIRST Robotics Team 303, aka Panther Robotics, referred to herein as Team 303. The term support shall include, but is not limited to, adult support, organization, educational opportunities, corporate contacts, and funding of Team 303.

Article III
MEMBERS

- A. The membership of this corporation shall consist of Voting Members and Associate Members as defined in this article.
- B. Voting Members of RAMP consist of parents or guardians of Team 303 students currently enrolled at BRHS, who have paid the corporation membership dues for the current fiscal year ending June 30. Voting Members shall have the right to vote on all matters for which there is a right of the membership to vote. For voting purposes, a membership is comprised of a household and one membership equals one (1) vote.
- C. Associate Members consist of the following:
1. Team 303 Mentors (other than those who are Voting Members by virtue of being parents/guardians);
 2. The Team 303 faculty advisor(s) appointed by BRHS;
 3. Other adults who may be admitted to Associate Membership by a vote of the Voting Membership, when such membership is deemed to benefit the corporation. Such persons may include representatives of sponsoring organizations, interested and supportive members of the community and administrators/staff of BRHS.

"Mentor", as used in these by-laws, means an adult who, during the school year in question, is or has been active in providing substantial instruction and/or guidance to students engaged in any aspect of Team 303's activities. The RAMP Board of Trustees shall maintain a roster of current Mentors.

Associate Members are entitled to notice of all meetings and to be heard during discussions to the same extent as Voting Members, but shall not have a vote. Associate Members may be elected to certain positions in the corporation as specified in Article IV and VI.

D. For purposes of determining eligibility to be a Voting Member, the following rules shall apply:

1. A graduating senior student shall be considered to remain a student through June 30 of the year of graduation.

2. A person who has been a Voting Member of RAMP but who has become (or would become) ineligible to be a Voting Member due to the graduation of a student shall be eligible for Voting Membership as of July 1 of a year in which another of that person's children is entering BRHS as a student. Such eligibility shall cease if the student has not joined Team 303 by November 30 of that year.

E. RAMP shall admit any person regardless of race, color, religion, sexual orientation, and national or ethnic origin.

F. Attendance and participation at RAMP meetings by student members of Team 303 is permitted, except when the Voting Members determine by a two-thirds vote that the matters under discussion are of a sensitive nature and that student attendance or participation would be inappropriate. Student participation in this corporation is not intended to replace or detract from student participation in Team 303, which shall be the primary focus of student efforts.

G. Annual dues are \$10 per household, payable by the October RAMP membership meeting, or by October 31 if no meeting is held during October. The Board of Trustees may extend the time for payment of dues. The Board of Trustees may modify dues, upon an affirmative vote of two thirds of the total number of Trustees eligible to vote.

H. The Secretary shall maintain a list of Voting Members and Associate Members and shall maintain such contact information as is provided by the Members.

Article IV OFFICERS

A. The officers of this corporation shall be two Co-Presidents or one President, Vice President, Secretary and Treasurer. All officers must be Voting Members of RAMP during their service, except for the Secretary, who may be either a Voting Member or Associate Member. Additional qualifications are provided for certain offices as stated below.

B. The President is the chief executive officer of the corporation, oversees its activities, facilitates all meetings of the membership and the Board of Trustees, and acts as liaison with the Team 303 team advisor and other members of the BRHS community as appropriate. The President shall be a voting

member of the Board of Trustees and an ex-officio, non-voting, member of all committees. The President must be the parent/guardian of a current Team 303 student member.

All references in these By-Laws to President also pertain to both Co-Presidents when two Co-Presidents have been elected. If two Co-Presidents have been elected, each shall have a Board of Trustees vote.

C. The Vice President assists the President as requested by the President or by the Board of Trustees. Ordinarily the Vice President shall be expected to chair one of the major committees of the corporation and/or to be a Team 303 Mentor. The Vice President shall assume the duties of the President in his/her absence and shall succeed to the unexpired term of the President if that office is vacated. In order to qualify for election as Vice President, a member must have the same qualifications as required for the office of President.

D. The Secretary records and maintains the membership records of RAMP and the minutes of RAMP membership meetings and Board of Trustees meetings. The secretary creates and distributes notices and announcements to the membership, Board of Trustees and the appropriate committees, and attends to correspondence on behalf of the corporation in coordination with the President. The Secretary shall prepare in coordination with the Treasurer, appropriate documentation for donors to the corporation to substantiate their contributions for tax filing purposes.

E. The Treasurer receives all funds due to RAMP and deposits such funds into the corporation's bank account(s), and handles all other banking requirements of the corporation. The Treasurer maintains a complete and accurate record of all receipts and disbursements (showing each activity separately), funds on hand, obligations and financial commitments, and copies of all invoices, purchase orders and other documents evidencing or supporting the receipt and expenditure of funds. The Treasurer shall provide a financial report at each regular meeting showing monthly and fiscal year-to-date income and expenditures, a comparison of all financial activities to budgeted amounts, and statements of assets, account balances and liabilities. The Treasurer shall prepare and propose to the Board of Trustees a draft budget according to a schedule adopted by the Board of Trustees. The Treasurer shall prepare, or cause to be prepared, relevant tax filing with the appropriate State and Federal agencies.

The Board of Trustees may appoint an Assistant Treasurer, who shall assist the Treasurer, become familiar with the financial systems and methods of the corporation, and fulfill the duties and exercise the authority of the Treasurer in his/her absence. In order that the Assistant Treasurer may ultimately succeed to the office of Treasurer if so elected by the membership, the Assistant Treasurer should (when feasible) be a member who will qualify as a Voting Member (i.e., a parent/guardian of a current student Team 303 member) for at least one year longer than the incumbent Treasurer. The Assistant Treasurer may simultaneously hold a seat on the Board of Trustees if so elected, but shall not hold any other elected office within RAMP.

F. The term of office for all Officers shall be one (1) year, concurrent with the corporation's fiscal year ending June 30. Officers shall be elected at the May annual meeting as further described in Article IX.

G. Officers shall be expected to attend all meetings of the Board of Trustees and the membership and to be available to fulfill all of their duties under these Bylaws.

Article V MEETINGS

- A. Regular meetings of the membership shall be held generally monthly, September through June. Specific meeting dates, times, rooms and location shall be determined by the Board of Trustees, and the Secretary shall provide advance written notice of meetings by means reasonably calculated to provide actual notice of meetings to the members. The purpose of regular meetings is to transact all business that may properly come before the meeting. At the meeting, an agenda shall be made available to the Members.
- B. Special meetings of the Members may be called by the President or Board of Trustees, or on written notice given by any five (5) Voting Members. Special meetings shall be held on not less than ten (10) days prior notice to the Members of the date, time, location and purpose of such meeting. The Board of Trustees shall take reasonable steps to provide actual notice of any special meeting to the Members, which may include communication by e-mail or telephone.
- C. A quorum for any Membership meeting shall be 20% of the Voting Members. All persons who are members as of the time of the meeting shall be entitled to participate. No proxy voting shall be allowed. Except for contested elections of officers or Board of Trustees members, all voting shall be by an open show of hands.
- D. The annual meeting will be held in May at a date, time and location determined by the Board of Trustees.

Article VI BOARD OF TRUSTEES

- A. The Board of Trustees shall be responsible for the management and supervision of this corporation and shall make decisions regarding the spending of funds as long as those decisions are within budgetary amounts approved by the membership, and do not conflict with any financial decisions made by the membership directly. When making expenditure for a budgeted item, the Board of Trustees may exceed the budgeted amount by no more than 20 percent if necessary, without an additional vote of the membership. The Board of Trustees shall also develop procedures and committees to meet the objectives of the corporation, review reports of committees and officers, and make recommendations to the membership regarding financial matters.
- B. The membership of the Board of Trustees shall be as follows:
1. One President or two Co-Presidents, Vice President, Secretary and Treasurer of the corporation.
 2. Three other members elected by the Membership for one-year terms.
- C. In addition to the members of the Board of Trustees, a student representative of Team 303, selected by the students, shall be invited to attend meetings of the board. The student representative may be excluded from attendance at the consideration of a particular matter if the members of the Board of Trustees determine by a two-thirds vote that the matter is of a sensitive nature and that student attendance or participation would be inappropriate.

- D. The Assistant Treasurer (if not already a Board of Trustees member) shall be a non-voting participant at Board of Trustees meetings except in the absence of the Treasurer, in which case the Assistant Treasurer shall act temporarily as a voting Board of Trustees member.
- E. The Team 303 faculty advisor shall be invited to attend Board of Trustees meetings as a non-voting participant.
- F. Two members of the same household may not serve simultaneously on the Board of Trustees, inclusive of the Assistant Treasurer but exclusive of the student representative. At least one member of the Board of Trustees shall be a Mentor. The President, Vice President, Treasurer and at least one other Board of Trustees member shall be Voting Members of RAMP.
- G. The three non-officer voting members of the Board of Trustees shall be elected at the same membership meeting as the Officers, and each shall generally be expected to chair one of the major committees of the corporation and/or to be a Team 303 Mentor.
- H. The Board of Trustees shall meet on such schedule and at such locations as it determines to best fulfill its responsibilities. Meetings shall be scheduled on no less than seven (7) days written notice to all members of the Board of Trustees, the student representative, the Assistant Treasurer and the faculty advisor.
- I. A quorum at meetings of the Board of Trustees shall consist of a majority of its voting members including, when applicable, the Assistant Treasurer in place of the Treasurer.

Article VII
COMMITTEES

- A. The activities of RAMP shall, where feasible, be planned and carried out through a system of committees under the supervision of the Board of Trustees.
- B. The Board of Trustees may form, dissolve and appoint standing and special committees and shall designate the chairs thereof.
- C. Committees shall meet at such times and places as they deem appropriate, so long as all members of the committee as well as the President and Secretary of the corporation are given reasonable advance notice of all meetings.
- D. Each committee chair shall make an informal report to the President of RAMP promptly after his/her committee holds a meeting, takes any action or arrives at any recommendation to the membership or the Board Trustees. Each committee shall deliver a report at each monthly membership meeting.
- E. No RAMP funds may be expended by any committee without approval by the membership or through the budgetary process as provided in these Bylaws.

Article VIII
FINANCE, FUNDRAISING and OPERATIONS

- A. RAMP shall raise funds for the purpose of supporting the activities of Team 303. The decision-making procedure for expenditures of funds shall comply with the requirements of Article VI, Section A of these bylaws.
- B. The Board of Trustees will present a budget to the membership for a vote on at least an annual basis.
- C. The fiscal year of this corporation runs from July 1 to June 30.
- D. No obligation may be incurred or contract or agreement entered into in the name of RAMP unless the same has been approved by the membership, or if such expenditure has been included in an approved budget, by the Board of Trustees. Contracts, agreements, or other documents creating obligations, once properly authorized, may be executed by the President or other person specifically authorized by the Board of Trustees.
- E. No Officers, Board of Trustees members, committee chairs nor other members of RAMP shall receive payment or remuneration from this corporation by virtue of any position held or any service performed. Expenses incurred on behalf of the corporation by any member shall be reimbursed by the corporation following authorization of said expenses by the membership or the Board of Trustees, as the case may be, in accordance with these Bylaws.
- F. RAMP is organized exclusively for charitable, educational, and scientific purposes, and shall conduct itself as a non-profit corporation regardless of whether tax-exempt status has been attained. In the event this corporation shall be dissolved by act of the membership or by any court adjudication, any assets remaining after payment of obligations shall be turned over to the Bridgewater-Raritan Regional School District, for exclusive use by the BRHS robotics program or other science and technology program if the robotics program no longer exists. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IX NOMINATIONS AND ELECTIONS

- A. Elections for officers and Board of Trustees members shall be held at the May annual meeting.
- B. A Nominating Committee shall be appointed by the Board of Trustees no later than February of each year. The Nominating Committee shall consist of at least three active Voting Members. Members eligible to become Officers and Board of Trustees members may express their interest and qualifications to the Nominating Committee. The Nominating Committee shall observe the qualifications and requirements for all Officer and Board of Trustees positions as stated in Articles IV and VI of these Bylaws, when making nominations. The Nominating Committee shall transmit its nominations for Officers and Board of Trustees members for the coming fiscal year to the Secretary no later than the April membership meeting, at which meeting the nominations shall be presented. Within five days thereafter, the Secretary shall communicate the nominations and the scheduling of the elections to all members.

C. At the May annual meeting, nominations shall be opened and the Nominating Committee shall make its nominations for all positions to be elected, followed by nominations from the floor (if any) for all positions to be elected. Consent of all nominees shall be obtained before the nomination is made.

D. Uncontested elections shall be show of hands. Contested elections shall be by secret ballot. If no candidate receives a majority of the votes of members present and voting, the two candidates with the largest number of votes will be placed on a second ballot. It shall be the responsibility of the President when taking nominations to ensure that the elections will result in the satisfaction of all qualifications and requirements for officer and Board of Trustees positions as stated in Articles IV and VI of these Bylaws.

E. Persons elected to Officer or Board of Trustees positions shall assume their responsibilities as of July 1st of each year.

F. A vacancy occurring during the year in any office or any seat on the Board of Trustees shall be filled by vote of the Board of Trustees for the balance of the term. The above shall not apply to the Presidency, assuming that there is a Vice President in office to succeed to the Presidency.

G. An Officer or Board of Trustees member may be removed for good cause by either (i) a two-thirds vote of those present at a membership meeting, so long as the full membership has been notified in advance that such a motion will be presented, or (ii) a majority vote of the full membership, without the need for notice.

Article X GOVERNING RULES

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the corporation may adopt.

Article XI AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular meeting of the Membership by a two-thirds vote, provided that the amendment has either been submitted to the Membership in writing at the previous regular meeting, or by e-mail to the entire Membership at least ten (10) days before the meeting.