

Bylaws of TechFire Robotics of York

EIN: 46-3665446

ARTICLE 1 – NAME

Section 1 – Name

TechFire Robotics of York (“Corporation”) a Pennsylvania nonprofit corporation, shall be located in Springettsbury Township, County of York, at 1941 Strawberry Fields, York, PA, 17406 or at any location as the Board of Directors (“Board”) may designate or as the affairs of the Corporation may require from time to time. The organization may also be referred to by the name “TechFire”.

ARTICLE 2 – PURPOSES AND POWERS

Section 1 - Purposes

TechFire is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purposes for which the corporation is formed are (i) prepare youth for technology careers by helping students to become socially engaged, well-informed, effectively-guided and self-confident individuals through participation in safe individual and team challenges and involvement in a developmental curriculum lead by qualified mentors; and (ii) to lessen the burdens of government by battling community deterioration and juvenile delinquency.

To maximize our impact, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

Section 2 – General Powers

The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Pennsylvania. The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the educational and charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 3 - Non-profit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status.

TechFire Robotics of York is a non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation.

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, 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 as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution.

Upon termination or dissolution of the organization any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the TechFire Robotics of York, hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the TechFire Robotics of York, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Pennsylvania.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to TechFire Robotics of York., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Pennsylvania to be added to the general fund.

ARTICLE 3 – MEMBERS

Section 1 – Classes of Membership

There shall be three (3) classes of membership namely Mentor, Student and Ex-Officio.

Mentor members shall meet the requirements of “Mentor” member as defined in team handbook and submit required application and documentation through FIRST Team Information Management System (TIMS).

Student members shall meet the requirements of “Student” as defined in team handbook and submit required application and documentation through FIRST Student Team Information Member System (STIMS). No student member attending a Board of Directors meeting shall be entitled to vote or to be counted for quorum purposes.

Ex-Officio members may be appointed by Directors and shall be reviewed annually by the Board. No Ex-Officio member attending a Board of Directors meeting shall be entitled to vote or to 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 term expires.

Section 2 - Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates’ rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate’s consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1 – Number, Tenure and Qualifications

The number of directors shall be no more than nine (9) and no fewer than five (5) and must include a simple majority of engineering/technical mentors and must include the TechFire 225 Team Director. The Team Director is the FIRST Main Contact for the FIRST Robotics Competition Team 225. The number of Directors may be changed from time to time by amendment to these Bylaws but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Each Director shall hold office for a term of 3 years, or until he or she dies, resigns or is removed by a majority vote of the Directors under Section 3 of this Article. No Director shall serve more than two (2) consecutive three-year terms. Directors shall serve staggered terms to balance continuity with new perspective.

Director terms will be considered to begin 01 July and end 30 June of the year concluding the period of service.

Directors shall have experience with some aspect of participation in FIRST programs for a minimum of one competitive season.

Section 2 – Vacancies

Any vacancies occurring in the Board shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of the person's predecessor in office.

Section 3 – Removal

A Director may be removed from office upon a vote of a majority of the remaining Directors.

Section 4 – Board of Directors Meetings

(a) Regular Meetings

The regular annual meetings of the Board shall be held as provided by resolution of the Board.

(b) Special Meetings

Special meetings of the Board may be called at the request of the President, Secretary or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

(c) Notice

Notice of any special meeting of the Board shall be given at least three days prior to the meeting date. No special form of notice shall be required.

Section 5 – Manner of Acting

(a) Quorum

The majority of the Board shall constitute a quorum for the transaction of business of any meeting of the Board. If less than a majority of the Directors is present, a majority of those present may adjourn the meeting.

(b) Majority Vote

The act of a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board unless the act of a greater number is required by law or by these bylaws.

(c) Absentee Vote

In the event a board member knows in advance they will be absent at the meeting during which a vote on a specific issue will take place, the Director may provide his/her vote in advance to the President in standard communication form, to be counted in the decision process with the rest of the Directors present at the meeting.

(d) Hung Board Decisions

On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(e) Participation

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

Section 6 – Compensation

Directors, as such, shall not receive any stated salaries for their services, but by the resolution of the Board, any Director may be indemnified for expenses and costs by reason of that person's being or having been a Director, except in relation to matters as to which that person shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

Section 7 – Election of Directors

The President shall, with the advice and consent of the Board, appoint a nominating committee of one or more Directors (which may include persons who are not Directors provided that at least one member of the nominating committee shall be a Director) which shall recommend to the Board the names of persons to be submitted for election as Directors. The Directors shall be elected by the Board.

Section 8 – Resignation

Any Director may resign at any time by delivering written notice to the President or Secretary, or to the registered office of the Corporation.

Section 9 – Presumption of Assent

A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as the Secretary of the meeting before adjournment of thereof, or unless he/she forwards such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

Section 10 – Loans

No loans shall be made by the Corporation to any of its Directors.

ARTICLE 5 – COMMITTEES

The Board may designate one or more committees, each of which shall consist of one or more Directors as it may deem necessary to assist in the management of the Corporation.

Section 1- Committees

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board of Directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction;
 - (i) to which the corporation is a party and one or more Directors have a material financial interest; or
 - (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 2 - Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article 4 of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

Section 3 - Informal Action By The Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE 6 – OFFICERS

Section 1 – Officers

The officers of the corporation shall be President, one or more Vice Presidents (the numbers to be determined by the Board), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provision of this article. Such officers and assistant officers to hold office for such period have such authority and perform such duties as may be provided by resolutions of the Board. The Board may delegate to any officer or agent the power to appoint any such subordinate officers, or agents, and to prescribe their respective terms of office, authority, and duties. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2 – Election and Term of Office

The officers of the corporation shall be elected annually by the Board at the regular annual meeting of the Board. Unless he/she dies, resigns, or is removed, each officer shall hold office until the officer's successor shall have been duly elected.

Section 3 – Removal

Any officer elected by the Board may be removed by the Board whenever in its judgment, the best interests of the Corporation would be served by such action.

Section 4 – Vacancies

A vacancy in any office may be filled by the Board for the unexpired portion of the term.

Section 5 – President

The president shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the Board. The President may sign, with the Secretary or any other appropriate officer of the Corporation, authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed.

Section 6 – Vice President

In the absence of the President or in the event of his/her inability or refusal to act, Vice Presidents in the order of their election shall perform the duties of the President.

Section 7 – Treasurer

The Treasurer shall have charge and custody and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation in such banks or other depositories as designated by the Board and perform all duties incident to

the office or as may be assigned to the Treasurer by the President or the Board. In the absence of the Treasurer, an Assistant Treasurer may perform his/her duties.

Section 8 – Secretary

The Secretary shall: (a) keep the minutes of meetings of the Board in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep registers of the post office address of each Director; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board. In the absence of the Secretary, an Assistant Secretary may perform his/her duties.

Section 9 – Other Officers

The Board may elect or assign such other officers, including one or more assistant secretaries or one or more assistant treasurers, as it shall deem desirable to have the authority to perform the duties as may be prescribed by the Board.

Section 10 – Resignation

Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board.

Section 11 – Compensation

The officers shall not receive any compensation for their services. Officers may be reimbursed for their expenses. No loans shall be made by the Corporation to its officers.

ARTICLE 7 – CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 – Contracts

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

Section 2 – Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3 – Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

Section 4 – Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 5 – Gifts and Contributions

The Treasurer may accept on behalf of the Corporation any contribution, gift, bequest, or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state, or federal law.

Section 6 – Indemnification

To the full extent permitted by Corporation Law of Pennsylvania, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under Corporation Law of Pennsylvania. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

(a) **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) **Indemnification of Officers, Agents and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Pennsylvania Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE 8 – MISCELLANEOUS

The corporation shall be noncommercial, nonsectarian and nonpartisan. The name of the Corporation or the names of any Directors in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation. Persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

Section 1 - Books and Records

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board, and such other records as may be necessary or advisable or required by law at the registered or principal office of the Corporation. All books and records of the Corporation may be inspected by a Director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Corporation.

Section 2 – Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end the last day of June in each year.

Section 3 – Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

Section 4 – Non-Discrimination

The Corporation does not discriminate against any volunteer or student on the basis of race, color, cultural heritage, national origin, religion, age, sex, sexual orientation, marital status, physical or mental disability, political affiliation, source of income, veteran status or any other status protected under local, state, or federal law. This policy extends to all personnel decisions, terms and conditions of participation, vendor contracts and provision of services. The Corporation does not tolerate harassment for any reason. Respect for the dignity of others shall be the guiding principle for our relations with each other.

Section 5 - Amendments

The by-laws of this corporation may be amended, repealed, added to or new bylaws adopted by the vote of the majority of the Board.

However,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE 9 – DOCUMENT RETENTION

A document retention policy is in place whereby document relevant to the financial and legal transactions of the corporation are to be retained in accordance with federal and state codes.

ARTICLE 10 - TRANSPARENCY AND ACCOUNTABILITY

Section 1 - Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, TechFire Robotics of York practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

Section 2 - IRS Annual Information Returns (Forms 990N, 990 EZ or 990)

TechFire Robotics of York shall submit the applicable version of Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

Section 3 - Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
- (d) Donor records shall be made available to the board when requested.

ARTICLE 11 – AMENDMENT OF ARTICLES OF INCORPORATION

Section 1 - Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

RESOLUTION: Adoption of the Bylaws of TechFire Robotics of York – Revision 0

Vicki Rispoli and Amy Harmon Krtanjek certify that:

They are the President and the Vice President respectively, of TechFire Robotics of York, a Pennsylvania Corporation and are duly authorized to act on behalf of the Corporation.

The Bylaws of the Corporation are herein stated and identified as Revision 0 and further identified as:

Bylaws of
TechFire Robotics of York

The undersigned, have signed these bylaws on Oct 6, 2014.

Vicki A. Rispoli, President
TechFire Robotics of York

Amy Harmon Krtanjek, Vice President
TechFire Robotics of York