

# **Allen Eagle Robotics Nonprofit Articles of Association**

To further the purposes set forth herein, the members agree to be, and hereby are, organized under these Articles of Association as a not for profit service and social club, for the Association to be named Allen Eagle Robotics.

## **ARTICLE I – THE ORGANIZATION**

### **1.0 Name of Association**

The name of this Association shall be: Allen Eagle Robotics

### **2.0 Offices of Association**

The principal office of the Association shall be at the home of the President of the group. The Association may have such other offices as may from time to time be designated by its members or its Executive Board.

### **3.0 Purposes**

The primary purposes of the Association is to provide a community service by:  
improving awareness, parental involvement and fundraising efforts;  
share information about STEM education and higher education opportunities;  
educate and encourage newcomers to join and participate in the Association;  
provide social activities for members;  
further the art, science, and enjoyment of the subject matter.

The activities of the Association shall be held and maintained in the spirit of these purposes.

### **4.0 Powers**

The Association shall have all the powers necessary to provide activities to conduct its purposes including, but are not limited to, the power to collect, hold and disseminate information consistent with its purpose: to conduct seminars and workshops, and the power to collect dues and disperse funds for the membership.

### **5.0 Membership**

Any individual interested in the subject is welcome to be a member in the Association as long as said member remains in “good standing”. A member is in “good standing” when: – the member pays his/her annual membership dues when required.

A member is no longer in “good standing” when: – the member fails to pay his/her annual membership dues when required.

In the judgment of the majority of the members, the member no longer supports the best interests of the Association.

If a member so elects, he or she may include within his or her membership any or all of the

interested parties who reside in his or her household. In the event of such an election by a member, said member and all of the interested parties who reside in his or her household who he or she has elected to include within his or her membership shall be deemed to be one member of the Association and entitled to one newsletter. In addition, regardless of the number of such interested parties, any member may elect to include within his or her membership, each member of the Association shall be entitled to only one vote on each Association matter to be decided by a vote of the members. Additionally, household memberships are limited to one entry into any prize drawing that require membership. Yet, at any time any member of an included household, may become a voting member by paying dues appropriate to becoming a member.

Complimentary memberships may be granted to persons in need, and/or as deemed appropriate by the Executive Board, and voted upon by the general membership.

### **6.0 Dues, Assessments and Fees**

The Association's activities shall be funded through the use of annual membership dues, assessments, and fees charged to the individuals who take part in the Association's various activities. Except for any excess fees refunded as provided hereafter, all the funds collected by the Association shall be used by it to provide for the various activities permitted by these Articles.

The annual membership dues required for membership in the Association, and any assessments which may be required of the members, shall be established by a majority vote of the members of the Association, upon the recommendation of the Executive Board. The annual membership dues for any fiscal year shall be established at such an amount per member as will, when multiplied by the number of individuals which the Executive Board estimates will be members for the fiscal year for which the annual membership dues are being established, be sufficient to pay at least 80% of the "normal operating costs" which the Executive Board estimates will be required to operate the Association for the fiscal year for which the annual membership dues are being established. The balance of the "normal operating costs", if any, shall be paid from assessments assessed against the membership, investment income, and/or surplus funds available from prior fiscal years. The annual membership dues and any assessments may be varied from fiscal year to fiscal year, but any such dues and/or assessments in effect for any fiscal year shall be the same for all individuals.

Fees shall be charged by the Association to pay the costs of any of its activities, or parts thereof, which do not fall within the meaning of "normal operating costs". Said fees shall be established by the Executive Board at an amount per individual per activity, or part thereof, which shall not exceed the amount which is reasonably estimated to be necessary to pay the costs of said activity, or part thereof, which do not fall within the meaning of "normal operating costs". Should the fees established and collected for any activity or part thereof, not be sufficient to pay all the costs which do not fall within the meaning of "normal operating costs" which are generated by said activity, or part thereof, the deficiency shall be paid as a "normal operating costs" of the Association. Should the fees collected from any activity, or part thereof, exceed the costs of such activity, or part thereof, which do not fall within the meaning of "normal

operating costs”, and should such excess exceed the greater of \$200 or 20% of said non “normal operating costs” incurred to provide said activity, or part thereof, said excess shall be refunded pro-rata to the individuals who paid the fees for such activity, or part thereof. The fees established for any activity, or part thereof, shall be the same for all individuals who take part in such activity, or part thereof, regardless of whether they are members of the Association or non-members.

## **7.0 Fiscal Year**

The Association shall operate with the calendar year as its fiscal year.

## **8.0 Funds Management and Authorities**

No individual member has the authority to obligate the Association in any way. In doing so that member becomes personally responsible for that obligation and not the Association.

Elected Executive Board Members may obligate the Association for up to \$25 on non-recurring expenses.

The President with the approval of the treasurer may obligate the association for up to \$100 on non-recurring expenses. The President and Treasurer should monitor all increases in recurring expenses.

The Executive Board in simple majority may obligate the Association for up to \$200 on non-recurring expenses.

The Membership in simple majority must approve non-recurring expenditures in excess of \$200. New recurring expenses must be approved by simple majority of the membership. Increases in existing recurring expenses do not require approval of the membership.

These Articles describe the rules by which the Association is to be governed. Any situation concerning the governing of this Association which is not specifically described in these Articles shall be governed by “Robert’s Rules of Order”. In any situation in which these Articles conflict with “Robert’s Rules of Order”, these Articles shall prevail.

# **ARTICLE II – THE EXECUTIVE BOARD**

## **1.0 OFFICERS’ DUTIES**

The Executive Board is composed of the officers elected by the general membership at the November general membership meeting. The officers are responsible for the daily operation of the Association as described in the officer’s’ duties. The order listed below indicates the order of succession to the presidency.

The following describes the duties of each of the officers:

**PRESIDENT** – The office of President is the primary person responsible for the business operation of the Association and presides at the regular membership meetings and the Executive Board meetings.

**VICE PRESIDENT** – There shall be one Vice President. He / She will have one vote on the Executive Board. The Vice President is responsible for the performance of the President’s duties in the absence of the President. The Vice President, along with the Executive Board, is responsible for the program planning for the general membership meetings. He / She shall

schedule speakers for each month's meeting and publish the planned topics and speakers' names in the newsletter on the month prior to when the topic is scheduled. The Vice Presidents are also responsible for the coordination of obtaining audio-visual materials required by the speakers.

**SECRETARY/TREASURER** – The Secretary is responsible for maintaining the non-financial records of the Association's operations. The Secretary provides meeting notes of all general membership and Executive Board meetings. These notes/minutes will be recorded in a Secretary's book and will be available (posted in the newsletter) for the general membership to review. The Secretary is also responsible for all non-financial correspondence for the Association business activities. The Secretary shall act as the Treasurer's primary alternate to conduct the everyday business of collecting dues and signing up new members. The Treasurer is responsible for all the funds of the association. The Treasurer shall maintain a detailed listing of the clubs membership and dues records. The Treasurer shall publish a monthly financial statement, report to the membership and publish a summary report in the Association's newsletter. The Treasurer shall maintain a record which he or she shall make available for inspection within five calendar days of his or her receipt of a written request for such an inspection from any member or a written or verbal request for such an inspection from the Executive Board. The President or Vice-President may perform the duties of Treasurer as required. The Treasurer shall maintain the membership records for the Association.

**MEMBERS AT LARGE** -There shall be two members at large whose duties shall be deemed by the President.

## **2.0 ELECTION OF OFFICERS**

Nominations will be opened at the September general meeting and close just prior to the election at the November general meeting. Absentee ballots will be accepted, if delivered prior to the November general meeting. Nominations and ballots will be published in the November newsletter. The election will be held at the November meeting with the results announced at the end of the meeting. Officers will be installed at the January meeting. Each officer shall serve for a term of one year from the date of his or her installation and until his or her successor is duly elected and qualified. In the month of October the President will select a nominating committee, subject to the confirmation of the Executive Board. The committee will choose a slate of candidates and will place their names in nomination. In addition, nominations for any office may be made from the floor or written-in, prior to elections being held, by any member. If the members who have been so nominated consent to run and to serve if elected, and if their respective nominations have been duly seconded, their names shall be placed on the ballot along with the names of the members chosen by the nominating committee. The election of officers shall be a simple plurality of ballots presented to the Secretary during the November meeting.

Officers must be members in good standing at the time of their election and must maintain their good standing throughout their term of office.

## **2.1 Removal from Office**

Any officer may have his or her duties suspended by a unanimous, unopposed vote of the

remaining members of the Executive Board. The suspended officer may request a reinstatement vote by the general membership, following the rules of elections of officers at the next general membership meeting. If the suspended officer does not request a reinstatement vote or if the vote is opposed to reinstatement, the Executive Board must then select a successor to fill the vacant position. The selection is subject to general membership confirmation by a majority vote at the next regular meeting.

### **ARTICLE III – APPOINTMENTS**

The President or Executive Board may select members to serve special assignments of need. The appointments will be subject to approval by the general membership.

### **ARTICLE IV – ADVISORY BOARD**

The Advisory Board is composed of the appointed members appointed by the president and approved by the Executive Board. The members of the advisory board positions are not appointed for a specific duration and may be replaced at any time by the President with the Executive Boards approval. The appointees serve as technical advisors and subject matter experts to provide added expertise to the executive board and meet with the Executive Board at the Executive Board meeting. The position listed below serves only as a guide to the advisory board's positions and are not limited to those positions.

#### **1.0 General Membership Meetings**

The entire membership meets monthly. The meetings are conducted by the President or designated alternate. Meetings shall consist of programs of general interest to the membership, brief announcements, and club business. A minimum of 5 members must be present to conduct FORMAL club business.

#### **2.0 Executive Board Meetings**

The Executive Board shall be called by the President as needed or as designated for purposes indicated at the General Membership Meeting by a majority vote of the membership present. The Executive Board Meetings shall be open to the general membership. Executive Board Meetings and location shall be announced in advance to the membership whenever possible. A minimum of 3 voting members (or designated representation) must be present to conduct club business.

### **ARTICLE VI – NEWSLETTER**

#### **1.0 Purpose**

The content of the newsletter shall be under the control and responsibility of the newsletter Editor and approved by the Executive Board. The club will only publish articles (information) which are clear and free of legal encumbrances and copyrights.

## **2.0 Publication**

The newsletter shall be published and made available at the General Membership Meetings to members in good standing. Anyone providing articles or notices is required to provide the information to the Editor for publication at least 10 days before scheduled publication.

## **ARTICLE VII – REPRESENTATION OF THE CLUB**

The use of the name of this Association or its identifying symbols by any person or organization will be subject to the consent of the majority of the Executive Board.

## **ARTICLE VIII- AMENDMENT OF ARTICLES**

Two methods exist to propose an amendment to, addition to, or repeal of, any provision of, or all of these Articles of Association.

### **1.0 By Executive Board**

The Executive Board may propose any such change in these Articles by presenting said changes at a General Membership Meeting.

### **2.0 By Members**

Any member may propose any such change in these Articles by submitting to any member of the Executive Board a petition which sets forth the proposed change and which is signed by at least 2/3 of the members at a meeting to be voted on at the next meeting. The membership list of the month previous to the month in which the petition is submitted shall be used for determining the membership count.

Any proposed change must be published in the newsletter one month prior to the meeting in which the votes are due to be submitted. Approval of any amendment to, addition to, or repeal of, any provision of, or all of, these Articles of Association requires a majority of the submitted signed, votes received from the members.

## **ARTICLE IX – DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event that the Association ceases to function, or in the event that the members decide to dissolve it, the Executive Board shall, after paying or making provisions for the payment of all of the Association's liabilities, distribute all of the remaining assets of the Association to such organization or organizations which the Executive Board shall select which are then qualified as exempt under Section 501 © (3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law). Any assets not so distributed shall be distributed by the Court of Common Pleas of the county in which the principal office of the Association is then located, or was most recently located if the Association has ceased to function, to such organization or organizations which said Court shall select which