

# BYLAWS OF THE DALLAS PERSONAL ROBOTICS GROUP

Rev 0.4 Approved Feb 12 2011

## Article 1 - General Matters

### Section 1.1 Name

The name of this corporation shall be the Dallas Personal Robotics Group, hereinafter referred to as 'DPRG',

### Section 1.2 Non-Profit Purposes

This corporation is organized as a non-profit corporation under the laws of the State of Texas exclusively for one or more of the purposes specified in Section 501 (c) (3) of the Internal Revenue Code. These purposes include conducting public forums and workshops on robotics technologies; holding competitions designed to promote and advance the design of robots; publishing public interest educational materials on robotics technologies; advancing and aiding in the education of students in the field of robotics; and other similar non-profit purposes.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

No part of the earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors trustees, officers, or other private persons, 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 of this corporation.

### Section 1.3 Principal Office

The principal office of the corporation is located in Dallas County, Texas.

### Section 1.4 Change of Address

The designation of the county or state of the corporation's principal office may be changed by the Board of Directors by filing a 'Change of Registered Office' form with the office of the Secretary of State. Such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

### Section 1.5 Other Offices

The corporation may also have offices at such other places where it is qualified to do business, as its business and actives may require, and the Board of Directors may, from time to time, designate.

## Article 2 – Board of Directors

### Section 2.1 Board of Directors

The activities and affairs of this corporation shall be overseen by the Board of Directors, subject to the provisions of the laws of the state of Texas and any limitations in the Articles of Incorporation and these Bylaws.

The board of directors shall consist of five (5) elected officers who are members in good standing and the age of majority in the state of Texas and any number of appointed advisers. The officers of the corporation shall be elected at the annual meeting by a quorum of the members and their proxies. Their term of office shall be until the next annual meeting of members or until a successor has been elected. Directors shall not receive compensation for their services.

Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. The directors shall be indemnified by the corporation to the fullest extent permissible under the laws of the state of Texas.

### Section 2.2 Officers and Advisers

#### *Section 2.2.1 President*

It shall be the duty of the President to preside at meetings of the corporation and to make a monthly report to the general membership at each regular monthly meeting. The President will appoint and remove all committees. Except

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as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, the President, in the name of the corporation, shall execute deeds, mortgages, contracts, checks, or other instruments which may from time to time be authorized by the board. The President shall not hold the office for more than two (2) consecutively elected terms.

## ***Section 2.2.2 Vice President***

It shall be the duty of the Vice President to perform the duties of the President in the event that the President is temporarily unable to perform the duties of the President. The Vice President shall coordinate all committee activities. The Vice President shall perform such additional duties as the President may delegate. The Vice President shall not hold the office for more than two (2) consecutively elected terms.

## ***Section 2.2.3 Secretary***

It shall be the duty of the Secretary to record the minutes of all meetings and handle correspondence on behalf of the corporation. The Secretary shall be responsible for the safe keeping all legal documents such as contracts, financial reports, state and federal filings, and the Secretary shall make these documents available for inspection upon request by any interested party. The Secretary shall perform such additional duties as the President may delegate. There shall not be a limit on the number of consecutive terms a member can server as Secretary.

## ***Section 2.2.4 Treasurer***

It shall be the duty of the Treasurer to prepare and monitor the budget, make recommendations to the board on financial matters, and collect and disburse funds. The Treasurer shall make a report of the financial position for the previous fiscal year to the general membership at the annual meeting and as requested by the board. The Treasurer shall perform such additional duties as the President may delegate. There shall not be a limit to the number of consecutive terms a member can server as Treasurer.

## ***Section 2.2.5 Librarian***

It shall be the duty of the Librarian to maintain and safeguard the corporate library, which may include software, hardware and media components. The Librarian shall maintain complete records of all materials loaned to members and shall enforce such lending policies as are set by resolution of the board. The Librarian shall perform such additional duties as the President may delegate. There shall not be a limit to the number of consecutive terms a member can server as Librarian.

## ***Section 2.2.6 Advisers***

DPRG Advisers are non-voting members who are appointed to the board and who will act in an advisory capacity. The Board of Directors shall not be required to accept the advice of such advisers.

## **Section 2.3 Vacancies of Office**

A director may resign by giving written notice to the any member of the Board of Directors. A director may be removed from office in accordance with the laws of the state of Texas and these Bylaws. In the case of elected officers, vacancies on the board will be filled by special election at the next regular membership meeting by a quorum of the members and their proxies. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until death, resignation or removal from office.

## **Section 2.4 Annual Meeting**

The annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after the annual meeting of members, at a place set by resolution of the Board of Directors.

## **Section 2.5 Special Meetings**

The Board of Directors may hold special meetings as needed at a time and place set by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Notice of special meetings shall be given to each director at least seven (7) days prior to the meeting by the Secretary of the corporation. Such notice may be given by any method as may be designated from time to time by resolution of the Board of Directors, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. The director to be contacted shall acknowledge personal receipt of the notice within twenty four hours of receipt.

## **Section 2.6 Quorum for Meetings**

A quorum shall consist of three members of the Board of Directors represented in person. Except as otherwise

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provided by these Bylaws or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

## **Section 2.7 Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, who shall be the corporation president, or by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, or in their absence, the presiding officer shall appoint another person to act as secretary of the meeting.

The rules of conduct as found in the current edition of "Robert's Rules of Order, Newly Revised" shall govern meetings insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, provisions of the law, or with any special rules of order the corporation may adopt.

As allowed by law, meetings may be held using remote communications technology.

## **Section 2.8 Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, the Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a meeting by the board

## **Article 3 – Officers**

### **Section 3.1 Elected Officers**

The elected officers of this corporation shall be, in order of the Chain of Command, President, Vice President, Secretary, Treasurer, and Librarian.

### **Article 3.2 Special Officers**

The Board of Directors may appoint by resolution any number of Special Officers deemed necessary to conduct the business and affairs of the corporation to the extent authorized. Special Officers of the corporation shall not be considered part of the Board of Directors. Any member in good standing shall be qualified to be a Special Officer of the corporation.

Special Officers shall hold office until the next annual meeting of the Board of Directors, resigning the position or receiving a notice of dismissal from the Board of Directors. Resignations are effective upon fulfillment of all obligations to the date of withdrawal and should be given in writing to the Board of Directors. Dismissals are effective immediately. There shall not be a limit on the number of consecutive terms a member can server as a Special Officer.

## **Article 4 - Members**

### **Section 4.1 Determination of Membership**

The corporation shall have two classes of members: ordinary members and honorary members. No member shall hold more than one membership in the corporation.

### **Section 4.2 Eligibility of Membership**

Membership shall be open to any person not suspended or expelled from the corporation under the terms of these Bylaws, or otherwise disqualified by the terms of these Bylaws.

### **Section 4.3 Admission of Members**

Applicants shall be admitted to the ordinary membership upon submitting an application and payment of the first annual dues. Persons shall be admitted to honorary membership upon resolution by the Board of Directors. Honorary membership expires on the date of the annual meeting of members (see 4.6.1) but can be extended any number of times by the Board of Directors.

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## Section 4.4 Dues

### *Section 4.4.1 Annual Membership Dues*

All ordinary members shall pay annual dues in advance, of such amount as may be set by a quorum of the members at a meeting of the members. Honorary members do not pay dues.

### *Section 4.4.2 Notification of Dues*

All membership dues shall be payable by the date of the annual meeting of the members.

## Section 4.5 Membership Rights and Privileges

Any member whose dues are paid in full and who has not resigned, been suspended or expelled shall be considered a member in good standing. Only members in good standing shall be entitled to the rights and privileges of membership. Ordinary members shall be entitled to one vote on all issues except those which are specifically assigned in these Bylaws as the prerogative of the Board of Directors. Honorary members are not entitled to vote. Except as expressly provided in or authorized by the Articles of Incorporation, these Bylaws, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

## Section 4.6 Membership Meetings

### *Section 4.6.1 Annual Meeting*

The annual meeting of the members of the corporation shall be held at the first regular meeting in January of each year at the time and place prescribed by the Board of Directors. The members shall elect Executive Officers at the annual meeting. The candidates receiving the highest number of votes shall be elected. Each voting member shall cast one vote. Other business as shall properly come before the membership shall also be conducted.

### *Section 4.6.2 Regular Meeting*

Regular meetings of the membership shall be held at a time and place chosen by resolution of the Board of Directors. Other business as shall properly come before the membership shall also be conducted.

### *Section 4.6.3 Special Meetings*

A special meeting may be called by a majority vote of the Board of Directors, or upon written request submitted to the Board of Directors by not less than ten (10) percent of the full membership; such written request is to contain the subject or subjects to be covered. A meeting date shall be set by the Board of Directors within fifteen (15) days of receipt of the request and the date of the meeting shall not be set more than forty-five (45) days from receipt of the request unless a specific date is stated in said request.

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, date, time and purpose or purposes for which the special meeting is called, shall be delivered not less than ten (10) days before the date of the meeting. Said notice shall be given to each member entitled to vote at such meeting by the Board of Directors or the person(s) calling the meeting. Only matters contained in the notification may be considered at said meeting.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

### *Section 4.6.4 Quorum for Meetings*

At any meeting of the members, a quorum shall consist of thirty (30) percent of the voting members of the corporation represented in person or by proxy. Except as otherwise provided by provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

### *Section 4.6.5 Conduct of Meetings*

Meetings of members shall be presided over by the President of the corporation or, in their absence, by the Vice President of the corporation or, in the absence of both of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

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## **Section 4.7 Majority Action as Membership Action**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, and every proposal approved by a vote of the members (see 4.7.1) is an act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

### ***Section 4.7.1 Voting of members***

A member vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by any combination of those methods as allowed by law.

The Board of Directors may propose actions or decisions which are to be voted on by members. Notification of such proposals, and the voting procedure and schedule for voting shall be sent to the email address on record for each member at least 14 days before the next member meeting. Such proposals shall be discussed at the next member meeting. Voting shall be made available to members no sooner than the end of the member meeting where they are discussed, and shall remain available for not less than 14 days after the meeting.

The acts or decisions in such proposals shall be an act of the members if the proposal is approved by the member vote. A proposal shall be considered approved if a majority of members who voted approved it and at least thirty (30) percent of the voting members of the corporation voted on it, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

Proposals may not be changed once made available for member voting, but may be withdrawn by the Board of Directors. Votes cast on proposals which are withdrawn shall be discarded.

## **Section 4.8 Proxies**

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact in accordance with the requirements of law.

## **Section 4.9 Parliamentary Rules**

The usual parliamentary rules as prescribed in "Robert's Rules of Order, Newly Revised" or its equivalent will govern all deliberations, when not in conflict with these Bylaws.

## **Section 4.10 Non-Liability of Members**

The members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

## **Section 4.11 Indemnification by Corporation of Members**

The members of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

## **Section 4.12 Non-Transferability of Membership**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

## **Section 4.13 Voluntary Resignation**

A member may withdraw from membership by submitting a written notice of resignation to the Secretary. All rights, benefits, privileges, and the interests of a member in the corporation cease on termination of membership. Resignations are effective upon fulfillment of all obligations to the date of withdrawal.

## **Section 4.14 Expulsion**

A member shall be expelled from the membership of the corporation for a period set by resolution of the Board of Directors after providing the member with reasonable written notice and an opportunity to be heard by the Board of Directors either orally or in writing, and upon a determination by the Board of Directors that the member engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a prorated refund of dues already paid for the current dues period. All rights of a member in the corporation shall cease on termination of membership as herein provided.

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## **Article 5 - Committees**

The corporation shall have such committees as may from time to time be designated by a quorum of members or directors at any regular meeting. These committees may consist of persons who are not members and shall act in an advisory capacity to the membership and Board of Directors. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with guidelines given by the President. Each committee will have a chairperson, appointed by the President.

## **Article 6 – Compensation**

Directors and officers shall not receive any compensation for their services but may by resolution authorize fair payment for services rendered by any other agent of the corporation.

## **Article 7 – Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may by resolution authorize the purchase and maintenance of insurance on behalf of any agent of the corporation (including directors, officers, members, employees or other agents of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## **Article 8 - Indemnification**

By resolution of the Board of Directors, the corporation may indemnify any person who was or is a party or is threatened to be made a party to any potential, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a director, officer, member, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and necessarily incurred by them in connection with such action, suit or proceeding so long as they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of the corporation, with reasonable cause to believe their conduct was not unlawful, and they were not guilty of negligence or misconduct in respect of the matter in which indemnity is sought. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not to be opposed to, the best interests of the corporation, and with respect to any criminal proceeding, had reasonable cause to believe that their conduct was not unlawful.

## **Article 9 - Fiscal Matters**

### **Section 9.1 General**

The corporation may use its funds only to accomplish the purposes specified by these Bylaws.

### **Section 9.2 Fiscal Year**

The fiscal year of the corporation commences on the first day of January and ends on the last day of December.

### **Section 9.3 Purchasing Authority**

No member of the corporation shall be authorized to make purchases in the name of the corporation except as directed by the Board of Directors. Purchases over an amount set from time to time by resolution of the members made on behalf of the corporation must be pre-authorized by a vote of members at a regular meeting or a special meeting called for this purpose and such authorization may prescribe procedures for approval and payment of these expenses.

### **Section 9.4 Deposits**

All funds of the corporation will be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

### **Section 9.5 Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, these Bylaws or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation in excess of an amount as set from time to time by resolution of the members shall

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be signed by the Treasurer and countersigned by the President of the corporation except that the Treasurer shall be permitted to pay for routine, regularly occurring expenses as approved by a majority vote of the membership and the Board of Directors.

## **Section 9.6 Gifts and Donations**

The Board of Directors may accept on behalf of the corporation any gift, donation, bequest, or device for the nonprofit purposes of this corporation.

## **Section 9.7 Material Property**

Material property that may be obtained from time to time by the corporation in its name will be controlled and the responsibility of the corporation President or other personnel so designated by the Board of Directors. All such material property shall be used only for the benefit of the corporation and shall not be used for the personal benefit or gain of the appointed caretaker or any third party. No material property of the corporation may be given to, loaned or placed in the possession of a third party without the expressed permission of the Board of Directors.

## **Section 9.8 Dissolution**

In the event of the liquidation or dissolution of the corporation, whether voluntarily or involuntarily, no member will be entitled to any distribution or division of its remaining property nor its proceeds. The balance of all money and other property received by the corporation from any source, after the payment of all debts and obligation of the corporation, will be distributed in accordance with the Articles of Incorporation and Section 501(c) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they be hereafter amended from time to time.

## **Article 10 – Corporate Books, Records and Reports**

### **Section 10.1 Books, Records and Reports**

The corporation shall keep all corporate books, records and reports at its principal office.

### **Section 10.2 Inspection of Documents**

The corporation shall make all books and records of the corporation available for inspection by any interested party for any proper purpose at any reasonable time by submitting a written request to the Secretary of the corporation. The request shall state the purpose for which the inspection is requested. The books and records shall be made available for inspection within a reasonable time after the request is received by the Secretary. Inspection of corporate books or records for purposes of soliciting business shall not be considered a proper purpose and in no case shall members' contact information be made available for inspection except by consent of the member or as required by the Articles of Incorporation, these Bylaws or provisions of law.

### **Section 10.3 Right to Copy and Make Extracts**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

### **Section 10.4 Maintenance of Corporate Books and Records**

The corporation shall keep at its principal office:

1. Minutes of all meetings of directors, officers, the membership and committees, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present, or if a membership meeting then the names of the officers present and the number of members present, and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. A record of its members indicating their names, addresses, and if applicable, their phone numbers, email addresses and the termination date of any membership;
4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

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## **Section 10.5 Members' Property Inspection Rights**

Every member shall have the right at any reasonable time to inspect the physical properties of the corporation.

## **Section 10.6 Periodic Report**

The Board of Directors shall cause any annual or periodic report required under the Articles of Incorporation, these Bylaws, or provisions of law to be prepared and delivered to an office of this state or to the members of this corporation, to be so prepared and delivered within the time limits set by law.

## **Article 11 – Corporate Seal and Emblem**

### **Section 11.1 Corporate Seal and Emblem**

The Board of Directors may adopt, use, and at will alter, a corporate seal and/or emblem. The seal shall be kept secured by the Secretary of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument. The emblem may be used under guidelines established by the Board of Directors.

## **Article 12 - Waiver of Notice**

Whenever any notice or notification is required to be given under the Articles of Incorporation, these Bylaws, or provisions of law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

## **Article 13 – Contracts and Instruments**

### **Section 13.1 Contracts**

The Board of Directors may authorize any member or agent of the corporation, except as limited by these Bylaws and requiring the authority of the membership, 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 specified instances.

### **Section 13.2 Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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 specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **Article 14 - Parliamentary Authority and Construction**

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, the Articles of Incorporation, any special rules of order the corporation may adopt, or any statutes applicable to this organization.

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this corporation as filed with the State of Texas and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 2003 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **Article 15 - Amendments to Bylaws**

The Board of Directors is responsible for proposing amendments to the Bylaws. Members may propose amendments

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by submitting them in writing, with rationale, to the President for consideration by the Board of Directors. Any member may propose an amendment to the Bylaws upon collecting the signatures of ten (10) percent of the membership in favor of the proposed amendment. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of all members or their written proxy at any regular or special meeting, or by balloting by mail, facsimile transmission or electronic message using procedures required by section 4.7.1 "Voting of Members", and adhering to the majority voting requirements in this section. Notification of the general membership of an upcoming vote shall be made at least ten (10) days prior to the scheduled date of the subject vote.