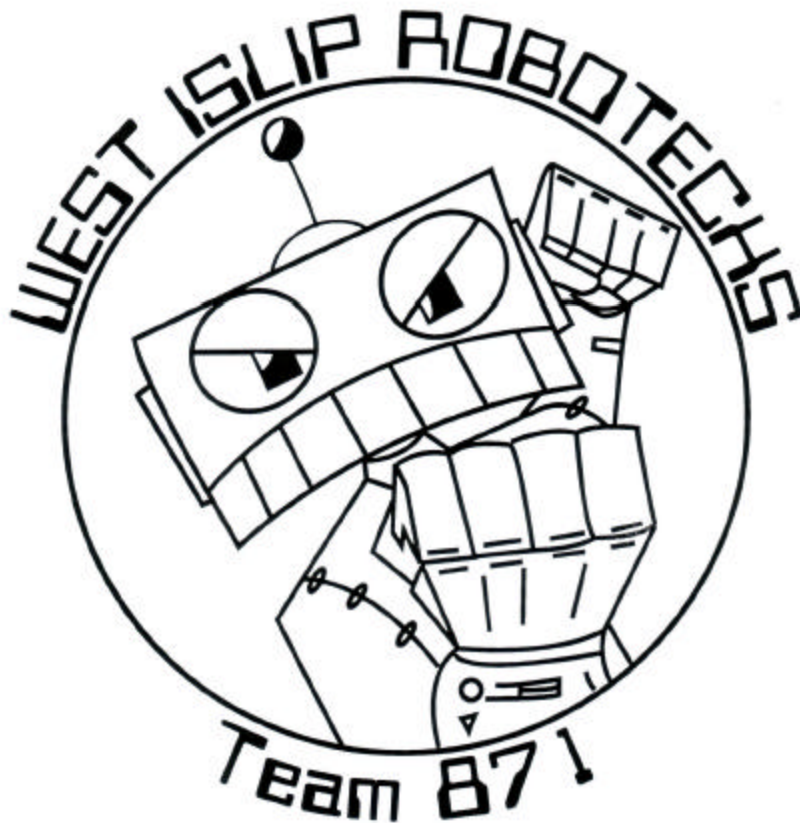


West Islip Robotics Booster Club, Inc.



BY-LAWS of

WEST ISLIP ROBOTICS BOOSTER CLUB, Inc.

A NONPROFIT CORPORATION
INCORPORATED UNDER THE LAWS OF
THE STATE OF NEW YORK

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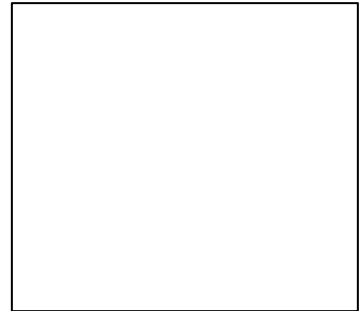
A NONPROFIT CORPORATION
INCORPORATED UNDER THE LAWS OF
THE STATE OF NEW YORK

1.0 OFFICES

- 1.1 The principal office of the corporation shall be in West Islip in the county of SUFFOLK in the STATE OF NEW YORK.
- 1.2 The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

2.0 ORGANIZATION

- 2.1 The name of the organization shall be West Islip Robotics Booster Club, Inc.
- 2.2 The organization shall have a seal which is embossed herein:



3.0 PURPOSE

- 3.1 The following are the purposes for which the corporation has been organized:
 - 3.1.1 The corporation is organized 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 the corresponding section of any future federal tax code.
 - 3.1.2 Advancement of education: providing student assistance, advancing knowledge through research, or disseminating knowledge by means of publications, seminars, lectures, and the like. This is a satellite activity of the West Islip School District.
 - 3.1.3 Advancement of science: activities devoted to the furtherance or promotion of science and the dissemination of scientific knowledge.
 - 3.1.4 Lessening the burdens of government: Includes paralleling the school district's activities of sponsoring the robotics and LEGO League teams and actually lessening their burden by directly donating funds for those purposes and by directly purchasing materials and equipment and services for the teams.
 - 3.1.5 Promote and support the West Islip High School Robotics Team 871, the 'Robotechs'.

- 3.1.6 Promote and support the West Islip Lego League Teams in Udall Middle School and Beach Street Middle School.
- 3.1.7 Promote, support, and assist the School Business Partnership of Long Island (SBPLI)
- 3.1.8 Promote and support West Islip High School students' career interest in a scientific or technology field.

4.0 MEMBERSHIP

- 4.1 Membership in the corporation shall be open to all who support the purposes described in ARTICLE 3.0.
- 4.2 Classifications:
 - 4.2.1 Adult - Parents, Teachers, Mentors, Sponsors. Members in good standing shall be eligible to vote in the annual director election.
 - 4.2.2 Student - Members of Team 871, Udall Lego League, and Beach Street Lego League. Student members shall not be eligible to vote but shall have a voice on the floor.
 - 4.2.3 Dues - Will be set by the Directors, payable at the annual meeting. Students are exempt from dues.

5.0 MEETINGS

- 5.1 The annual membership meeting of the corporation shall be held on the third Thursday of October each and every year except if such day is a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.
- 5.2 The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in the corporation a notice telling the time and place of such annual meeting.
- 5.3 Regular meetings of the corporation shall be held quarterly at the West Islip High School or a location to be determined by the Officers.
- 5.4 The presence at any membership meeting of not less than 10 members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.
- 5.5 A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the corporation that such request will be made at least ten day prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.
- 5.6 Special Meetings:

5.6.1 Special meetings of the corporation may be called by the directors. The secretary shall cause a notice of such meeting to be mailed all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date set for such special meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

5.6.2 No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

5.7 If the President is unable to attend a meeting, the meeting shall be chaired by the Secretary or Treasurer.

5.8 Fixing Record Date: for the purpose of determining the members entitled to notice or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty or less than ten days before any such meeting, nor more than fifty days prior to any other action.

6.0 VOTING

6.1 At all meetings all votes shall be by voice, except for the election of directors.

6.2 For election of directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

6.3 At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of directors.

6.4 At all votes by ballot the chair of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chair the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

6.5 No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

7.0 ORDER OF BUSINESS

7.1 Roll Call

7.2 Reading of the Minutes of the preceding meeting

7.3 Reports of Officers

7.4 Reports of Committees

7.5 Old and Unfinished Business

7.6 New Business

7.7 Good & Welfare

7.8 Adjournments

8.0 Directors

- 8.1 The corporation shall be managed by the Board of Directors, which shall consist of not less than three. Each Director shall be at least nineteen years of age.
- 8.2 ELECTION and TERM of DIRECTORS: At each annual meeting of members the membership shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until is his prior resignation or removal.
- 8.3 INCREASE OR DECREASE IN NUMBER OF DIRECTORS: The number of directors may be increased or decreased by a vote of the members or by a vote of a majority of all the directors. No decrease in number of directors shall shorten the term of any incumbent.
- 8.4 NEWLY CREATED DIRECTORSHIPS AND VACANCIES: Newly created directorships resulting form an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.
- 8.5 REMOVAL OF DIRECTORS: Any or all of the directors may be removed for cause by vote of all members or by action of the board. Directors may be removed without cause only by vote of the members.
- 8.6 RESIGNATION: A director may resign at any time by giving written notice to the board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.
- 8.7 QUORUM OF DIRECTORS: Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.
- 8.8 ACTION OF THE BOARD: Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.
- 8.9 PLACE AND TIME OF BOARD MEETINGS: The board may hold its meeting at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.
- 8.10 REGULAR ANNUAL MEETING: A regular annual meeting of the board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.
- 8.11 NOTICE OF MEETINGS OF THE BOARD, ADJOURNMNET

8.11.1 Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days' notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

8.11.2 A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting to the other directors.

8.12 CHAIRMAN: At all meetings of the board, the president, or in his absence a chairman chosen by the board shall preside.

8.13 EXECUTIVE AND OTHER COMMITTEES: The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

9.0 OFFICERS

9.1 OFFICES, ELECTION TERM

9.1.1 Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, a secretary, and a treasurer, and other such officers as it may determine, who shall have duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of members.

9.1.2 Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

9.1.3 At least one of the officers elected shall be a resident of the West Islip School District and a citizen of the United States.

9.2 REMOVAL, RESIGNATION, AND SALARY: Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except president and secretary. There shall be no salary for any officer.

9.3 The initial officers of the organization shall be as follows:

9.3.1 President

a) shall be the chief executive officer of the corporation

- b) preside at all meetings of the members and of the board
- c) shall have the general management of the affairs of the corporation
- d) shall see that all orders and resolutions of the board are carried into effect
- e) Shall present at each annual meeting of the organization an annual report of the work of the organization.
- f) Shall appoint all committees; temporary or permanent.
- g) Shall see all books, reports and certificates required by law are properly kept or filed.
- h) Shall be one of the officers who may sign the checks of the organization.
- i) Shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

9.3.2 Treasurer

- a) Shall be responsible for the care and custody of all the funds and securities of the corporation
- b) Shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect
- c) Shall when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president
- d) Shall sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the board of directors
- e) Shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during normal business hours. A report shall be physically affixed to the minutes of such meeting
- f) Shall at the end of the corporate year have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial condition of the corporation
- g) No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- h) Shall exercise all duties incident to the office of Treasurer.

9.3.3 Secretary

- a) Shall keep the minutes of the board of directors and also the minutes of all other meetings.
- b) Shall be the official custodian of the records and seal of the corporation and shall affix and attest to same to document when duly authorized by the board of directors

- c) Shall attend to the giving and serving of all notices of the corporation and shall have charge of such books and records as the directors may direct
- d) Shall attend to such correspondence as may be assigned.
- e) Shall file any certificate required by any statute, federal or state.
- f) Shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence when they became members
- g) Shall present to the membership at any meetings any communication addressed to Secretary of the organization.
- h) Shall exercise all duties incident to the office of Secretary.
- i) Notifications may be by U.S. post or by email.

9.4 No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer for receiving any compensation for reasonable expenses or for which they would otherwise be entitled.

9.5 SURETIES AND BONDS: In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, condition upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounted for all property, funds or securities of the corporation which may come into his hands.

10.0 CONSTRUCTION: If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall prevail.

11.0 COMMITTEES

11.1 All committees of the corporation shall be appointed by the Officers and their term of office shall be for a period of one year or less if sooner terminated by the action of the Officers.

11.2 The permanent committees shall be:

- 11.2.1 Fundraising
- 11.2.2 High School Robotics Team 871 Liaison
- 11.2.3 Middle School Lego League Liaison
- 11.2.4 Audit

12.0 AMENDMENTS

12.1 The by-laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by the board of directors but any by-law adopted, amended or repealed by the board may be amended by the members entitled to vote as hereinbefore provided.

12.2 If any by-law regulating and impending election of directors is adopted, amended or repealed by the board, there shall be set forth

in the notice of the next meeting of members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

- 12.3 Any member may propose a change to these bylaws, i.e. alteration, amendment, repeal or addition.
 - 12.4 Such proposed change must be submitted in writing to the Secretary at a regular meeting. This is the first meeting at which the change may be discussed.
 - 12.5 The Secretary will notify all members of the proposed change at least 10 days prior to the next regular meeting. This will be the second meeting at which the change may be discussed.
 - 12.6 These by-laws may be altered, amended, repealed or added to by an affirmative vote of not less than 75% percent of the members present at the second meeting after the initial proposal. This will be the third meeting at which the change may be discussed. The Chair must call for a vote on the proposed change at this meeting.
- 13.0 DISSOLUTION
- 13.1 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.