

Bylaws of the Portland Area Robotics Society

(Un-official)

Article I: Name, Non-Profit Status, Office, Governing Instruments:

- Section 1. Name.** The name of this organization is the "Portland Area Robotics Society," hereinafter referred to as such or as "PARTS."
- Section 2. Status.** The Portland Area Robotics Society is a non-profit organization registered in the State of Oregon.
- Section 3. Office.** The principal area for the transaction of business is in Multnomah County, Oregon.
- Section 4. Governing Instruments.** The Portland Area Robotics Society is governed by these Bylaws.

Article II: Purpose:

- Section 1. Purpose.** The purpose of the Portland Area Robotics Society is to:
- Provide educational opportunities in the methods and development of robotics.
 - Advance the skills and techniques of constructing robotic devices.
 - Promote an interest in and an understanding of robotics.
 - Share the appreciation of the craft and construction of robotic devices among its Members and the general public.
 - Provide opportunities for its Members to share an interest in robotics.

Article III: Membership:

- Section 1. Eligibility.** All individuals are eligible for membership in the Portland Area Robotics Society.
- Section 2. Non-Discrimination.** Membership and participation in any PARTS meeting and/or activity shall not be denied on the basis of age, race, color, creed, national origin, gender, sexual orientation, religion, religious preference, disability, impairment or any other protected class or classes as recognized by the State of Oregon and/or the federal government.
- Section 3. Types of Membership.**
- Regular Member.** Regular Membership is open to all individuals as per Article III, Sections 1, 2 and 3. Members may participate in all PARTS meetings and/or activities. Members shall have voting rights and are eligible to be Executive Officers as per Article V.
 - Lifetime Member.** Lifetime Membership may be awarded to individuals in recognition of extraordinary contribution of service to PARTS. Lifetime membership shall be offered upon a majority (50%+1) vote of the Members. Lifetime Members may participate in all PARTS meetings and/or activities. Lifetime Members shall have voting rights and are eligible to be Executive Officers.
 - Institutional Member.** Institutional membership may be granted by the Executive Officers to organizations or companies in exchange for services and/or other benefits to the Portland Area Robotics Society. Institutional Members may participate in all PARTS meetings and/or activities. Institutional Members shall not have voting rights and are not eligible to be Executive Officers.
- Section 4. Acceptance.**
- Request for Membership.** Prospective members shall be encouraged to apply for membership after attending two meetings as a guest.
 - Application.** Prospective members need only make application for Membership and submit dues proposed by the Executive Officers and approved by the Membership.
 - Regular Member.** Regular Membership in PARTS is to be renewed annually, with dues proposed by the Executive Officers and approved by the Membership.
 - Lifetime Member.** Lifetime Membership in PARTS will not be reviewed annually and will be dues free.
 - Institutional Member.** Institutional Membership in PARTS is to be renewed annually, with dues proposed by the Executive Officers and approved by the Membership.

Section 5. Rights & Liabilities of Members.

- A. **Voting.** All Members who are in good standing shall have the right to vote on all matters that come before the membership. A Member is in good standing when (1) dues are current, and (2) the member is not under suspension.
- B. **Liability.** No Member of the Portland Area Robotics Society shall be personally liable for any debts and/or obligations of the Portland Area Robotics Society.
- C. **Compensation.** No Member should expect and/or receive any compensation for their activities as a Member of PARTS except those as directed by the Executive Officers.

Section 6. Participation.

- A. Members will agree to abide by these bylaws.
- B. Members will understand that participation in any PARTS meetings and/or activity is entirely voluntary.
- C. Members will understand that participation in any PARTS meetings and/or activity might involve actions or conditions that could be considered hazardous and that every effort should be made to reduce or eliminate any possibility of harm.
- D. Members will accept individual responsibility for their conduct and behavior at any PARTS meetings and/or activity. The Portland Area Robotics Society will neither assume nor accept responsibility for an individual's actions or inactions.
- E. Members will be expected to contribute to the organization of, the administration of, elections and official votes, the execution of meetings and/or other official PARTS activities. This may include, but is not limited to: participation in monthly meetings; participation in committee activities; participation in a competition as a judge or steward; organizing or conducting educational workshops; organizing, conducting, or participating in a robotic competition; volunteering at a robotic competition; voting in elections and votes.

Section 7. Suspension & Removal of Members.

- A. All Members are expected to maintain a responsible decorum at all PARTS meetings and/or activities. In the event a Member does not maintain proper decorum immediate and corrective measures will be taken by the Sergeant-at-Arms or an Executive Officer.
- B. Any Member engaging in improper conduct may be suspended by vote of the Executive Officers. The Member must be given fifteen (15) days' notice prior to such an action. Notice must include reasons for considering the suspension or expulsion of the Member. The Executive Officers must provide the Member with an opportunity to present arguments opposing the suspension or expulsion. Suspended Members may not participate in PARTS meetings and/or activities for a period specified by the Executive Officers. Suspension will require a majority (50%+1) vote of the Executive Officers. A unanimous vote (100%) of the Executive Officers shall be required to expel any Member.
- C. A Member may be expelled from PARTS only when the Member's continued presence would be detrimental to the organization as a whole. Grounds for possible expulsion include, but are not limited to, sexual harassment, physical or verbal abuse, visibly intoxicated while participating in PARTS meetings and/or activities, lewd and/or offensive remarks, or the willful destruction of facilities and/or equipment.
- D. The Executive Officers shall have the authority to retain or return either the entire amount of, or a portion thereof, the expelled Member's dues.
- E. The Executive Officers shall have the authority to appoint a Member or Members to investigate any incident which might be cause for a Member's suspension or expulsion and to report the results of such investigation to the Executive Officers.

Article IV: Meetings:

Section 1. Business Meetings.

- A. **Business Meeting.** Regular monthly business meetings will be held unless otherwise advised by the Executive Officers. Monthly meetings must include "Routine Business Matters" that require membership approval and/or new business brought by Members for consideration.
- B. **Annual Meeting.** PARTS shall have an annual meeting in November of each year. This meeting shall include the election of Executive Officers and the next fiscal year's budget. The membership may also approve the amount that the Executive Officers may spend on any activity without requiring an additional vote.

- C. **Notice of Meetings.** An appropriate method for notifying Members of the time and place of meetings shall be established and maintained. If the time and/or place of the meeting is changed, Members will be notified as soon as possible.
- D. **Procedure.** The President of the Portland Area Robotics Society shall be the presiding officer at all PARTS meetings and/or activities. In the absence of the President the order of succession as presiding officer shall be: Vice President, Secretary, then the Treasurer. The presiding officer shall determine the order of business and shall use an agreed upon parliamentary procedure to conduct the meetings. Subjects discussed at each meeting may include, but are not limited to: Minutes of the last meeting, Treasurer's report, Committee reports, the introduction of visitors or new Members, any unfinished or new business. In the event the meeting is held where regular business cannot be conducted, PARTS business may be tabled until the next meeting.
- E. **Sergeant-At-Arms.** The presiding officer will select a Sergeant-At-Arms prior to each meeting. The Sergeant-At-Arms will assure that all meeting attendees sign in and receive a name tag.

Section 2. Voting.

- A. **Eligibility.** All Members as described in Article III shall be eligible to vote.
- B. **Quorum.** At least two officers and one-fourth (25%) of the Members shall be considered a quorum to conduct PARTS business. In the event that a Quorum can not be reached, four-fifths (80%) of the Executive Officers may rule to set a new Quorum number for one meeting.
- C. **Items Requiring Approval by Membership Using Electronic Means.** The following items of structural PARTS business will be decided by a majority (50%+1) vote of all members using electronic means:
 - 1. Election of new or replacement Executive Officers.
 - 2. New Lifetime Memberships.
 - 3. Changes in bylaws.
 - 4. Changes in Quorum numbers.
 - 5. Setting an expenditure threshold for discretionary spending by the Executive Officers.
 - 6. Spending of funds greater than the threshold.
 - 7. Structural issues offered by Executive Officers.
- D. **Items Requiring Approval by Membership at Meetings.** The following items of regular PARTS business will be decided by a majority (50%+1) vote of the membership attending a regular scheduled monthly meeting:
 - 1. Regular issues offered by Executive Officers.
 - 2. Issues offered by Members.
- E. **Voting Requirements.** All Members must be in good standing to cast a vote. The following establish the requirements for passage, approval or election of:
 - 1. Executive Officers: Plurality (50%+1) of all Members.
 - 2. Amendments and/or changes to the Bylaws: Two-thirds (66%) of the Members present.
 - 3. Other PARTS business: Majority (50%+1) of Members present.
- F. **Election Dates.** Elections shall be held at the annual meeting with new Executive Officers and taking office on January 1.
- G. **Nominations.** Nominations for Executive Officers shall be made by a Nominating Committee appointed by the President. Nominations for Executive Officers may be made by any Member as per Article V.
- H. **Voting Methods.**
 - 1. Elections for Executive Officers shall be by controlled ballot.
 - 2. Ballots will be validated and counted by election judges appointed by the Secretary.
 - 3. Votes may be conducted by any method that ensures that voting requirements are met.
 - 4. Notification of how to receive and submit electronic ballots will be published.
 - 5. Proxy voting is prohibited.

Article V: Executive Officers:

Section 1. Executive Officers. The following officers comprise the Executive Officers.

- A. **President**
- B. **Vice-President**
- C. **Secretary**
- D. **Treasurer**
- E. **Past President**

Section 2. Elected Executive Officers. The following Executive Officers shall be chosen by the Membership at the annual meeting:

- A. **President**
- B. **Vice-President**
- C. **Secretary**
- D. **Treasurer**

Section 3. Authority & Responsibility. Subject to the limitations of these bylaws, the business and affairs of the Portland Area Robotics Society shall be controlled by the Executive Officers, these include, but are not limited to, the following:

- A. **Manage Business Affairs.** Conduct and manage the ongoing business of PARTS.
- B. **Communicate With Members.** Actively communicate with Members during and between regular meetings.
- C. **Receive Property and Money.** Receive, on behalf of PARTS, gifts, bequests, honoraria, and other devises in the form of property and/or money.
- D. **Disbursements.** Approve contracts and supervise disbursements of Portland Area Robotics Society funds and approve payments for professional services performed.
- E. **Plan Budgets.** Formulate budgets, policies, and programs.
- F. **Obtain Professional Services.** Secure any professional services as may be necessary to conduct PARTS business.

Section 4. Executive Officer Membership.

- A. **Composition.** The Executive Officers support and fulfill the purposes of PARTS.
- B. **Term of Office.** The term of office for all Executive Officers shall be two years.
- C. **Eligibility.** Any Member or Lifetime Member who has been a member of PARTS for at least one year and is in good standing is eligible to serve as an Executive Officer.
- D. **Compensation.** No Executive Officer should expect and/or receive any compensation for their activities as an Executive Officer above and beyond actual costs and as directed by the Executive Officers Committee.

Section 5. Responsibilities of Executive Officers.

- A. **Promote.** All Executive Officers are expected to promote the objectives of the Portland Area Robotics Society as stated in Article II.
- B. **Adhere to Principles.** All Executive Officers are expected to adhere to the principles and procedures as set forth in these bylaws.
- C. **Duties.** Executive Officers are responsible for the following, specific to their office:
 - 1. **President.** This officer will preside at all PARTS meetings. Will secure the meeting place for the regular monthly meetings. Will plan and prepare for PARTS meetings and/or activities. Shall appoint the chairmen of committees. Shall review the financial records of PARTS on a regular basis. Shall appoint any official liaison with other organizations and/or groups. Will serve as an ex-officio member of all committees.
 - 2. **Vice-President.** This officer shall, in the absence or disability of the President, perform all of the duties of the President and, when so acting, shall have all of the powers of and be subject to the restrictions on the President. This officer, or their designate, shall maintain all property owned by PARTS and shall supervise its proper use and safekeeping. This officer, or their designate, shall maintain the PARTS Official Web Site. This officer, or their designate, shall from time to time, perform such other duties and have such other authority and powers as delegated by the President.
 - 3. **Secretary.** This officer shall record, or cause to be recorded, all votes, actions, and minutes of proceedings at all PARTS meetings and/or activities. This officer, or their designate, shall be responsible for the distribution of minutes to the membership. This officer, or their designate, shall assure that elections are conducted in accordance with these bylaws, including, but not limited to: preparation, validation, and counting of ballots. This officer, or their designate, shall maintain the official list of Members. This officer, or their designate, shall oversee the official correspondence of

the Portland Area Robotics Society and shall be responsible for the notification of PARTS meetings and/or activities to relevant parties.

4. **Treasurer.** This officer shall have custody of all funds and securities of the Portland Area Robotics Society and will be responsible for properly accounting of all income and disbursements. This officer, or their designate, shall be prepared to report on the current financial condition of PARTS at all meetings. This officer, or their designate, shall render, upon request, to the President an accounting of all financial transactions. This officer, or their designate, shall prepare an annual budget and present it to the Executive Officers, prior to the annual meeting, showing expected revenues and expenditures for the coming year. This officer, or their designate, shall file, or cause to be filed, any tax returns or related forms that may be required by law, pertinent to the finances of PARTS. This officer, or their designate, shall maintain the Portland Area Robotics Society's non-profit status and will advise the President and other Executive Officers of any PARTS actions or activities that could jeopardize such status.
5. **Past President.** This officer shall be responsible for maintaining the institutional memory of the Portland Area Robotics Society and should have a significant role in the activities of the Portland Area Robotics Society.
- D. **Extra Duties.** All Executive Officers from time to time shall perform other duties and/or have such other authority and powers as other Executive Officers.

Section 6. Advisors to the Executive Officers.

- A. The Executive Officers may name advisors who by their experience and/or competence can support the activities of PARTS.
- B. Advisors are expected to serve on a short-term basis; in no case shall they serve beyond the term of the Executive Officers.
- C. Advisors are invited to attend Executive Officer meetings.
- D. Advisors must be Members of PARTS and in good standing.
- E. Advisors are not entitled to vote at Executive Officer meetings.
- F. Advisors should expect and/or receive any compensation for their activities as an Advisor to the Executive Officers above and beyond actual costs and as directed by the Executive Officers.

Section 7. Resignations & Removal.

- A. Any Executive Officer may resign at any time in his or her term of office with or without cause.
- B. Failure to attend three consecutive meetings of the Executive Officers shall operate as a tender of resignation.
- C. Any Executive Officer may petition the remaining Executive Officers for a waiver of a tender of resignation due to extenuating circumstances. A waiver may be granted with a majority (50%+1) vote of the remaining Executive Officers.
- D. Any Member may petition the Executive Officers to investigate the actions (or inaction) of any Executive Officer. The Executive Officers shall be required to report their findings to the Member who filed the petition.
- E. Any Executive Officer Member may be removed from office by a majority (50%+1) vote of the remaining Executive Officers. Notification to the membership that a vote was held on the removal of an Executive Officer must be included in the minutes of the Executive Officer meeting. The Executive Officer being considered for removal will be given opportunity to speak and/or to call upon other Members to speak on his or her behalf prior to the vote.

Section 8. Vacancies.

- A. Upon the resignation or removal of the President, the Vice-President shall be elevated to the Office of President and will fulfill the balance of the President's term of office.
- B. Upon the Vice-President assuming the Office of President, the office of Vice-President will be assumed to be vacant.
- C. The Executive Officers by a majority (50%+1) vote of the remaining Executive Officers may appoint a member to fill a vacant Executive Officer position until the next regular meeting, when a special election will be announced.

Article VI: Committees:

Section 1. Executive Committee.

- A. **Membership.** The Executive Committee will consist of the current President, current Vice-President, current Secretary, current Treasurer and the immediate Past President of PARTS.
- B. **Responsibilities.** The Executive Committee may make decisions on behalf of PARTS in an emergency situation when a full membership meeting cannot be called.
- C. **Decisions.** Decisions of the Executive Committee are made by a majority (50%+1) vote, which may be by telephone, or electronic.
- D. **Actions.** Actions or decisions of the Executive Committee shall be presented to the next regular monthly meeting of the membership for approval.

Section 2. Committees.

- A. **Chairmen Appointments.** The President of PARTS shall appoint the Chairmen of all committees.
- B. **Committee Members.** The Chairmen of all committees shall solicit their own committee members.
- C. **Standing.** All members of all committees must be Members in good standing.
- D. **Term of Office.** The term of office for a Chairman of any committee is one year and may be renewed by the President of the Portland Area Robotics Society.
- E. **Removal of Committee Members.** Committee members may be removed from their duties by request of the Committee Chairman.
- F. **Chairmen Report To.** Committee Chairmen are responsible to the President of PARTS.

Article VII: Finances:

Section 1. Fiscal Year. The fiscal year of PARTS shall be January 1 through December 31.

Section 2. Annual Budget. The annual budget of PARTS shall be presented by the Treasurer, or their designate, at the annual meeting and approved by a majority (50%+1) of the Membership.

Section 3. Reports & Records.

- A. The Treasurer, or their designate, shall be prepared to report on the current financial condition of PARTS at all Executive Officer meetings.
- B. The Treasurer, or their designate, shall be prepared to report on the current financial status at all monthly meetings of the Members.
- C. The Treasurer, or their designate, shall cooperate fully with the President in any audit or review of financial records.
- D. The Treasurer, or their designate, shall make available all financial records to the President upon request.

Section 4. Disposition of Assets. Should the Portland Area Robotics Society ever be dissolved or cease to exist:

- A. **Assets.** The financial assets remaining after payment of all debts and liabilities shall be distributed to a non-profit entity that is organized and operated exclusively for scientific, educational or community service purposes, and has established a tax-exempt status under the Internal Revenue Code and the Revenue and Taxation Code.
- B. **Priority.** Priority shall be given to robotic-oriented educational organizations established in the State of Oregon.

Article VIII: Bylaws Adoption and Amendments:

Section 1. Acceptance.

- A. **Adoption.** These bylaws shall be accepted at the time of their adoption by a majority (50%+1) vote of those in attendance.
- B. **Time.** All Articles and Sections of these bylaws shall take effect immediately upon the acceptance of these bylaws with the exception of Article V, Section 4, which shall take effect one year after the acceptance of these bylaws.

- C. **First Election.** The Portland Area Robotics Society shall hold elections for Executive Officers as defined in Article V at the next regular monthly meeting after the acceptance of these bylaws by those in attendance and their term of office shall take effect immediately.

Section 2. Amendments and/or Changes.

- A. Any Member may petition for a change or amendment to the bylaws.
- B. The petition for a change or amendment to the bylaws must be submitted in written form at a regular monthly meeting prior to that at which the vote will be taken.
- C. Any proposed changes and/or amendments to the bylaws shall be published for review by the Members at least fifteen (15) days prior to the meeting at which the changes and/or amendments will be voted on.
- D. Changes and/or amendments to the bylaws must be approved by two-thirds (66%) of the votes cast.

Section 3. Copies of Bylaws.

- A. Each Member of PARTS will be given a copy or access to a copy of the new or amended bylaws.
- B. Each New Member of PARTS shall receive a copy or access to a copy of the bylaws upon their acceptance of membership.