

BYLAWS OF DAVIS ROBOTICS FOUNDATION
A California Public Benefit Corporation
ARTICLE I: NAME and OFFICES

Name

1.01 The Name of the Corporation is Davis Robotics Foundation.

Principal Office

1.02 The principal office of the Corporation for its transaction of business is located in the City of Davis and County of Yolo, California. The county of the Corporation's principal Office can be changed only by Amendment of these Bylaws and not otherwise.

Change of Address

1.03 The Board of Directors is granted full power and authority to change the principal Office of the Corporation from one location to another in the County of Yolo, California. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an Amendment of these Bylaws.

Davis Robotics Foundation, P.O. Box 577, Davis, CA 95617

Dated October 25, 2016

Dated _____

Dated _____

ARTICLE II: Purposes

2.01. The general purpose of this Corporation is to promote STEM (Science, Technology, Engineering and Mathematics) education, outreach, and awareness for K-12 students in California. Its specific purpose is to foster a culture of STEM celebration, innovation, community outreach and competition. The Davis Robotics Foundation also intends to raise money from individuals and organizations and use such funds to provide support for the FIRST Robotics Competition (FRC) Team 1678.

ARTICLE III: MEMBERS

Members Prohibited

3.01 The Corporation will not have any members. Any action that would otherwise require approval by a majority of all members or approval by the members requires only approval of the Board of Directors.

ARTICLE IV: DIRECTORS

Number

4.01 The Corporation shall have not less than five nor more than eleven voting Directors. The number of Directors may be fixed from time to time, within the limits specified in this Bylaw, by an Amendment to this Bylaw duly adopted by approval of the Directors. In addition, the maximum number of eleven voting Directors, the Directors may elect Honorary Board members to serve in an ex-officio non-voting capacity as specified in Article 4.13 of these Bylaws.

Powers

4.02 Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all Corporate powers shall be exercised by or under the direction of the Board of Directors.

Duties

- 4.03 It shall be the duty of the Directors to:
- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of incorporation of this Corporation, or by these Bylaws;
 - (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, Agents, and Employees of the Corporation;
 - (c) Supervise all Officers, Agents, and Employees of the Corporation to assure that their duties are performed properly;
 - (d) Meet at such times and places as required by these Bylaws;
 - (e) Register their addresses with the Secretary of the Corporation and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Qualifications

4.04 The Directors of the Corporation shall be committed to the purposes of the Corporation and willing and able to make the time commitment necessary to attend meetings and participate in directing the activities of the Corporation. Annually, one member of the Board of Directors shall be the Lead Mentor of FRC Team 1678, and a minimum of two additional Directors shall be registered and recognized mentors of FRC Team 1678.

Terms of Office

4.05 Each Director shall hold Office for the term of two years and until a successor Director is elected and qualified. In this first year of incorporation, three Director terms shall be designated as one year terms.

Nomination

4.06 Any person qualified to be a Director under Section 4.04 of these Bylaws may be nominated by any member of the Board of Directors.

Election

4.07 The Directors will be elected at the annual meeting, to be held in May of each year. Directors are eligible for reelection without limitation on the numbers of terms they may serve, provided they continue to meet the qualifications required by Section 4.04 of these Bylaws.

Compensation

4.08 The Directors shall serve without compensation, except that they may be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board and carrying out the business of the Corporation. Any payments to Directors shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article 9 of these Bylaws.

Resignation Of Directors

4.09 Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take Office when the resignation becomes effective. A Director may not resign if the Corporation would then be left without a duly elected Director in charge of its affairs.

Vacancies

4.10 (a) Vacancies on the Board of Directors occur (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.

(b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.11 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or if the number of Directors then in office is less than a quorum, by (1) the unanimous written or electronic mail consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 5.04 of the Bylaws; or (3) a sole remaining Director.

Removal of Directors

4.11 (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

(1) The Director has been declared of unsound mind by a final order or court.

(2) The Director has failed to attend three consecutive meetings of the Board. This provision may be waived by approval of the remaining Directors.

(b) A Director may be removed, without stated cause, by a majority vote of the remaining Directors

4.12 Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director may not resign if the Corporation would then be left without a duly elected Director in charge of its affairs.

Honorary Members of Board

4.13 In addition to the voting Directors, Honorary Directors may be elected to serve on the Board. Such Honorary Directors shall serve in an advisory, ex-officio capacity, will not have voting rights, will not be counted in determining a quorum, and will not be counted in determining the maximum number of Directors as specified in Article 4.01 of these Bylaws.

ARTICLE V: MEETINGS

Annual, Regular and Special Meetings

5.01 (a) Meetings of the Board may be called by the President, Vice President, or Secretary, or by any two Directors. An annual meeting will be held in May at which time the Board elect new Directors and will approve a schedule of regular meetings for the year, to be held quarterly.

(b) Special meetings of the Board of Directors may be called by the the President, the Vice President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting.

Notice of Meetings

5.02 Regular meetings of the Board will be held, without notice, at such dates and times as may be determined by the Board at the annual meeting. President, Vice President, or Secretary may call special meetings of the Board, or any two Directors upon four days notice by first-class mail, or upon 48-hours notice by personal delivery, phone, or electronic mail. Notice of the special meeting need not be given to any Director who signs a waiver of notice or written

consent to holding the meeting, or gives an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

5.03 A majority of current Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

Waiver of Notice and Consent to Holding Meetings

5.04 The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Transactions of the Board

5.05 Except as otherwise provided in the Articles, in these Bylaws, or by law, 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; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by law, the Articles, or these Bylaws.

Conduct of Meetings

5.06 The President or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

Place of Meetings

5.07 Meetings shall be held at such place within or without the State of California, which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the designated place shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board.

5.08 Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (a) Each Director participating in the meeting can communicate with all of the other Directors concurrently;
- (b) Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and
- (c) The Corporation adopts and implements some means of verifying (1) that all persons participating in the meeting are Directors of the Corporation or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the Board are taken and cast only by Directors and not by persons who are not Directors.

Majority Action as Board Action

5.09 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 or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Action Without Meeting

5.10 Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing or by electronic mail to that action. Written consent must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

Adjournment

5.11 A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting of the Directors who were not present at the time of adjournment.

ARTICLE VI: OFFICERS

Number and Titles

6.01 The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and those other officers with such titles and duties as may be determined by the Board. The President is the Chief Executive Officer of the corporation, and the Treasurer is the Chief Financial Officer of the Corporation. Any number of Offices may be held by the same person.

Appointment

6.02 Officers will be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an Office under contract of employment. Any Officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Duties of the Officers

6.03 **President of the Board:** The **President** shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties

incident to his or her Office and such other duties as may be required by law, by the Articles of incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

6.04 Vice President: The Board may choose to appoint a Vice-President. If a Vice-President is chosen, in the event of inability of the President to act, the **Vice President** will perform all the duties of the Chair, and when so acting will have all the powers and be subject to all the restrictions on the Chair. The Chair will have those other powers and perform any other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

6.05 Secretary: The **Secretary** shall

(a) Certify and keep the original, or a copy, of these Bylaws as amended or otherwise altered to date.

(b) Keep a book of minutes of all meetings of the Directors, and, if applicable, meetings of Committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(c) Ensure that the minutes of meetings of the Corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Corporation by the later of (1) the next meeting of the Board, Committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

(d) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(e) Be custodian of the records and of the seal of the Corporation, if any, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.

(f) Exhibit at all reasonable times to any director of the Corporation, or to his or her Agent or Attorney, on request therefore, the Bylaws and the minutes of the proceedings of the Directors of the Corporation.

(g) In general, perform all duties incident to the Office of Secretary and such other duties as may be required by law, by the Articles of incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

6.06 Treasurer: The **Treasurer** of the Corporation will keep and maintain in written form adequate and correct books and records of account of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses: Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds," the Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the

Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

(c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her Agent or Attorney, on request therefor.

(f) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(h) In general, perform all duties incident to the Office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Resignation and Removal of Officers

6.07 Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meetings of the Board of Directors by the affirmative vote of a majority of all the Directors.

ARTICLE VII: COMMITTEES

7.01 Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the Committee and its members for the Board of Directors and its members, except that the time for regular meetings of Committees may be fixed by resolution of the Board of Directors or by the Committee. The time for special meetings of Committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of Committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VIII: CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

8.01 The Corporation must keep adequate and correct records of account and minutes of the proceedings of the board and committees of the Board. The Corporation must also keep the minutes in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Corporate Seal

8.02 The Board of Directors may adopt a corporate seal. The Secretary of the Corporation will maintain custody of the Seal and affix it in all appropriate cases to all corporate documents. However, the failure to affix the Seal does not affect the validity of any instrument.

Non-Liability of Directors

8.03 The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE IX: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Execution of Instruments

9.01 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.

Checks and Notes

9.02 Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and approved by the President or other member of the Board of Directors authorized by the Board. Checks, credit card, or debit card withdrawals designated for routine expenditures or those approved by the Board of Directors may be made by the Treasurer, President or other authorized member of the Board of Directors.

Deposits

9.03 All funds of the Corporation shall 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.

Gifts

9.04 The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE X: DEDICATION AND DISSOLUTION

10.01 (a) The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization may ever inure to the benefit of any Director Officer, or to the benefit of any private person.

(b) On the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation will be distributed to a nonprofit fund, foundation, or Corporation organized and operated exclusively for charitable purposes that has established its tax-exempt status under Internal Revenue Code Section 501(c)(3), is based in California and has a similar purpose to this Corporation,

(c) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(d) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and

to make payments and distributions in furtherance of the purposes set forth in these articles.

(e) If this Corporation holds any assets on trust, these assets must be disposed of in the manner as may be Directed by decree of the Superior Court of the County in which the Corporation has its principal office, on petition by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE XI: LIMITATION ON CORPORATE ACTIVITIES

11.01 No substantial part of the activities of this Corporation will consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this Corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any Candidate for public Office.

ARTICLE XII: ANNUAL REPORT

12.01 The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all directors of the Corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

12.02 The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE XIII: FISCAL YEAR OF THE CORPORATION

13.01 The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE XIV: AMENDMENT OF BYLAWS

Amendments

14.01 Subject to any provision of law applicable to the Amendment of Bylaws of public benefit nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by 60% of the members of the Board of Directors.

Certain Amendments

14.02 Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of incorporation to alter any statement which appears in the original Articles of incorporation of the names and addresses of the first Directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XV: AMENDMENT OF ARTICLES

15.01 Any Amendment of the Articles of incorporation may be adopted by approval of the Board of Directors.

Certain Amendments

15.02 Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XVI: DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

16.01 Notwithstanding any other provision of these Bylaws, the Corporation is subject to the following limitations and restrictions:

- (a) The Corporation will distribute its income for each taxable year at a time and in a manner that will not subject the corporation to the tax on undistributed income imposed by internal Revenue Code Section 4942.
- (b) The Corporation will not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d).
- (c) The Corporation will not retain any excess business holdings as defined in Internal Revenue Code Section 4943©.
- (d) The Corporation will not make any investments that will subject it to tax under Internal Revenue Code Section 4944.
- (e) The Corporation will not make any taxable expenditure as defined in Internal Revenue Code Section 4945(d).

**CERTIFICATE OF SECRETARY OF
DAVIS ROBOTICS FOUNDATION, A CALIFORNIA NONPROFIT CORPORATION**

I hereby certify that I am the duly elected and acting Secretary of this Corporation and that the foregoing Bylaws, comprising ten and one half pages, constitute the Bylaws of this Corporation as duly adopted at a meeting of the Board of Directors on.

Date: October 25, 2016

 (Signature) Secretary of the Corporation

Michael Corsetto, Secretary of the Corporation