

**BYLAWS
OF
BLOOMFIELD HILLS ROBOTICS**

**ARTICLE I
OFFICE AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of Bloomfield Hills Robotics shall be in the State of Michigan and located at 5026 Kellen Lane, Bloomfield Hills MI 48302.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Michigan, as required by the State of Michigan Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

**ARTICLE II
PURPOSES**

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation and state: Bloomfield Hills Robotics is organized exclusively for charitable, and education purposes, under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. Our mission is to inspire and support students in the STEM fields by hosting and participating in community events, and providing opportunities for hands-on experience in designing, building, and programming robots. Through mentorship, teamwork, and access to resources, we strive to foster innovation, creativity and leadership skills in our students, preparing them for the future. We aspire to promote and to empower the next generation of thinkers, problem solvers, and engineers.

**ARTICLE III
MEMBERSHIP**

The Corporation shall have no members.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of 5 individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3 Board Members Nominees. The members of the Board of Directors may cast ballots of nominees, confirmed by 3 votes at anytime. To be eligible for service, a Board Member must have Bloomfield Hills School District residency, and a child who has been in the program for 1 of the last 3 years. These requirements do not apply to an Emeritus Board Member.

Section 4. Election and Term of Office. The members of the Board of Directors shall be elected by the directors at the annual meeting of the Board of Directors, from the list of previously confirmed nominees. Members of the Board of Directors shall serve for a term of one year, and are limited to serving 3 consecutive terms; If a member of the Board of Directors serves 3 consecutive terms, they may be considered for a new term, after taking a one year sabbatical.

Section 5. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 6. Removal. Any director may be removed from such office, without cause, by three votes of the directors at any regular or special meeting of the Board called expressly for that purpose. One week's notice must be given to directors, when a vote is going to be called for removal.

Section 7. Vacancies. Vacancies exist when a director resigns, is removed, passes away, or when seats are increased. Vacancies can be filled at any time with three votes of the remaining members of the Board of Directors for the unexpired term.

Section 8. Annual Meeting. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, in the second quarter, day and place as shall be designated by the Board of Directors. Not fewer than 10 days' notice is required.

Section 9. Regular Meetings. A regular meeting of the Board of Directors of the Corporation shall be held no less than 8 times a year on the second Tuesday of the month at 7pm, at such time, day and place as shall be designated by the Board of Directors. Not fewer than 10 days' notice is required.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting. Not fewer than 2 days' notice is required.

Section 11. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given:

- At least 10 days previous to an Annual or Regular Meeting
- At least 7 days notice to any meeting where a vote for Removal will be motioned
- At least 2 days previous to a Special meeting

The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 12. Quorum. Three directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 13. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of three of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Commonly accepted rules of order shall be used. Each director shall have one vote. Voting by proxy shall not be permitted, per State of Michigan Nonprofit Corporation Act.

Section 14. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors. Amending the Bylaws or Articles of Incorporation are expressly denied using this vehicle.

Section 15. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 16. Email Meeting. Voting by email is expressly prohibited, per State of Michigan Nonprofit Corporation Act.

Section 17. Conflicts of Interest. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation shall minimally consist of a President, Vice President, Secretary, Treasurer, and Emeritus Board Member. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board, and is not eligible for casting votes. One person shall not hold two offices with the exception of Secretary-Treasurer, which may be filled by the same person per State of Michigan Nonprofit Corporation Act. Secretary - Treasurer shall not execute, acknowledge, or verify an instrument in more than 1 capacity if the instrument is required by law of the Article of Incorporation or Bylaws to be executed, acknowledged, or verified by 2 or more officers. The Emeritus Board Member is exempt from the Board Eligibility requirements (residency and child in the program); the Emeritus Board Member is not eligible for casting votes as a Director.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the directors at the annual meeting of the Board of Directors.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next annual meeting or until their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, without cause, by 3 votes of the directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term, expeditiously.

Section 7. Acting Chair. The Chair shall give active direction and exercise oversight pertaining to all affairs of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors. The Acting Chair is the President, and the order of Successors is Vice President, Secretary, Treasurer, then Director with the longest tenure. Emeritus Board Members are not eligible to be a Chair.

Section 8. Secretary. The Secretary shall ensure the minutes of the meetings of the Board of Directors are taken; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be responsible for and oversee all matters of the Corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 10. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 2. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and/or until a successor is appointed, unless the committee is sooner dissolved.

Section 3. Vacancies. Vacancies in the membership of committees may be filled by the Chair of the committee or taskforce.

Section 4. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VII
MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation is May 1st - April 30th.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

Section 3. Meeting Minutes. Meeting minutes should be recorded expeditiously. Expeditiously is defined as in advance of the next meeting, when feasible.

Section 4. Loans. Loans shall not be obtained unless approved by 3 Directors. For clarity, this includes the opening of credit cards.

Section 5. Political Activities. An organization exempt under section 501(c)(3) is prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. The prohibition applies to all campaigns, including campaigns at the federal, state, and local level. Political campaign intervention includes any and all activities that favor or oppose one or more candidates for public office. The prohibition extends beyond candidate endorsements. Contributions to political campaign funds or public statements of position (verbal or written) made by or on behalf of an organization in favor of or in opposition to any candidate for public office clearly violate the prohibition on political campaign intervention. Distributing statements prepared by others that favor or oppose any candidate for public office will also violate the prohibition. Allowing a candidate to use an organization's assets or facilities will also violate the prohibition if other candidates are not given an equivalent opportunity.

ARTICLE VIII
INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

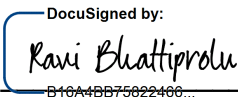
ARTICLE IX
AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative unanimous vote by all the directors, then in office at any regular or special meeting of the Board. The notice of the meeting shall set forth a summary of the proposed amendments.

ARTICLE X
CERTIFICATION

The original or a copy of these bylaws as amended or otherwise altered to date, certified by the Secretary, shall be kept at the Corporation's Principal Office and shall be open to inspection by the Board of Directors of the Corporation at all reasonable times during normal business hours.

By signature below, these bylaws are hereby certified to be a complete and correct copy of Bloomfield Hills Robotics, duly adopted by the initial Board of Directors on June 15th, 2024.

Signature  Date 6/15/2024

Print Name Ravi Bhattiprolu Title: Director

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Mihaela Cobb
Signature _____ Date 6/15/2024
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Print Name Mihaela Cobb Title: Director

DocuSigned by:
Elisabeth F Garbeil
Signature _____ Date 6/15/2024
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Print Name Elisabeth Garbeil Title: Director

DocuSigned by:
Patricia Murray
Signature _____ Date 6/15/2024
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Print Name Patricia Murray Title: Director

DocuSigned by:
Brynn Stevenson
Signature: _____ Date: 6/15/2024
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Print Name: Brynn Stevenson Title: Director