

# Board Meeting (Inaugural)

Orlando Robotics Foundation, Inc.

## **Date, Time, and Location**

15 September 2023 at 18:30 ET  
Via Video Conference (Zoom)

## **Attendees**

- Austin (AJ) Foster, President and Director
- Avari Mallonnee, Secretary and Director
- Eric Grajales, Director
- Po Dickison, Director
- Scott Clements, Treasurer and Director

*Reminder: Begin recording.*

## Introduction

### **Topic 1: Welcome message and introductions by voice**

Welcome. Each director says their name for the recording.

## Previous Meeting Notes

*Not applicable.*

## Reports

### **Topic 2: Organization status report**

We have filed our Articles of Incorporation and obtained an EIN. In this first meeting we will adopt all of the necessary documents to seek nonprofit status and approve resolutions to take all of the actions necessary to begin operating.

## Unfinished Business

*Not applicable.*

## New Business

### **Topic 3: Adopt our Bylaws**

Bylaws govern the day-to-day operations of the corporation. Let's discuss, make any final revisions, and vote to adopt them. See *2023-09-15 DRAFT Bylaws.pdf* in the provided materials.

No discussion.

Bylaws adopted by unanimous vote of the Board.

### **Topic 4: Adopt the Code of Ethics and Whistleblower Policy**

This is a required policy according to our Bylaws. Let's discuss, make any final revisions, and vote to adopt it. See *2023-09-15 DRAFT Code of Ethics and Whistleblower Policy.pdf* in the provided materials.

No discussion.

Code of Ethics and Whistleblower Policy adopted by unanimous vote of the Board.

### **Topic 5: Adopt the Conflict of Interest Policy**

This is a required policy according to our Bylaws. Let's discuss, make any final revisions, and vote to adopt it. See *2023-09-15 DRAFT Conflict of Interest Policy.pdf* in the provided materials.

No discussion.

Conflict of Interest Policy adopted by unanimous vote of the Board.

### **Topic 6: Adopt the Document Retention Policy**

This is a required policy according to our Bylaws. Let's discuss, make any final revisions, and vote to adopt it. See *2023-09-15 DRAFT Document Retention Policy.pdf* in the provided materials.

No discussion.

Document Retention Policy adopted by unanimous vote of the Board.

### **Topic 7: Adopt the Transparency and Accountability Policy**

This is a required policy according to our Bylaws. Let's discuss, make any final revisions, and vote to adopt it. See *2023-09-15 DRAFT Transparency and Accountability Policy.pdf* in the provided materials.

Eric notes that the permanent copies of documents that are made available to the public should be PDF copies of our documents.

AJ notes that these documents will have revision history tables and revision time on each page.

Transparency and Accountability Policy adopted by unanimous vote of the Board.

### **Topic 8: Adopt the Annual Meeting Resolution**

This resolution sets the default timing of our annual Board meetings. Let's discuss, make any final revisions, and vote to adopt it. See *2023-09-15 DRAFT Annual Meeting Resolution.pdf* in the provided materials.

No discussion.

Annual Meeting Resolution adopted by unanimous vote of the Board.

### **Topic 9: Adopt the Nonprofit Resolution**

This resolution authorizes the President (or their designee) to file for nonprofit status and make other related filings with the state. Let's discuss, make any final revisions, and vote to adopt it. See *2023-09-15 DRAFT Nonprofit Resolution.pdf* in the provided materials.

No discussion.

Nonprofit Resolution adopted by unanimous vote of the Board.

### **Topic 10: Adopt the Recurring Tasks Resolution**

This resolution authorizes the President (or their designee) to perform required periodic tasks, such as filing yearly forms with the IRS. Let's discuss, make any final revisions, and vote to adopt it. See *2023-09-15 DRAFT Recurring Tasks Resolution.pdf* in the provided materials.

No discussion.

Recurring Tasks Resolution adopted by unanimous vote of the Board.

### **Topic 11: Adopt the Strategy Resolution (FIRST Tech Challenge Leagues)**

This resolution defines our relationship with FIRST Tech Challenge leagues. Let's discuss, make any final revisions, and vote to adopt it. See *2023-09-15 DRAFT Strategy Resolution (FIRST Tech Challenge Leagues).pdf* in the provided materials.

No discussion.

Strategy Resolution (FIRST Tech Challenge Leagues) adopted by unanimous vote of the Board.

Once we have our determination letter from the IRS, we can approach local leagues.

### **Topic 12: Adopt the Treasury Resolution**

This resolution authorizes the President (or their designee) to recommend a banking institution and, once approved, set up a bank account. Let's discuss, make any final revisions, and vote to adopt it. See *2023-09-15 DRAFT Treasury Resolution.pdf* in the provided materials.

No discussion.

Treasury Resolution adopted by unanimous vote of the Board.

### **Topic 13: Adopt the Web Resource Resolution**

Original topic title was in error (Adopt the Treasury Resolution).

This resolution authorizes the President (or their designee) to create a website, sign up for Google Workspace, and sign up for financial tracking software. Let's discuss, make any final revisions, and vote to adopt it. See *2023-09-15 DRAFT Web Resource Resolution.pdf* in the provided materials.

This website will be <https://orlrobotics.org> (yet to be set up).

Web Resource Resolution adopted by unanimous vote of the Board.

#### **Topic 14: Recommendation and approval of a banking institution**

In accordance with the Treasury Resolution, the President recommends Addition Financial as the Corporation's banking institution. Let's discuss and vote to approve this choice. See *2023-09-15 Bank Comparison.pdf* in the provided materials.

We will not be able to open this bank account until we receive our determination letter from the IRS.

Recommendation of Addition Financial as our banking institution adopted by unanimous vote of the Board.

#### **Topic 15: Directors and Operators Insurance**

The President proposes that the Corporation should have Directors and Operators Insurance before accepting any money or officially operating any events. He further proposes an action item from this meeting that several directors should gather quotes for such insurance.

Request each board member reach out to other nonprofit organizations and learn about their insurance. Items to ask about during this discussion include:

- Which provider
- Which class of insurance (A, B, C, D)
- What is the total cost
- Is there a discount for paying in full for the year?

Verbal resolution adopted by unanimous vote of the Board.

## **Adjournment**

Action items:

- AJ will file our 1023-EZ form with the IRS.
- AJ will create a placeholder website for us at <https://orlrobotics.org>.
- AJ will inform the board when we receive our determination.

Adoption and Revision History		
<b>Adopted</b>	[date]	[notes]