

Bylaws of the Quantum Robotics Club

Article 1: Name and Purpose

Section 1.1 – Name

The name of the Club shall be Quantum Robotics.

Section 1.2 – Mission Statement.

The mission of Quantum Robotics shall be to promote interest in and knowledge of science, engineering, and technology throughout Seattle area schools and most specifically the Lake Washington School District's STEM High School as well as the communities they serve; and to develop leadership, business, teamwork, communication and other life skills.

Section 1.3– Purpose.

The Club is organized and shall be operated exclusively for charitable educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (herein called the "Code" and referred to by Section reference). In furtherance of the foregoing purposes, that shall:

- a. Promote student involvement in science, engineering, computer, robotics, and technology curriculums.
- b. Provide a safe, structured environment for students to meet engineers, scientists, technologists, and advanced technology manufacturers.
- c. Provide technology education to students to improve their ability to enter the workforce upon graduation.
- d. Promote students to pursue higher education.
- e. Encourage students to pursue higher education through the securing of, or providing of, scholarships to deserving students.
- f. Promote student involvement in Robotics competitions. This includes potentially sponsoring robotics competitions.

Section 1.6 – Non-Discrimination Policy.

The Club shall not discriminate in hiring, firing, electing, or accepting members or volunteers or students on the basis of race, color, religion, gender, national origin, sexual orientation, or any other form of discrimination prohibited by federal and state law.

Article 2: Members

Section 2.1 – Two Classes of Members

The Club will have two classes of members. One class is the students who make up the build teams that actually build robots and enter robotics competitions. The student leadership members (student president, student secretary, student treasure ...) are also drawn from this group. The second

class is the adults who make up team crew advisors who supervise the student build teams and fill the roles on the adult committee and adult leadership that handle legal and fiscal matters.

Section 2.2 - Student Members

All students in grades 8-12 (high school age or about to enter high school) may be admitted as student members of Quantum Robotics. Only the student members are allowed to vote for the student officers. Because students are the main beneficiaries of the services that the club provides, there are some requirements on student membership

- 1) Each student membership requires the payment of annual membership fee (dues). This fee goes toward insurance, adult training expenses, and the acquisition and maintenance of shared assets (e.g. a robotics competition field). The fee as of when these bylaws were written is \$75 however can be change by a simple vote of the Adult Committee (see below). In addition there is a suggested donation for new members (not returning) to help defray the cost of robotics parts needed for the new members build team.
- 2) Each student membership requires a 'sponsoring' adult membership. This adult member agrees to a number of volunteer hours. This adult is typically the student's parent, but this is not required. A single adult can sponsor more than one student, but increase the number of volunteer hours proportionally. The number of adult volunteer hours per student member is currently 10 hours but can be changed by a simple vote of the adult committee.
- 3) If either these requirements is a hardship for any particular case, the adult committee has the power to adjust or waive these requirements on a case-by-case basis.

Section 2.3 – Adult Members

Anyone 18 or older who can provide supervision for teams, advice, lessons, or other services beneficial to the Club are eligible to become adult members. Adult members don't need to pay an annual fee, however they must first go through training for handling conflict and general club rules and have no record of abuse or criminal activity. Only the adult members are allowed to vote for the adult officers

Section 2.4 – Leaving the Club Voluntarily.

A member (student or adult) may voluntarily leave the team at any time he/she believes that he/she is unable or unwilling to continue with the responsibilities of membership upon notice to the adult committee. Dissolution of membership shall be effective immediately upon notice, and the member shall immediately relinquish all benefits derived from membership.

Section 2.5– Involuntary Dismissal of Members.

A member (student or adult) may be dismissed involuntarily from the club if the member has engaged in conduct that is inconsistent with the mission and work of the team, including, but not limited to, violating safety procedures, failing to carry out the responsibilities assigned to him/her by a member of adult committee, or an officer, or engaging in other conduct detrimental to the team, club, or the school system. In addition student members are expected to maintain at least a grade point average of 2.5.

Ultimately involuntary dismissal is achieved by a two-thirds vote of the adult committee on a case by case basis. Involuntary dismissal is not to be done lightly, and should only be considered after insuring that the member being dismissed was informed about his inappropriate conduct, given specific

suggestions for improvement, and given a reasonable period of time in which to demonstrate improved behavior. During this time any examples of continued bad behavior should be documented and used during the adult committee vote. If insufficient improvement has been made during this probation time, the adult committee can vote for involuntary dismissal.

After a member has been involuntarily dismissed from the club, it takes a majority vote of the student committee as well as the adult committee before he can be readmitted to the club.

Article 3: Build Teams

Section 3.1– Organization of Student Members into Build Teams.

For the purposes of actually building robots, student members will form into groups of typically between 3 and 8 students called a build team. A student can only be a member of a single build team at any particular point in time. It is expected that these build teams will meet regularly to work on the design and construction of a robot, and to enter competitions as a team.

These teams can be formed in any way. The club will assist in forming these teams as needed. In particular, student secretary will keep a list of student members who are not yet a part of a build team and well as any requests from existing build teams for new members, and make suggestions for assignments for the formation of new build teams. Ultimately however, a student member's assignment to a build team is by mutual consent. At any point a student may decide to leave a particular build team and look to join a new one.

Section 3.2– Formation of new Build Teams.

Any group of 3 to 8 student members can petition to form a new build team. Formation of new teams need to be approved by a vote of the student leadership committee. The student leadership committee will consider the availability of parts that can be loaned to the new build team, as well as the need of existing build teams for members, and may suggest alternatives, but the student committee must insure that every student member is assigned to exactly one build team and do their best to comply with the preferences of build team members.

Section 3.2– Build Team Representatives.

Each build team will elect a student representative for that build team. This person will represent the team at student leadership meetings, and is required to attend such meetings, or insure that a substitute attends in his place.

In addition each build team will elect an adult representative from the group of adults who are sponsoring the students of the build team. This adult representative will represent the team at adult committee meetings, and is required to attend such meetings, or insure that a substitute attends in his place.

Build team (student and adult) representatives are expected to be selected in fall for an annual term, however the build teams are free to change representatives at any time by vote of the build team

members. The student secretary will keep the official record of the build team for each student member.

Article 4: The Adult Committee

Section 4.1 – Roles of Adult Committee

The Adult committee consists of the following roles

- 1) **Adult Committee Chairman.** The committee chairman is responsible for calling committee meetings and insuring that meeting minutes are published (either by doing it himself or designating another member to do it). He is responsible for any legal interactions of the club with external groups. This person has a vote on the committee and also breaks any ties in voting.
- 2) **Adult Treasurer.** The adult Treasurer is responsible for tracking any fiscal matters associated with the club. He is responsible for collecting dues or other contributions as well as paying any authorized purchases made by the club. The treasurer is also responsible for reporting on the financial health of the club at least annually. The treasurer does not however, control the actual policy decisions about whether to spend money. These must be authorized by a vote of the adult committee, it is expected that the committee will give the treasurer ongoing authority to purchase small or periodic items. This person has a vote on the committee.
- 3) **Crew Advisor.** The crew advisor is responsible to interactions with the students. Generally this person is responsible for organizing and deploying the adult volunteers associated with the student members. This person is also the main contact between students and adults (most questions from students will first go through the Crew Advisor before the adult committee). This person has a vote on the committee. It is likely that the Crew advisor will have assistants, but these people have no formal role on the adult committee.
- 4) **Adult Build Team Representatives.** Each build team will have an adult member who represents that team at committee meetings. Each of these team representatives has a vote on the committee. If the chairman, treasurer or crew advisor is also a team representative (this is expected), their vote only counts once.

Section 4.1 – Election of Committee Positions.

There is a Build Team Representative for each build team who was elected by the adult members of that build team. It is expected that these representatives server for a full year ending August 1 (that is until the fall of the next year), but the build team is free to change this by another vote of the build team. The student Secretary will keep the official list of the adult representatives for each build team.

The club wide adult positions (Committee Chair, Adult Treasurer, and Crew Advisor), are elected by a vote of the adult membership. The expectation is that the elections for these positions happen in May for a term starting in August 1 and running for one year. However in the case of vacancies, or no-confidence votes (see below) elections may be held at other times. For such elections, the term shall be specified as part of the election, but typically it will begin immediately after the election and run until the next August 1st date.

Section 4.2 – Election Process for Committee Chair, Adult Treasurer and Crew Advisor

The process of electing the Committee Chair, Adult Treasurer and Crew Advisor is as follows

1. A club wide announcement calling for candidates for these positions is called by the current adult committee chair. This announcement will indicate the offices to be filled and also give date/time/place of a committee meeting which will act deadline for submitting a declaration of candidacy. This meeting must be at least one week after the announcement. It is expected that this announcement will be made via e-mail to the club membership. Adult members wishing to apply for an office should respond to the current adult committee chair or come to the meeting personally to declare their candidacy.
2. At the announce committee meeting, a final call for candidates is made, and applications will be formally closed. If there is only a single candidate for a particular position, a majority vote of the adult membership at the committee meeting is sufficient to elect the position.
3. For positions that have more than one candidate, an election will be called for that position. All adult members are eligible to vote. This vote can either be done electronically, or by calling a special meeting.
4. If the vote is electronic, instructions and the deadline must be announced clearly to all members, and members be given at least 1 week in which to cast their ballot. An additional announcement should be made one day before the vote closes, and all technical problems that members might have had have to be resolved before the vote closes. The results of the election, including who voted, should be put in the minutes of the next committee meeting.
5. If the election is done by calling a special meeting, the meeting must be at least 1 week in the future of the announcement, and members are allowed to vote by proxy by indicating to the committee chair their vote before the meeting. Votes done in this manner are NOT secret, and the results including how every member voted should put in the minutes of the next adult committee meeting.
6. If there is no committee chair, or the committee chair is unable/unwilling to perform the functions above, another officer can perform the functions of the committee chair for the election. What is important is that all adult members get a chance to be candidates and vote on the candidates who are nominated.

Section 4.3 – Committee Decision making

The adult committee will meet as needed, and these meeting will be called by the committee chairman by announced the meeting to all club membership (typically by E-mail). Such announcements must be made at least 3 days before the actual meeting and are open to all members (however only adult committee members have a vote. Generally any non-day-to-day decision for the club involving fiscal or legal matters should be approved by a vote of the adult committee. Day-to-day matters should be handled by the Committee Chair, the Treasurer or the Crew Advisor.

The adult committee also has the power to override any decisions made by the student leadership committee, however this power should only be used when there is an overarching legal or fiscal concern or gross neglect or bad faith by the student leadership.

For the committee to formally make a decision

- 1) The need for the vote must be advertised when the committee meeting is set up by the committee chair (typically by e-mail). Note that this means that, in general, issues raised in one committee meeting cannot be voted on until the next one (to give absent members the ability to participate / proxy vote). The exception of this is point 4 below.
- 2) Ideally every team representative can make the meeting or insure that a substitute representative be present. However if neither of those is possible, a team representative can provide his vote by proxy by informing the committee chair beforehand.
- 3) A vote can be made if a quorum of team representatives vote (either in person or by proxy). A quorum is defined to be half the members of the adult committee (team representatives + chair, treasurer, crew advisor (if not already team reps)).
- 4) If there are more than half the total possible number of team representatives present at the meeting, the committee has the potential of having a binding vote on an issue that was not announcement for the meeting. The committee can vote on the matter and if it passes by the required majority of the TOTAL POSSIBLE adult committee, then the vote is binding. For instance if there 10 total team representatives/adult leadership members in the club and 6 of them are present in the meeting and all 6 vote for a proposal that was not in the meeting's announcements, then the proposal does pass (since it would have passed regardless of the votes of the absent members who can vote).
- 5) The votes are NOT secret, and are published in the minutes of the meeting.

It is expected that the adult committee may grant ongoing authority to leaders to streamline any day-to-day logistics to avoid the overhead of the formal decision process.

Section 4.4 – No Confidence Votes

The adult committee also has the power to cast a 'no confidence' vote for any officer (student or adult). The officer who is the subject of the no confidence vote will not cast a vote in this decision. If the adult committee approves this no confidence, then that officer is formally on probation (with no powers of that office). The committee may appoint an acting replacement, however a new club wide election for that officer's position should happen as soon as logistically possible. The existing officer is allowed to run in that election. In the case of a 'no confidence' vote of the adult committee chair, the crew advisor will take the role of the committee chair in the election process.

Section 4.5– Compensation of Officers

The officers shall not receive any salary or compensation, other than reimbursement for reasonable expenditures incurred in connection with their duties, as voted on by the adult committee.

Section 4.6 – Vacancies

A vacancy in any leadership position will be filled promptly by starting the election process outlined in Section 4.2.

Article 5: The Student Committee

Section 5.1 – Roles of Student Committee

The Student committee consists of the following roles.

1. **The President.** The President's task will be to call student leadership meetings, inform the club of news and updates, including insuring that the club web site is maintained, ask for information from the club, and, if required, organize the money and number of people for transportation to competitions. Much of the President's tasks will be to gather the information he has obtained for various purposes and relaying them to the parent committee to make any executive decisions such as purchases of transportation, purchases of fields and other shared assets, or any other club-changing factor.
2. **Vice President and Second Vice President.** The tasks of the Vice President and the 2nd Vice President will be to assist the President in his duties and share the weight of his responsibilities. The President can delegate work to his vice presidents as necessary.
3. **Student Secretary.** The role of the Secretary will be to take notes of all matters discussed in student committee meetings. The secretary should attend these meetings or insure that someone else will take notes instead. The minutes will be published to the entire club by some suitable mechanism (e.g. posting to the web site or e-mail list).
4. **Student Treasurer.** The role of the Treasurer will be to keep track of all the parts kept in the community bin. He/she will keep a record of all club parts and which build teams they are currently loaned to. See 'Club Assets' below for more on the policy for loaned parts.
5. **Student Build Team Representatives.** Each build team will have a student member who represents that team at student committee meetings. Each of these team representatives has a vote on the student committee. If the president, vice presidents, secretary or treasurer is also a team representative (this is expected), their vote only counts once.

In general the operations of the student committee work in an analogous way as with the adult committee, unless otherwise noted.

Section 5.2 – Election of Student Committee Positions

The Student Build Team representatives are elected by each of the build teams in a way that is completely analogous to the Adult Build team representatives in section 4.2.

The President, Vice Presidents, Student Secretary and Student Treasurer are elected in a way that is completely analogous to the Committee Chair, Crew Advisor and Adult Treasurer in section 4.2.

Section 5.3 – Student Committee Decision Making

Completely analogous to Adult Committee Decision Making in Section 4.3

Section 5.4 – No Confidence Votes

Completely analogous to Adult Committee No Confidence Votes in Section 4.4

Section 5.5– Compensation of Officers

Completely analogous to Adult Committee Compensation of Officers in Section 4.5

Section 5.6. – Vacancies

Completely analogous to Adult Vacancies in Section 4.6

Article 6: Club and Personal Assets

Section 6.1 – Two kinds of Assets.

The construction a robot requires a significant number of parts with non-trivial cost. These parts may come from either an existing pool of parts owned by the club and inventoried by the student treasurer, or they may come from personal purchases from individual club members. The two kinds of parts are treated differently by the club as detailed below.

Section 6.1 – Treatment of Club Assets.

The Student treasurer is responsible for maintaining an inventory of parts that are owned by the club, and managing the distribution of these assets. The parts in this inventory will be loaned out to build teams for the construction of robots. This distribution has equality and fairness as its primary criteria and the student treasurer will make initial decisions. If there is a dispute about the fairness of the allocation, a petition to change how parts are allocated in any particular instance can be made to the student leadership committee for arbitration. Their decision will be based on their evaluation of what is most fair to the teams involved.

It is expected that the most of the club's inventory of parts will be distributed to individual teams most of the time. If there are parts that are in limited supply which are desired by multiple teams, a lottery will be used to determine which team gets the part (however the student treasurer should attempt to be as fair as possible to all teams using the remaining parts in the club's inventory). In general the student treasurer should strive to have all club parts 'in use' by teams, although the treasurer has the option of keeping a number of parts 'in reserve' for distribution later in the year if that eases logistic overhead. In general it is better to have the parts in the hands of build teams, and have the teams ask for loans from each other as needed (see Inter-Team Part Loans below).

Once assigned to a particular team, club parts are generally not reassigned until the beginning of a new competition year (e.g. the fall), and even then there should be a bias toward leaving the parts loans in place unless doing so would be unfair. Thus it is expected that parts might be loaned to a particular team for many years (even as the team markup changes completely), as long as doing so does not violate the overriding fairness principle. If teams completely dissolve then the parts will of course go back into the inventory and be redistributed to other teams by the student treasurer.

Teams should consider the parts loaned to it by the club AS A LOAN, and should do their best to be good stewards of the parts. It is expected that some parts (mostly frame parts), may need modification (e.g. being cut to length, bent, or holes drilled), but ideally robots are designed to keep this destructive modification to a minimum. The student treasurer has the power of taking back any club parts if there is a belief that a particular build team is abusing them. Any disagreements will be arbitrated by the student committee by petition.

Section 6.2– Inter-Team Part Loans

If a team needs a part that it does not have, it should ask other teams if they have that part to spare. Other teams are encouraged to make such loans. The only requirement is that if the parts

being loaned are club parts, the student treasurer should be informed so that the inventory can be kept up to date.

Section 6.3 – Personal Assets used by Teams

It is possible (and likely) that members of particular build teams will wish to use parts that they have acquired in other ways (e.g. buying parts directly from the parts vendor). These parts are considered personal property of the member. However it is that member's responsibility to keep track of his property and the burden of proof is on that member in any disputes. Thus it is strongly recommended that any personal parts be clearly labeled as such and that the member keep proof of ownership (e.g. receipts) in case of any dispute. Obviously, personal parts are governed by their owner and typically will be taken with the owner if the owner changes build teams. Any disputes will be handled by the treasurer, and can be appealed to the student leadership committee by petition.

Section 6.4 – Donation of Personal Assets to the Club

The club strongly encourages members to donate any personal parts to the club's inventory of parts when they no longer have need of them (e.g. when they graduate). These parts will become part of the club's inventory and will be loaned out to other teams by the student treasurer using the fairness principle used for all club parts. Club members should advise the student treasurer if they wish to make such a donation.

Section 6.5 – Resolution of Disputes

Any disputes with regards to parts should be resolved as follows.

- 1) If the parts are personal property (section 6.3) then the owner gets to decide. The only problem may be determining whether the parts in dispute are in fact personal property or not. As stated, best practice is that parts be labeled and ownership documents retained to avoid any ambiguity. Even if these practices are not followed, however, a reasonable attempt to deduce ownership should be made and used to guide the resolution.
- 2) Ideally the team member themselves resolve any disputes about club parts or questions of ownership.
- 3) If that fails, verbal or written appeals to the student treasurer should be made. If based on the club inventory he can resolve the issue to the satisfaction of all then the issue is resolved.
- 4) Otherwise an arbitration petition must be made to the student leadership committee. The parties involved in the dispute must each write up a proposal on what the dispute is, and pertinent evidence (e.g. records of ownership) as well their proposal for a fair resolution. These proposals will be brought before the student leadership committee meeting and the committee will choose one of the proposals using fairness as the guiding principle. It is NOT the duty of the leadership committee to come up with a fair split, but only to pick one of the petitions, however, the student committee CAN come up with its own resolution if none of the petitioner's options are acceptable.

Article 7: Bills, Notes

Section 7.1 – How Made.

All bills payable, notes, checks or other negotiable instruments of the club shall be made in the name of the club and shall be signed by those persons designated by resolution of the adult committee. No officer, member, trustee, either singly or jointly with others, shall have the power to make any bills payable, notes, checks, drafts or warrants or other negotiable instruments or endorse the same in the name of the club or contract or cause to be contracted any debt or liability in the name or in behalf of the club, unless expressly authorized by resolution of the adult committee.

Article 8: Amendments to Bylaws

Section 8.1 – Rights to propose an amendment

All members of the club have the right to propose an amendment to these bylaws. Student members will share it with their build team representatives who will then propose it at student leadership meetings. Adult members will share amendment proposals to the adult committee meetings.

Section 8.2 – Steps to making an Amendment

After an amendment proposal has stabilized it must be ratified by a 2/3 majority vote of the Student committee as well as a 2/3 majority vote of the Adult committee.

Signatures:

Crew Advisor: _____

Crew Chairman: _____

Adult Treasurer: _____

President: _____

Vice President: _____

2nd Vice President: _____

Student Secretary: _____

Student Treasurer: _____

Team Leaders (this signature verifies that the team leaders and their teams agree to the by-laws):