

HomeBrew Robotics Club

Articles of Association

ARTICLE I – NAME AND IDENTIFICATION

Section 1 Name

The name of this unincorporated association is “HomeBrew Robotics Club” (hereafter known as “HBRC”).

Section 2 Change of Address

The designation of the county or state of the association’s principal office may be changed by the Executive Committee by filing the appropriate form with the office of the Secretary of State. Such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

ARTICLE II – LEGAL AUTHORITY

Section 1 Legal Entity

This association is established as an Unincorporated Association under the laws of the State of California.

Section 2 Endorsement of Members

Ratification of these Articles of Association was made by an Affirmative Majority, as hereinafter defined in Article 1, Section 6 below, of active members at the HBRC meeting held on March 30, 2010. *Amendment of Article IV Section 4 was amended by an Affirmative Majority of active members at the HBRC meeting held on November 29, 2017.*

Section 3 Maintenance of Association’s Books and Records

The Association shall keep at its principal office:

1. Minutes of Executive Committee meetings and the HBRC annual meeting, the general membership books and records of accounts, including accounts of its properties and business transactions and accounts of its assets and liabilities.

2. A record of members' names, addresses, phone numbers, and email addresses.
3. A copy of the Association's Articles of Association as amended to date.
4. The current Policies and Procedures Manual.

Section 4 Definition of Affirmative Majority

The term Affirmative Majority as used herein shall mean that fifty-one percent (51%) or more of the total Registered Members in attendance at a general meeting plus the number of ballots received prior to the meeting from absentee voters were cast in favor of the proposal under consideration. If in calculating the number of votes required for passage of a proposal, the product of 51% multiplied by the number of qualified votes received is not an integer, then the product shall be rounded up to the next highest integer.

Section 5 Member Notification

All proposals submitted by the Executive Committee to the general membership for a vote must have been advertised to the general membership no more than 30 days or less than 15 days before the meeting at which the vote will take place.

Section 6 Amending the Articles of Association

Amendments to the Articles of Association may be made at any regular business meeting of this organization by a Affirmative Majority vote of the members, provided that the general membership has been notified of the proposed changes by email or postal mail at least two weeks prior to the meeting and the proposed amendments have been posted on the HBRC website or in a newsletter not later than the last general meeting date immediately preceding the general meeting date on which the vote is to be taken.

Section 7 Policies and Procedures Manual

The Policies and Procedures Manual dated January 26, 2010 (hereafter known as the "P & P Manual") describes HBRC's current policies and procedures which provide a set of guidelines to assist the officers in the discharge of their prescribed duties. The P & P Manual shall be maintained by the Executive Committee and modifications, additions, and deletions to the P & P Manual must first have been approved by a simple majority vote of the Executive Committee.

ARTICLE III – PURPOSE AND GOALS

Section 1 Purpose of the Association

To organize, associate, and share with those who are interested in the design, building and operating of robots.

Section 2 Goals of the Association

To foster and advance the experience, creativity, and knowledge of the HBRC members about robotics.

To promote fellowship, social interaction, exchange of ideas and cooperation with those interested in robotics.

To encourage and support science education of young people from elementary through college/university.

ARTICLE IV – HBRC MEMBERSHIP

Section 1 Members.

There shall be two classes of HBRC membership: Registered Member and Junior Member.

Section 2 Registered Member Requirements

A Registered Member must be at least 18 years of age. A Registered Member shall have the right to vote, serve in one of the following positions: an HBRC officer, a member of a standing committee, or a member of an ad hoc committee.

Section 3 Junior Member Requirements

A Junior Member must be at least 7 years of age and must be accompanied by a responsible adult when attending any HBRC general meeting or other HBRC function. A Junior Member shall enjoy all of the privileges granted to a Registered Member except for right to vote, hold office, or be a member of a standing committee. A Junior Member may serve as a member on ad hoc committees. Upon reaching the age of 18, a Junior Member immediately becomes a Registered Member as long as the member meets all of the requirements for membership as described in the HBRC Policies and Procedures Manual.

Section 4 Membership Approval

Amended November 29, 2017, by an Affirmative Majority of Active members. Members shall be considered approved for membership upon payment of dues for each membership year, per Article V.

~~To be approved for membership, a candidate for membership must receive an Affirmative Majority vote at general HBRC meeting at which the vote is held. Voting on new members is exempt from the notice requirements described in Article II, Section 5 Member Notification herein.~~

Section 5 Non-Transferability of Membership

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 6 Voluntary Resignation

A member may withdraw from membership by submitting a written notice of resignation to the Secretary. All rights, benefits, privileges, and the interests of a member in HBRC cease on termination of membership. Resignations are effective upon fulfillment of all obligations to the date of withdrawal.

ARTICLE V – MEMBERSHIP DUES

Section 1 Dues Amount

The Executive Committee shall establish annual dues for all membership classes during the annual budgetary review. Notices of any changes in rate will be published on the HBRC website.

Section 2 Payment of Dues

Dues shall be payable at or before the first HBRC meeting of the new calendar year. The dues charged to a new member will be prorated according to the schedule contained in the current HBRC Policies & Procedures Manual.

Section 3 Delinquent Members

A member shall be considered delinquent if his annual dues have not been paid by the second general meeting of the calendar year. Delinquent members may not exercise the privileges extended to Registered Members in good standing.

ARTICLE VI – MEMBER SUSPENSION AND EXPULSION

Section 1 Member Vote Required

Members may be suspended or expelled from membership for any conduct which is not in the best interest of HBRC or by acting in violation of the HBRC Articles of Association. The decision to expel, suspend or remove members rests on a recommendation by the Executive Committee to do so, followed by an Affirmative Majority vote at the meeting at which such vote is taken.

ARTICLE VII – OFFICER ADMINISTRATION.

Section 1 Election of Officers

On the first meeting after November 1 of each year the Registered Members in attendance, shall vote on the slate of officer candidates submitted by the nominating committee for President, Secretary/Treasurer, Program Coordinator, Webmaster and Sergeant at Arms. Candidates for office shall be voted into office upon receiving an Affirmative Majority vote. The newly elected officers will assume their duties on January 1 of the following year.

Section 2 Election Rules and Timetables

In establishing the rules and timetables for the conduct of the election, the Executive Committee shall be guided by the principle that all qualified members should have the privilege of voting.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1 Executive Committee Composition

An Executive Committee shall be automatically constituted of the elected officers.

Section 2 Executive Committee Responsibilities

The Executive Committee shall manage the day to day business of HBRC within the limits of powers granted herein.

Section 3 Budgeting Authority

The Executive Committee may make reallocation of line item expenditures within the approved budget without membership approval.

Section 4 Executive Committee Meetings

The routine business of the HBRC shall be administered by the Executive Committee. The President shall schedule all Executive Committee meetings; however, any officer may request that such meeting be convened.

Section 5 Executive Committee Voting

Each Officer shall have one vote and a simple majority vote of the elected officers on a proposal is required for its approval. An officer may cast a vote by email, by US mail, by proxy given to the President, or in person while in attendance at an Executive Committee meeting. An absentee ballot will be counted if and only if it is received on or before the date that the vote is to be taken.

Section 6 Processing Grievances

The Executive Committee shall investigate all grievances arising from conduct unbecoming an HBRC officer or member and it may present proposals to the membership for action to expel, suspend or remove from office any members for such conduct.

ARTICLE IX – DUTIES OF OFFICERS

Section 1 President

It shall be the duty of the President to be the Chief Executive Officer of HBRC and to guide it after due council with the Executive Committee; to preside at all meetings of the organization and to serve as an ex-officio member of all committees.

Section 2 Presidential Committee Appointments

The President shall, after due counsel with the Executive Committee, appoint standing and ad hoc committees as necessary to carry out HBRC activities and functions.

Section 3 Secretary/Treasurer

The Secretarial duties shall include: recording the minutes of the annual meeting and all Executive Committee Meetings; maintain files of significant correspondence related to HBRC; execute in a timely manner HBRC correspondence including submission of required

reports and requested information to the executive office and perform other duties as delegated by the Executive Committee.

The Treasurer duties shall include: making all deposits and receipts of money to the HBRC checking account and making prompt payment of all properly approved HBRC obligations by check from the HBRC checking account. The Treasurer shall maintain accurate accounting records of all receipts and disbursements. Treasurer will report a monthly status of HBRC finances to the Executive Committee. The Treasurer is responsible for the tracking and receipt of membership fees.

Section 5 Sergeant At Arms

The Sergeant At Arms will assure the hospitality of the HBRC is extended to members and guests and that all persons attending HBRC meetings are members in good standing of HBRC or approved guests. The Sergeant at Arms will be responsible for the meeting setup and tear down (tables, chairs, snacks, name tags, etc.).

Section 6 Webmaster

The Webmaster is responsible for maintaining the HBRC web site in accordance with directions from the Executive Committee. A critical function of the Webmaster is to insure timely updates are made to the web site and to keep to HBRC domain name registration current.

Section 7 Program Coordinator

The Program Coordinator is responsible for seeking and scheduling speakers for presentations at the general meetings.

Section 8 Death, Resignation or Incapacity of Officer

In the case of the death, resignation or inability of any officer to serve, the Executive Committee and the Nomination Committee shall vote for a successor. Such successor will serve until the next annual election.

ARTICLE X – FINANCE AND INSURANCE

Section 1 Expenditure Authorization

No officer or other member of HBRC shall make any expenditure or enter into any contract that becomes a financial obligation of the organization, unless the expenditure or contract has been approved by the Executive Committee.

Section 2 Liability Insurance

Liability insurance may be obtained for officers and members at the discretion of the Executive Committee.

Section 3 Financial Transactions

All income shall be deposited in the HBRC checking account as soon as possible after receipt. All payments made by HBRC must be made by a check written on the HBRC bank account unless otherwise approved by the Executive Committee.

ARTICLE XI – GENERAL MEMBERSHIP MEETINGS

Section 1 General Meeting Schedule

HBRC shall hold its regular meetings in accordance with the time and dates shown in the P and P Manual. At the discretion of the Executive Committee, meeting dates that conflict with holidays or other events may be canceled or moved to a different date. The Executive Committee may shift the meeting night to accommodate special events and it may add additional meetings for lectures and other robotics or HBRC related activities.

Section 2 Voting

Each Registered Member shall have one vote. Any proposal put before the general members for their approval must receive an Affirmative Majority vote to pass.

ARTICLE XII – DISSOLUTION OF ASSOCIATION

Section 1 Vote to Dissolve

The HBRC Unincorporated Association can be dissolved by an Affirmative Majority vote of the Registered Members.

Section 2 Administrative Requirements

In the event of the dissolution of HBRC, the Executive Committee shall after the payment of organization's financial liabilities, dispose of all its assets to an organization or organizations organized engaged in the hobby of robotics.

The HBRC President and Secretary/Treasurer hereby certify that these Articles of Association have been approved by an Affirmative Majority vote of the Registered members of HBRC at the general meeting held on March 30, 2010.

Date: March 30, 2010

_____(on file)_____
Wayne C. Gramlich
President, HBRC

_____(on file)_____
William T. Benson
Secretary, HBRC

The HBRC President and Secretary/Treasurer hereby certify that an amendment to these Articles of Association, changing Article IV Section 4, has been approved by an Affirmative Majority vote of the Registered members of HBRC at the general meeting held on November 29, 2017.

_____(on file)_____
Wayne C. Gramlich
President, HBRC, for 2017

_____(on file)_____
Osman Eralp
Secretary/Treasurer, HBRC, for 2017