

**BY-LAWS FOR THE  
CHALLENGER LEARNING CENTER  
OF THE GREATER CAPITAL REGION, INC.**

Adopted September 7, 1999  
Amended April 1, 2003

**ARTICLE I  
MISSION**

Mission

To *inspire* students, educators and the community in the pursuit of scientific education. To *ignite* curiosity and excitement through innovative programs. To *initiate* experimental activities in math, science, and technology. And such other and further powers, privileges and responsibilities as articulated in the Certificate of Incorporation of the Challenger Learning Center of the Greater Capital Region, Inc. (hereinafter "CLCGCD" or "Corporation"), as amended.

**ARTICLE II  
MEMBERSHIP**

Section 1. Members

Membership in the CLCGCD shall be open to any person in the Capital Region as defined by the regional metropolitan statistical area and adjoining areas. Such membership shall be without regard to any delimiter but residency in the region.

Section 2. Definition of a Member

Persons may become members through making a contribution to the mission and goals of the organization (monetary, or in-kind), and actively participating in the furtherance of the mission and goals through the meetings and projects of the CLCGCD.

Section 3. Removing Members

Any member may be removed from participation and membership for serious civil misconduct, moral turpitude, or otherwise bringing disrepute upon the organization. This removal may be by *2/3rds* vote of the board of directors as defined elsewhere in these by-laws.

Section 4. Renewal of Membership

Membership must be renewed annually by contribution (cash or in-kind) or active participation in CLCGCD activities.

Section 5. Annual Meeting & Fiscal Year

The annual meeting at which the board of directors is elected shall be held at the time of the regularly scheduled board meeting for the first month of the fiscal year of the organization. The

fiscal year of the CLCCD shall be January 1st to December 31st.

### ARTICLE III BOARD OF DIRECTORS

#### Section 1. General Management

The general management of the affairs of this Corporation shall be vested in a board of directors. The board of directors shall have control of the property of the Corporation and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

#### Section 2. Number

There shall be 3 – 30 seats on the board of directors, including officers.

#### Section 3. Term of Office and Selection of Members

3.1. All voters shall cast a vote for a number of candidates equal to the number of vacancies to be filled until the required number of board members, as specified in Section 2 of this article, is achieved.

3.2. If, at any time during this process, there is a tie among a number of candidates, which number is greater than the number of vacancies remaining, the voters shall thereupon vote again, casting a number of votes equal to the remaining vacancies. Only the candidates who are tied may run in this subsequent election. The remaining vacancies shall be filled as outlined above. All subsequent ties shall be dealt with as outlined herein.

3.3. If for any reason, a vacancy occurs prior to the expiration of the three-year term of a board member, the board may impanel a committee to solicit candidates for the board to fulfill the remainder of the unexpired term.

3.4. The term of office for a board member shall be three years except as provided for under Section 4 of this article. Board members shall take office immediately upon announcement of election results. A board member may be elected to subsequent terms of office.

3.5. One-third of the members shall be selected every three years.

#### Section 4. Resignation

A director may resign at any time by giving written notice to the board, the president or the secretary of the Corporation. Unless otherwise specified in notice, the resignation shall take effect upon receipt thereof by the board, the president or the secretary, and the acceptance of the resignation shall not be necessary to make it effective.

#### Section 5. Meetings, Adjournment

The board of directors shall endeavor to meet on a monthly basis. Notification either personally or by mail of the date, time and location of each meeting shall be provided to each board member no less

than five days before each meeting. Special meetings of the board shall be held upon three days notice to each director either personally or by mail. These shall be called by the president of the board or by the secretary in a like manner on written request of five members. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

A majority of directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment, and unless such time and place are announced at the meeting, to the other directors. Directors may participate in any Board of Director Meeting via a teleconference telephone or similar means of electronic communication, provided that the means utilized allow the participants of the Meeting to hear each other at all times.

#### Section 6. Quorum

A quorum shall be required for the legal and proper conduct of the business of the board of directors. A quorum shall consist of six members of the board of directors.

#### Section 7. Voting

Each member of the board shall have one vote. A majority vote of those present, provided there is a quorum, shall be sufficient on any proposition presented and acted upon at a meeting.

#### Section 8. Parliamentary Law

Robert's Rules of Order, newly revised, shall be the controlling authority on all questions of parliamentary law not covered within the constitution and by-laws.

#### Section 9. Chairperson

At all meetings of the board, the president, vice president, or, in their absence, a director chosen by the board shall preside.

#### Section 10. Attendance

A board member who has missed three consecutive meetings without reasonable cause shall be asked to resign. After the second meeting, the secretary shall mail a letter to the subject board member informing him/her that if he/she does not attend the third meeting, a motion to this effect will be made at the fourth meeting. He/she may attend this fourth meeting to argue in his/her defense.

## ARTICLE IV COMMITTEES

### Section 1. Appointments

1.1. Standing Committees. The President shall, subject to approval of the Board, appoint the following standing committees - executive committee, a nominating committee, a personnel and finance committee, and program committee.

1.2. Ad Hoc Committees. Additional committees may be created and appointed by the president with the consent of the board of directors as needed for special purposes.

1. By-Laws Committee

The By-Laws Ad Hoc Committee shall have the responsibility to review the by-laws and propose such changes as shall be deemed appropriate. The committee shall seek and review on an annual basis other organization by-laws and consult with appropriate organizations which maintain professional standards for non-profit, educational, and service organizations to assure that the by-laws are in keeping with such standards.

Section 2. The Executive Committee

The executive committee shall consist of the president, secretary, treasurer and executive director of the Corporation and the chairpersons of all standing committees. The president shall serve as the chairperson of the executive committee. The executive committee shall maintain surveillance of the business and affairs of the Corporation and shall be empowered to transact only such business as may be necessary between board meetings. The committee shall submit a report of its action at the next regularly scheduled or special board of directors meeting. Meetings of the executive committee may be called by the chairperson or by three members.

Section 3. Finance and Personnel Committee

The Personnel and Finance Committee shall be comprised of appointed members of the board. The personnel and Finance Committee shall be responsible for overseeing the personnel and fiscal affairs of the Corporation. Regarding fiscal affairs, the Committee shall develop a budget for approval by the board of directors and propose policies governing the finances of the Corporation for adoption by the board of directors. In personnel affairs, the Committee shall develop a Personnel Policy Manual, and Employee Handbook, and evaluate the Executive Director.

Section 4. Nominating Committee

The board of directors shall appoint a nominating committee to include members of the board and members of the advisory council not to exceed four. Additional committee members may be appointed at the discretion of the board of directors. The nominating committee shall be responsible for developing a slate of board members and officers for presentation to the membership.

Section 5. Program Committee

The program committee shall oversee and develop the educational aspects of the organizational program. It shall be responsible for oversight, development, and implementation of the Challenger Learning Center program. It shall also be responsible for development and oversight of a marketing strategy to bring that educational program to the public. The committee's work shall be reviewed by the board.

ARTICLE V  
OFFICERS

Section 1. Officers, Election, Term

The board shall elect by majority vote a president, vice president, secretary and treasurer, and such other officers as it may determine, who shall be given such duties, powers and functions as hereinafter provided. Officers shall be elected to hold office for one year from the date of election. Each officer shall hold office for the term for which he or she is elected and until his or her successor has been elected. Any two or more offices may be held by the same person, except the offices of president and secretary.

## Section 2. Removal, Resignation

Officers serve at the discretion of the Board of Directors. Any officer elected by the board may be removed by the board. In the event of the death, resignation or removal of an officer, the president of the board shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed or disapproved by the full board within the next two regular meetings.

## Section 3. Duties

3.1. **President.** The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the members and of the board of directors. The president, the secretary or any other proper officer of the Corporation authorized by the board of directors may sign any deeds, mortgages, bonds, contracts or other instruments that the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by statute to some other officer or agency of the Corporation. In general the president shall perform all duties as may be prescribed by the board of directors from time to time.

3.2. **Vice President.** In the absence of the president, or in the event of his/her inability or refusal to act, the vice president (when there is more than one vice president, the vice president in order to their election) shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

3.3 **Secretary.** The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, and be custodian of the corporate records of the Corporation. The secretary shall keep a register of the post office address of each member and, in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president and/or board of directors. In addition, the secretary shall notify members of their election to office or their appointment to committees and keep a record of the transactions of the Corporation and of the executive board.

3.4. **Treasurer.** The treasurer shall be responsible for the supervision of an account of all monies received or expended by the by the Corporation. In general, the treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the board of directors. He/she shall report to the board at all meetings, according to a format prescribed by the board of directors.

3.5. Professional Manager. The executive director shall be the principal administrative officer of the organization, charged with the duties of a fiduciary, loyalty to the directives and decisions of the board of directors and of effectuating the purposes of the organization, carrying out the directives of the board of directors and the members in performing any and all functions necessary and proper to ensure that the policies, objectives and aims of the organization are carried out. The board shall employ an executive director (chief administrative officer) who shall have general charge, subject to the overall control and direction of the board, oversight and direction of the affairs and business of the organization, and sole responsibility for the employment and discharge of staff.

## ARTICLE VI CONFLICTS OF INTEREST

### Section 1.1 Definitions of Duty of Care, Loyalty & Obedience

All members of the Board of Directors shall exercise that same care that a reasonable person, with similar abilities, acumen & sensibilities, would under similar circumstances at all times.

A director, an officer or employee will undertake to understand all, or substantially, all of the consequences of their actions or the omissions of their actions.

No officer, director or employee shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No officer, director or employee shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest.

No officer, director or employee shall disobey a majority decision of the Board of Directors.

All members of the Board of Directors, all Officers of the Corporation and all employees of the corporation are hereby bound to Fiduciary duty for and on behalf of the corporation, such that the interests of the corporation shall remain paramount to any and all of their personal interests whatsoever. All members of the Board of Directors, all officers of the corporation and all employees shall exercise their Fiduciary Duty at all times, especially when making a decision on behalf of the corporation

### 1.2 Definition of Conflict of Interest

A conflict of interest exists when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Director of the Board, or business or agency from which such a Director derives an income or has authority in governance.

### Section 2. Abstention

A member of the Board of Directors shall abstain from voting or attempting to influence the vote on any matter before the Board that places him or her in a conflict of interest. Said board member shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board President or any member of the

Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Directors to determine whether the challenged Director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, that Director shall not be permitted to vote.

The Corporation is dedicated to the participation of low-income representatives on its Board of Directors and recognizes that such individuals may qualify for services offered by the Corporation. Participation as a member of the Board does not preclude an individual from receiving services that he/she may be eligible for and need. The receipt of services or the potential of receiving services may, however, constitute a conflict of interest from time to time as defined herein. In the event that such a conflict of interest is determined to compromise the individual's ability to represent the Corporation's best interest regarding a specific issue or action before the board, the procedures stated in the Article are in force.

### Section 3. Procedures

Prior to voting on matters in which a potential conflict of interest exists for any director, the president shall inquire whether any director of the board desires to abstain from voting because of a conflict of interest and any director of the board shall declare that he or she abstains from voting if a conflict of interest exists. Prior to voting on any matter, a director of the board may be requested by any other director of the board to abstain from voting because of a conflict of interest. If the challenged director refuses to abstain from voting as requested, the president shall immediately call for a vote of the directors to determine whether the challenged director is in a conflict of interest and shall be required to abstain from voting on the matter before the board. If a two-thirds (2/3) majority of the directors present votes to require the abstention of the challenged director, that director shall not be permitted to vote.

## ARTICLE VII MEETINGS & QUORUM

### Section 1. Meetings of the Board

Meetings of the board of directors shall be held in the Capital Region of the State of New York on a monthly basis. Members of the board shall be given one month's notice of the time and place of all regular meetings. Special meetings shall require a week's notice of time and place to all board members.

### Section 2. Special Meetings

Special meetings of the board may be called by the President or by three or more members of the board. Appropriate notice must be given of the time and place to all other board members.

### Section 3. Annual Meeting & Election of Officers

All members shall be made aware of the annual meeting. Notice shall be made to all members one month prior to the annual meeting notifying the time and place and that board members shall be elected at this meeting. The officers of the board shall be elected by the board members following the election of board members.

### Section 4. Quorums

There shall be no quorum for the annual meeting of members. All members present shall be allowed to vote. The board member candidates who receive the highest vote totals shall be installed as board members. At any meeting of the board of directors at least half must be present to conduct business.

### Section 5. Order of Business and Rules

The order of business for meetings shall be as follows:

1. The President shall call the meeting to order
2. The minutes of the previous meeting shall be read by the secretary and any corrections made before acceptance
3. Treasurer's Report
4. Old Business
5. New Business
6. Adjournment

The rules for all meetings shall loosely conform to Robert's Rules of Order as popularly understood. Robert's Rules shall be the parliamentary authority in all disputes concerning rules for meetings.

### Section 5. Voting of Board Members

At any meeting of the board of directors every board member shall vote for him, or herself. There shall be no proxy voting.

### Section 6. Electronic Meetings

The board or any of the committees may conduct meetings in an electronic venue (conference call, internet chat, video conferencing. etc.), except for the annual meeting and it shall be deemed valid. Such meetings must conform to the same standards of notice, quorum, agenda, and other requirements as "in-person" meetings. The annual meeting may not be conducted electronically.

## ARTICLE VIII AMENDMENTS

### Section 1. Power to Amend

The board of directors shall have the power to amend, or repeal these by-laws by a 4/5th vote of all board members. Amendments should be made at well publicized meetings where notice has

been given of the meeting and the business to be conducted to all board members at least a month in advance. Amendments must be submitted to all in writing.

## ARTICLE IX OFFICES OF THE ORGANIZATION

### Section 1. Location

The offices of the organization shall be at the residence of the President of the organization until such time as an official office shall be established. The President of the organization shall only reside in the Capital Region of the State of New York.

### Section 2. Other Offices

The board of directors may designate other offices it deems appropriate.

### Section 3. Name

The Corporation shall be known as the Challenger Learning Center of the Greater Capital Region, Inc.

### Section 4. Territory

The Corporation shall conduct activities primarily in the Greater Capital District as it is commonly understood to be subject to changes by the aforementioned Corporation.

## ARTICLE X AUDIT CLAUSE FOR BY-LAWS

The accounts of the Corporation shall be audited each year by an independent certified public accountant who is not an officer, board member or employee of the Corporation.

## ARTICLE XI CONSTRUCTION CLAUSE FOR BY-LAWS

If there is any conflict between the provisions of the certificate of incorporation and the by-laws, provisions of the certificate of incorporation shall govern.

## ARTICLE XII DISSOLUTION CLAUSE FOR BY-LAWS

This organization may be dissolved by a two-thirds vote of the membership of the corporation, if any, following a dissolution plan submitted by the board of directors. If there are no members of the corporation, then the dissolution may proceed following the adoption of the dissolution plan by the board of directors.

Upon dissolution of the organization, any residual assets shall be donated to a not-for-profit organization(s) with purposes of this organization.

## ARTICLE XIII

## HARASSMENT: SEXUAL, RACIAL, RELIGIOUS, AND AGE CLAUSE FOR BY-LAWS

Harassment of any kind is not productive and will not be tolerated at the Challenger Learning Center of the Greater Capital Region, Inc. Any individual bound by these bylaws who is subject to verbally abusive language relating to gender, race, religion, or age, or who experiences sexually oriented physical touching or suggestive language is encouraged to report it immediately to the President. Any individual bound by these by-laws who is aware of such verbally or physically abusive conditions should report such activity immediately.

The general policy will be reflected in the personnel procedures and program procedures promulgated by the Corporation to cover its staff as appropriate. However, nothing in this Article will bind the staff of the Corporation, who will instead be covered by the procedures contained in their personnel policies and program procedures.

DATE OF ADOPTION: April 5, 2003

FILED W/IRS: April 7, 2003

W/AG's OFFICE: April 7, 2003