Skybot Challenge
(A Nevada Non-Profit Corporation)

By-Laws

ARTICLE I

NAME

Section 1.01. The name of the Corporation shall be Skybot Challenge. The business of the Corporation may be conducted as Skybot Engineering & Business Innovation Challenge, SEBIC, SEBIC Foundation or Skybot Foundation.

Note: The terms he/him is used to denote male or female gender as it applies throughout this document.

PURPOSE

Section 1.02. Skybot Challenge is a non-profit organization organized to promote collaboration and STEM/STEAM (Science Technology Engineering and Mathematics / Science Technology Engineering Arts and Mathematics) education in applied engineering related to Unmanned Aircraft Systems (UAS), robotics, and other autonomous systems. The method of achieving this end is through public outreach, private industry integration, and academic system liaison through UAS competitions, symposia, training, forums, and other methods of inspiring passion in students and collaboration among autonomous system businesses and interested parties.

Mission Statement:

Skybot Challenge will organize and host the Skybot Engineering and Business Innovation Competition (SEBIC) and promote the enhancement of public knowledge and inspire academic acceleration of students at all levels of education. These outreach programs will teach, inform, enlighten, and help support practical STEM/STEAM applications in applied engineering of UAS robotics and technologies that will propel the United States to world leadership in those fields.

Vision Statement:
SEBIC will become the national and international organizer and host of Skybot competitions at all levels and will enable autonomous systems professionals to collaborate and gain access to top students. These highly technical skills will bear on solutions necessary for communities to grow in the 21st century.

**Charter Statement:**

SEBIC has been established to encourage young minds to develop a passion for STEM/STEAM education through exposure to competitions, instruction, mentorship, and involvement with existing professionals. Our main focus will be to establish, design, manage, and operate UAS competitions. Once further established, the program will be expanded to a broad range of interested students and academia. SEBIC will remain headquartered in Las Vegas, Nevada, but will maintain operations in other locations.

As part of the commitment to increase the high-tech business development in Southern Nevada, SEBIC will offer monthly UAS Nevada Business Forums. These are designed to bring together the many parts of the UAS picture (including technology, law, and insurance, to mention a few) in Southern Nevada so the community can enjoy the benefits of a professional organization of UAS interested businesses. One of the future goals of SEBIC will be to integrate the membership of the UAS Nevada Business Forums into a more formal professional organization format.

The organization is open to other opportunities within the robotics/UAS arena that promote either:

- Academic integration with the business community;
- STEM/STEAM inspiration among the academic community, especially K-12;
- Professional UAS organizations that promote the increase of UAS business in Southern Nevada; or
- Collaborative alliances with other organizations that promote robotics/UAS or increase the high-tech business development in Southern Nevada.

**OFFICES**

**Section 1.03.** The initial principal office of the Skybot Challenge (the “Corporation”) shall be at 5055 North Monte Cristo Way Las Vegas, Nevada 89149. The principal office of the Corporation may be moved as may from time to time be determined or as the business of the Corporation may require, without further amendment of these By-Laws. Our website http://sebic.org acts our gateway for information regarding our purpose and direction.

**Section 1.04.** The Corporation may also have offices at such other places both within and without the State of Nevada as the Board of Directors may from time to time determine or as the business of the Corporation may require.
ARTICLE II

BOARD OF DIRECTORS

Section 2.01. An initial Board of Directors was established from among the founding organizations to allow the Corporation to be formed and start operations. The acting personnel and organizations include:

Alphesia Thomas | Skybot Challenge Board Chairman | Invictus Technical Solutions
Jinger Zeng | Skybot Challenge Board Member | SkyWorks Aerial Solutions
Marty Aldman | Skybot Challenge Board Member | Space Information Laboratories
Fernando Anello | Skybot Challenge Board Member | Verascan
Edward Patricks | Skybot Challenge Board Member | Hyde Park Middle School
Catherine Schell | Skybot Challenge Board Member | Director At-Large
Oliver Hemmers | Skybot Challenge Executive Director | Nevada Alliance
Steven Curtis | Skybot Challenge Operations Director | Desert Research Institute
Edwin Nichols | Skybot Challenge Secretary/Treasurer | CorpNet

Section 2.02. The number of directors which shall constitute the Board of Directors of the Corporation shall be no more than twelve, the initial board is nine (9), of which includes the voting officers of Executive Director, Operations Director, Secretary and Treasurer. The Board of Directors will be authorized to change the number of directors with a majority vote. Starting in 2017, a sustaining board of directors will be established through nominations and election by the initial Board. Board members will sit for two-year terms. To ensure staggered terms, half of the directors will have initial one-year terms and the other half will have two-year terms. The board of directors will nominate and elect by majority vote of the board, new board members or members replaced by resignation, or expiration of their term.

Directors subsequently elected will be elected to two (2) year terms. Directors will not be restricted to serving as many successive terms as pleases the majority vote of the Board.

The Board will choose, by majority vote, a Chairman of the Board. The Chairman will be a voting member of the board and will serve at the discretion of the majority vote of the Board without regard to term limits.

A quorum will be declared for an official board vote if half or more of the board members are present at a board meeting. “Majority vote” as referenced in these By-laws will refer to the majority of the board members present as a quorum.

Section 2.03. Unexpired terms may be filled by appointment requiring majority vote of the remaining directors.

Section 2.04. The Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts, shall manage the business of the Corporation and things as are not disallowed by statute, by the articles of incorporation, or by these By-Laws.
Section 2.05. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Nevada.

MEETINGS OF THE BOARD OF DIRECTORS

Section 2.06. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by the Board but at least four (4) times a year. The Chairman of the Board will preside at these meetings.

Section 2.07. The Chairman or Secretary, on the written request of at least four directors, may call a special meeting of the Board of Directors. Written notice of special meetings of the Board of Directors shall be given to each director at least one business day before the date of the meeting.

Section 2.08. Annual meetings of the Board of Trustees shall be held at a place and time designated by the Chairman, unless and until a majority of the Board of Directors shall determine otherwise. In the case of annual and special meetings of the Board, any proper business may be presented for action, except that action on either of the following items shall be taken only if the narrative of the proposal is stated in the notice:

(A) Adoption of amendments to the Articles of Incorporation or By-Laws; or

(B) Action with respect to a merger, reorganization, partial or complete liquidation, or dissolution of the Corporation.

Section 2.09. A majority of the Board of Directors, at a meeting duly assembled, shall be necessary to constitute a quorum for the transaction of business and the act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the articles of incorporation. Half or more of the sitting board of directors will constitute a majority. Any action required or action to be taken at a meeting of the directors may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the directors entitled to vote with respect to the subject matter.

Section 2.10. Telephone Board meetings, as permitted and governed by Nevada State law, shall be valid and legal in all respects.

COMMITTEES OF DIRECTORS

Section 2.11. The Board of Directors may, by majority vote, designate one or more committees, each committee to consist of one or more directors of the Corporation, which, to the extent voted, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the of the Corporation to be affixed to all papers which may require it. Such committee or committees shall
have such name or names as may be determined from time to time by majority vote adopted by the Board of Directors.

Section 2.12. The committees shall keep regular minutes of their proceedings and report to the Board when required.

AT-LARGE MEMBERS & COMMITTEES

Section 2.13. Up to 1/4 of the twelve Board members can be "At-Large" members. "At-Large" members come from any geographic area and are assigned to serve on committees or undertake special projects. The "At-Large" Board member's contribution should be significant and clearly defined in reference to Skybot Challenge objectives. Additionally, other committees, not necessarily consisting of Board members, can be established by a majority vote of the board. These committees will have a chairman and as many other members as is necessary to accomplish the missions assigned to it by the Board. These committee chairmen and members will report to the Operations Director and be present at any general meeting called by the Board. These committees are authorized to meet separately from other committees and the Board to conduct business as established by the chairman of that committee. Committee Chairmen will ensure that minutes of their meetings be sent to the Secretary and that their meetings be made open to observers who show an interest in the proceedings. No observer will be granted voting privileges and will be heard only at the discretion of the Chairman.

COMPENSATION OF DIRECTORS AND COMMITTEE MEMBERS

Section 2.14. Directors and committee members shall receive no compensation from the Corporation for serving in these capacities. Nothing in this section shall preclude any director from receiving compensation from any other lawful source.

ARTICLE III

NOTICES

Section 3.01. Notices to directors, sponsors, members, and at-large committee members shall be in writing and delivered personally by mail, facsimile, or e-mail to the directors or members at their addresses appearing on the books of the Corporation. Notice by mail or electronic transmission (i.e. facsimile, or e-mail) will be deemed delivered at the time mailed or transmitted.

Section 3.02. Whenever any notice is required to be given under the provisions of the articles of incorporation or of these By-Laws, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE IV

OFFICERS
Section 4.01. The officers of the Corporation shall be chosen by the Board of Directors at the annual meeting and shall be a chairman, an executive director, an operations director, a secretary, and a treasurer. No person may hold more than two offices. Officers may serve without regard to term limits at the pleasure of the majority vote of the Board. All officers are voting members of the Board of Directors.

Section 4.02. The Board of Directors at its first meeting after each annual meeting of the Corporation shall choose a chairman, an executive director, an operations director, a secretary, and a treasurer. Only the chairman need be a member of the board.

Section 4.03. The Board of Directors may appoint additional officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4.04. Officers may receive compensation from the Corporation as determined by the Board of Directors.

Section 4.05. The officers of the Corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. The Board of Directors shall fill any vacancy occurring in any office of the Corporation by death, resignation, and removal or otherwise.

THE EXECUTIVE DIRECTOR

Section 4.06. The Executive Director, which is synonymous to the terms CEO or President, is an officer of the Corporation and a voting member of the Board of Directors and shall, in general, supervise and control all of the business and affairs of the Corporation, and see that all orders and decisions by the Board of Directors are carried into effect. He shall perform all duties incident to his office, and recommend such action, as he believes to be in the best interests of the Corporation.

Section 4.07. The Executive Director shall execute bonds, mortgages and other contracts requiring a mark of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

THE OPERATIONS DIRECTOR

Section 4.08. The Operations Director, which is synonymous to the terms COO or Vice President, is an officer of the Corporation and shall conduct the day-to-day operations of the Corporation. He shall be a voting member of the board of directors, coordinate the work of the various committees, and report to the board the status of the actions being taken by those committees. He shall advise the board regarding decisions they must make regarding operations, budgets, funding, events, and other business that the board has agreed to undertake. The
Operations Director shall support the Chairman to manage all meetings of the board and of the general committees to ensure that necessary issues are discussed and proper decisions made. The Board of Directors shall set his compensation and term.

THE SECRETARY

Section 4.09. The secretary is an officer of the Corporation and a voting member of the Board of Directors and shall attend and take the minutes of all meetings of the Corporation and all meetings of the Board of Directors and shall record all the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The secretary shall give or cause to be given, notice of all meetings of the Corporation and special meetings of the Board of Directors in accordance with the provisions of these By-Laws or as required by law; be custodian of the Corporation records and see that the mark of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its mark is duly authorized in accordance with the provisions of these By-Laws; 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 may be assigned by the Executive Director, Operations Director or by the Board of Directors.

THE TREASURER

Section 4.10. The treasurer is an officer of the Corporation and a voting member of the Board of Directors and shall have charge and custody and be responsible for all funds and securities of the Corporation and shall keep accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the board.

Section 4.11. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors taking proper vouchers for such disbursements, and shall render to the Executive Director, Operations Director and the Board of Directors, at regular meetings of the board, or when the Board of Directors so requires, an account of all the transactions of the treasurer and of the financial condition of the Corporation; and, in general, perform all the duties incident to the office of treasurer, and such other duties as may be assigned by the chairman or by majority vote of the Board of Directors.

Section 4.12. If required by the Board of Directors, he shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of treasurer and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the treasurer and belonging to the Corporation.

CHAIRMAN OF THE BOARD
Section 4.13. The chairman of the board will preside at all meetings of the Board of Directors. He will ensure all issues identified by the Executive Director, Operations Director and the board members are discussed and that decisions are carefully considered. He will enforce the provisions of the by-laws and call for votes on issues placed before the board. He will ensure that all minutes of the board meetings are captured and that the Secretary archives these minutes.

ARTICLE V

ACCOUNTING PROCEDURES

Section 5.01. The Corporation follows the established guidelines of the Financial Standards Accounting Board (FASB) for all monetary transactions and accounting procedures. The purpose of this effort is to describe all accounting policies and procedures currently in use at Skybot Challenge and as a guide as the organization grows to insure proper separation of duties and responsibilities and safeguard the Skybot Challenge’s assets. In addition, these policies and procedures are to ensure that the financial statements conform to generally accepted accounting principles; guidelines of grantors and donors are complied with; and finances are managed with accuracy, efficiency, and transparency.

All Skybot Challenge’s staff with a role in the management of fiscal and accounting operations is expected to comply with the policies and procedures in this manual.

These policies will be reviewed annually and revised as needed by the Treasurer, or third-party professional accounting entity, and approved by the Executive Director.

FISCAL YEAR

Section 5.02. The fiscal year of the Corporation shall be January 1 through December 31 and may be changed by a majority vote of the Board of Directors.

DISSOLUTION

Upon dissolution of Skybot Challenge as an organization all remaining assets will be used exclusively for section 501(c)(3) exempt purposes. The Chairman of the Board shall decide about the details regarding the distribution of the remaining assets.

ARTICLE VI

AMENDMENTS

Section 6.01. These By-Laws may be amended, repealed or altered, in whole or in part, at any regular or special meeting of the Board of Directors if notice of such amendment, alteration or repeal is contained in the notice of such meeting. Amendment, alteration or repeal of these By-Laws shall only occur upon a 2/3-majority vote of the Board of Directors.
WE, THE UNDERSIGNED, ratify these By-Laws of the Skybot Challenge, hereby declaring and certifying that the rules set forth for the management of this Corporation are satisfactory, and accordingly have hereunto set our hands this day 4 July 2015.

Edwin Nichols
Print Name - Edwin Nichols, Secretary

Edwin Nichols
Sign Name - Edwin Nichols, Secretary

Date: 4 July 2015

Alphesia Thomas
Print Name - Alphesia Thomas, Chairman of the Board

Alphesia Thomas
Sign Name - Alphesia Thomas, Chairman of the Board

Date: 4 July 2015