

**From:** Terry Wells <terbos@usa.net>  
**Sent:** Sunday, June 5, 2022 16:01  
**To:** leroyenelson@gmail.com  
**Cc:** 'Joe Petito' <petito.joseph@tusd.org>; 'David Brinza' <debrinza@gmail.com>  
**Subject:** RE: LARobotics 2022 Annual Board Meeting minutes

All looks good to me. Thanks for the updates.

Terry

----- Original Message -----

**Received:** 07:31 PM PDT, 06/03/2022  
**From:** <leroyenelson@gmail.com>  
**To:** "Terry Wells" <terbos@usa.net>  
**Cc:** "Joe Petito" <petito.joseph@tusd.org>, "David Brinza" <debrinza@gmail.com>  
**Subject:** RE: LARobotics 2022 Annual Board Meeting minutes

Terry,  
I added a few **clarifications** for your consideration.  
LeRoy

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**From:** Terry Wells <terbos@usa.net>  
**Sent:** Tuesday, May 31, 2022 20:20  
**To:** leroyenelson@gmail.com; Joe Petito <petito.joseph@tusd.org>; David Brinza <debrinza@gmail.com>  
**Subject:** LARobotics 2022 Annual Board Meeting minutes

LA Robotics Annual Board Meeting  
May 31, 2022

Attendees: LeRoy Nelson, Terry Wells, Kip Louttit, Joe Petito, Stephen Stein, Tony Young, Tarek Shraibati, Amanda Sullivan, Anita Nelson, David Brinza, Eileen Kahn.

Convened 7:02pm

1. Minutes from prior meeting approved by consensus
2. Review insurance coverage:
  - a. Insurance did not pay a dividend this year.
  - b. Additional coverage for additional events **last year** will not be **renewed added** because we **didn't don't plan to** use it **again this year. Coverage can be added later if needed.**
  - c. Improper sexual conduct coverage will not be **renewed added** because we're not running any events.
3. Financial reports
  - a. Interim report
    - 1) David and Tarek went over the reports and did not find any issues.
  - b. Need to discuss what to do with the John Santos memorial funds
4. Election of directors
  - a. Re-election: Joe=yes; Terry=yes; LeRoy=yes; Eileen=yes
  - b. New: Anita Nelson, Stephen Stein, Tony Young

- c. No objections: All elections approved by consensus
- 5. Election of officers
  - a. President: Joe is stepping down from President; Tony is nominated
  - b. VP: David can stay on for now but cannot expand role
  - c. Secretary: Terry will continue
  - d. Treasurer: LeRoy will continue
  - e. Slate approved by consensus
- 6. Committees
  - a. Audit: Tarek (chair) with Kip
  - b. NTG: LeRoy (chair) with Stephen, Tony, Anita, Tarek
  - c. SCRRF: Joe (chair) with Terry, David, Eileen, Kip, LeRoy
  - d. Special projects: Eileen (chair) with Amanda
  - e. Website: LeRoy (chair) with Brandon
  - f. Scholarship: (folded into Special Projects)
    - 1) Eileen will coordinate with the Santos family to direct the funds to students in need at the designated schools.
    - 2) Question about sustainability and number of awards
- 7. Activities
  - a. NTG:
    - 1) **LeRoy hopes to double the number of teams and leagues this season**
    - 2) **VEX product delays and reseller terminations forced us to purchase equipment and receive grant donations for two seasons during this fiscal year**
  - b. SCRRF:
    - 1) David is working in Burbank to rekindle an FRC presence in the San Fernando Valley
      - a) Team 980 lost their build space at Disney in 2020. Found a new spot to rent at Burbank HS in the old auto shop. Working with Burbank USD to make the connection more permanent. Submitted a proposal to NASA to receive a field border.
      - b) Joe wants to run workshops in Torrance in the fall. Looking for volunteers to present.
  - c. FTC
    - 1) Kickoff: September 19th
    - 2) 175 teams currently
    - 3) **20 teams attended the LAUSD event sponsored by the i-am Angel Foundation**
- 8. Articles of Incorporation and bylaws
  - a. Discovered that the official bylaws filed with the state do not match the ones we intended.
  - b. General statements from the old bylaws do not align exactly with the current reality. Needs some wordsmithing to update.
  - c. LARobotics no longer meets the criteria to continue as a public charity. **Need to Will** convert to a private foundation **when tax return is filed in November**. Big difference is in the tax filing process. Also, **independent** board and officers are allowed, but not required. **Can convert back to public charity if LARobotics meets criteria in future year.**
- 9. Adjourn 8:11pm

Minutes respectfully submitted by Terry Wells. **Clarifications added by LeRoy Nelson.**

## Email Correspondence Prior to the Meeting

**From:** laroboticsboard@googlegroups.com <laroboticsboard@googlegroups.com> **On Behalf Of** leroy@larobotics.org  
**Sent:** Friday, May 27, 2022 17:44  
**To:** LARobotics Board <LARoboticsBoard@googlegroups.com>  
**Cc:** 'Anita Nelson' <anitalnelson1@gmail.com>; Stephen Stein <sstein5@yahoo.com>; Tony Young <bltky@comcast.net>; 'Santos, Robert L' <robert.santos@lausd.net>; 'Santos, Anna' <anna.santos@lausd.net>  
**Subject:** Invitation to LARobotics 2022 Annual Board Meeting and Elections

Greetings LA Robotics Board,

I did the calculation and confirmed that LA Robotics is converting from a public charity to a private foundation this fiscal year ending June 30. That change will be reflected in the tax returns that are due November 15.

I invited another long-time supporter of FLL and VEX IQ Challenge events to join the Board: Tony Young.

The John Santos Memorial Scholarship Fund received another \$200 donation, bringing the total to \$2,450. I have not yet heard whether anyone from the Santos family will be able to attend the meeting.

New agenda item: Review **Articles of Incorporation** and **Bylaws** and consider updating the Specific Purposes section of each. Copies of both documents are attached.

- Most of the Bylaws are boiler plate adopted to meet California state requirements and are applicable to much larger organizations.
- On May 18, 2010, the board updated both documents. The Specific Purposes were supposed to be changed from the version in the Bylaws to the version in the Articles of Incorporation. However, that change was not made to the Bylaws. Oops.
- Neither version reflects our current Specific Purposes.
- Here is a new version for your consideration:

2.1 The specific purposes for which this corporation is organized include, but are not limited to:

- 2.3.1 Serving the public by offering fun, technology-based enrichment activities for youth and community outreach with a focus on robotics programs that are affordable and sustainable throughout Southern California.
- 2.3.2 Partnering with Robotics Education & Competition Foundation to develop VEX IQ Challenge teams and volunteers and to support local and regional VEX IQ Challenge events.

Our bylaws require notice of meetings to be sent to all Directors at least 48 hours before the time set for the meeting. Here is the required meeting notice:

LeRoy Nelson is inviting you to a scheduled Zoom meeting.

Topic: LARobotics 2022 Annual Board Meeting and Elections  
Time: May 31, 2022 07:00 PM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/83064055937?pwd=RzUrYytnbUZwNzJXZlI0NEZkcGxndz09>

Meeting ID: 830 6405 5937

Passcode: LARobotics

One tap mobile

+16699006833,,83064055937#,,,,\*9797531922# US (San Jose)

+13462487799,,83064055937#,,,,\*9797531922# US (Houston)

Dial by your location

+1 669 900 6833 US (San Jose)

+1 346 248 7799 US (Houston)

+1 253 215 8782 US (Tacoma)

+1 312 626 6799 US (Chicago)

+1 929 205 6099 US (New York)

+1 301 715 8592 US (Washington DC)

Meeting ID: 830 6405 5937

Passcode: 9797531922

Find your local number: <https://us06web.zoom.us/j/kcTPoH9ezA>

Have a safe and happy holiday. See you Tuesday evening!

LeRoy

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**From:** [leroy@larobotics.org](mailto:leroy@larobotics.org) <[leroy@larobotics.org](mailto:leroy@larobotics.org)>

**Sent:** Monday, May 23, 2022 15:04

**To:** 'jpetito@tusd.org' <[Petito.Joseph@tusd.org](mailto:Petito.Joseph@tusd.org)>

**Cc:** LARobotics Board <[LARoboticsBoard@googlegroups.com](mailto:LARoboticsBoard@googlegroups.com)>; 'Anita Nelson' <[anitanelson1@gmail.com](mailto:anitanelson1@gmail.com)>;

Stephen Stein ([sstein5@yahoo.com](mailto:sstein5@yahoo.com)) <[sstein5@yahoo.com](mailto:sstein5@yahoo.com)>

**Subject:** RE: Invitation to New LA Robotics Board Member

Joe,

When **Southern California Regional Robotics Forum** was expanded to **Los Angeles Robotics**, the LARobotics Board was intended to be a working board of representatives of all robotics programs in Southern California which would coordinate events and volunteers. However, the *FIRST* programs stopped coordinating with other robotics programs several years ago. *FIRST* now penalizes teams who support other robotics programs.

SCRRF's annual revenue has not exceeded \$10K any year except for the Overwatch Event. SCRRF went dormant before the COVID pandemic. SCRRF lost its core value when it lost its field. Anita Nelson just donated another \$50K to **Nelson Team Grants**, so NTG revenue will exceed \$132K for FY 2021, which ends June 30. The huge discrepancy between SCRRF revenue and NTG revenue over the last five years is a main reason LARobotics is converting from a public charity to a private foundation this fiscal year. NTG is the only significant active program in LARobotics. The only other active program is the **John Santos Memorial Scholarship Fund**.

SCRRF is over-represented on the LARobotics Board. Every member of the SCRRF committee does not need to be a member of the Board. I had over a dozen school administrators and teachers as Event Partners actively helping me run six LAUSD VEX IQ leagues for NTG teams last season who are not members of the LARobotics

Board. This season, I will need to add another half dozen active Event Partners to help me run twice as many VEX IQ leagues.

I need more board members who support NTG and who can continue to be board members after SCRRF expires. I lost two board members who supported NTG last May with too little notice to recruit replacements. I have invited Anita Nelson and Stephen Stein to join the board to replace them. I would like to invite someone from LAUSD who actively supports VEX IQ leagues and perhaps someone from RECF who actively supports NTG. I would also like to invite Santos family members to attend the meeting to discuss disbursing funds raised for the John Santos Memorial Scholarship Fund.

Your decision to wait until the day of the event to publish a Zoom meeting invitation makes it too hard to invite people to attend the meeting. Please reconsider.

LeRoy

LeRoy E. Nelson  
Treasurer, Los Angeles Robotics  
[LeRoy@LARobotics.org](mailto:LeRoy@LARobotics.org)  
<http://larobotics.org/NelsonTeamGrants.html>  
1457 3<sup>rd</sup> Street  
Manhattan Beach CA 90266  
310-529-4637 (cell)  
310-937-7226 (home office)

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**From:** [laroboticsboard@googlegroups.com](mailto:laroboticsboard@googlegroups.com) [laroboticsboard@googlegroups.com](mailto:laroboticsboard@googlegroups.com) **On Behalf Of** [jpetito@etusd.org](mailto:jpetito@etusd.org)  
**Sent:** Monday, May 23, 2022 07:24  
**To:** Unknown [laroboticsboard@googlegroups.com](mailto:laroboticsboard@googlegroups.com)  
**Subject:** Invitation to New LA Robotics Board Member

On the subject of New Business, would there be need for discussion regarding an invitation to Eric Hussman onto the Board of Directors?

I have not yet broached an offer.

Joe.

----- Forwarded message -----

From: [jpetito@etusd.org](mailto:jpetito@etusd.org) <[Petito.Joseph@tusd.org](mailto:Petito.Joseph@tusd.org)>  
Date: Sun, May 22, 2022 at 10:33 PM  
Subject: Re: [External] Re: LARobotics 2022 Annual Board Meeting and Elections  
To: Eileen Kahn <[eileenkahn@gmail.com](mailto:eileenkahn@gmail.com)>, LeRoy E Nelson <[leroyenelson@gmail.com](mailto:leroyenelson@gmail.com)>, LARobotics Board <[laroboticsboard@googlegroups.com](mailto:laroboticsboard@googlegroups.com)>, David Brinza <[dbrinza@team980.com](mailto:dbrinza@team980.com)>

Hi All--

It looks like a Tuesday May 31st LA Robotics board meeting will meet everyone's schedule--

Let's go with that unless there are additional conflicts

I'll put out a link to a Zoom meeting early in the day on Tuesday May 31st.

Joe  
310.753.1778

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On Wed, May 18, 2022, 4:28 PM <[leroyenelson@gmail.com](mailto:leroyenelson@gmail.com)> wrote:  
Dear LA Robotics Board of Directors:

LA Robotics is supposed to hold a two-hour regular **Board Meeting and Elections** in early May and a one-hour regular **Board Meeting** in early November each year. These meetings are held via Zoom teleconference starting at 7:00 PM. Preparing for and attending these two meetings are the main responsibilities of Directors. We need five Directors for a quorum, but all Directors who wish to be reelected and all prospective Directors should attend the May meeting. Guests are also welcome.

**Response Needed.** Three of four LARobotics officers are available on **Tuesday May 24** and **Tuesday May 31**. **Everyone else, please Reply to All with your availability for a Board Meeting and Elections on those dates.** Please also let us know if you would like to change positions or committee assignments, add agenda items, resign from the Board, or nominate new Directors.

President Joe Petito can confirm the meeting on the date with the greatest attendance and provide the link for the Zoom meeting.

Here are the standard agenda items for the annual May Board meeting:

- Review and approve minutes of previous meeting
- Review liability insurance coverage
- Review interim financial reports for the 2020 fiscal year, which ends June 30
- Elect directors
- Elect officers: President, Vice President, Secretary, Treasurer
- Review committees and select committee chairs
- Assign committee members
- Committee reports: Audit, NTG, SCRRF, Special Projects, Website
  - Activities during the last year
  - Plans for the next year
- Program reports: *FIRST* programs, REC Foundation programs
  - Other developments not mentioned previously
- Schedule next meetings

**Minutes for the Board meeting** held on November 4, 2021 are attached. Minutes for all Board meetings are posted here:

<http://larobotics.org/BoardMeetings.html>

**Liability Insurance.** We need General Liability coverage to get Directors & Officers Liability coverage. Last year, we also added Commercial Auto Liability Insurance. The first monthly premium payment was due May 15. When all in-person events shut down in 2020, we minimized our liability coverage to only cover the minimum of one in-person NTG event. All in-person NTG events have been hosted by schools. Here is a summary of the annual premiums for our policies:

Coverage	2021	2022
Commercial General Liability (1 NTG event)	\$1,124.00	\$1,124.00
Commercial Auto Liability	250.00	250.00
Directors & Officers Liability	660.00	660.00
Total	\$2,034.00	\$2,034.00
Dividend after renewal	-155.39	
Additional Coverage Available:		
Cover up to 12 events	200.00	200.00
Improper Sexual Conduct and Physical Abuse	1,000.00	1,000.00

The renewal insurance policies are available here in case anyone would like to review them:

[General Liability Policy](#) (includes Commercial Auto Liability)

[Directors & Officers Policy](#)

**Financial Reports.** The one-page **Financial Report Summary** for the first 10 months of Fiscal Year 2020 (from 07-01-2021 through 04-30-2022) is attached. This provides an overview of revenue and expenses for FY 2019, 2020, and 2021 to date. The full 44-page Financial Reports are posted here along with prior Financial Reports:

<http://larobotics.org/FinancialReports.html>

Each section of the full **Financial Reports** begins with a large program name (**LARobotics, FLL, NTG, Other, SCRRF**) at the bottom of the account balances page. The other officers and the Audit Committee members should review the full Financial Reports and let me know if they notice any problems or have any questions. We will do a full Audit after the full FY 2021 Financial Reports are generated in July. Noteworthy items in the financial reports:

- FLL: No activity this Fiscal Year.
- NTG:
  - Last season (2021-2022), we restarted about half of LAUSD's 2019-2020 VEX IQ teams and leagues. We spent \$46.2K on equipment and \$4.2K on team registrations.
  - This season (2022-2023), we hope to restart the other half.
    - On August 30, 2021, VEX Robotics introduced VEX IQ Gen 2, with updated electronics and packaging and with higher prices! Too late for last season.
    - In early-April 2022, VEX Robotics announced that VEX IQ Gen 2 Competition Kit deliveries would be delayed from late April to late July!
    - On May 10, 2022, VEX Robotics eliminated resellers! iDESIGN Solutions had offered us free shipping and better support than VEX Robotics.
    - To receive VEX IQ equipment with free shipping for the 2022-23 season, I preordered \$61.2K of equipment from iDESIGN in April for delivery (and payment) by mid-August. These purchases are reported as NTG Payables until the orders are charged and paid.
    - iDESIGN charged us for one of the orders last week, so I initiated a \$50K QCD donation to balance the NTG account.
  - In March 2022, we held four in-person VEX IQ State Championships, which generated \$26.5K in Registration income.
- Other: John Santos Memorial Scholarship Fund received donations of \$2,250. This income is reported as Other Receivables until the funds are received in May.
- SCRRF: No activity since 2019.

- Website: Brandon Marshall updated the [larobotics.org](http://larobotics.org) website for mobile devices and introduced collapsible buttons, which I plan to adopt more widely.

I have not done the FY 2021 IRS tax return calculation yet, but I expect that LA Robotics will convert from a **public charity** to a **private foundation** this fiscal year because I donated more than 2/3 of our total income for the previous five years. The main impacts are that:

- We will have to pay to submit more complicated tax returns electronically.
- We will not be able to accept donations from some corporations and foundations.
- We will not be able to accept Qualified Charitable Distributions from retirement accounts.

**Directors.** The two-year terms of the following directors expire after the May elections, so they will need to be re-elected if they wish to continue on the Board:

Director Name	Office	Chair / Program	Committees
Joe Petito	President	SCRRF	SCRRF
Terry Wells	Secretary		SCRRF
LeRoy Nelson	Treasurer	NTG, Website	NTG, SCRRF, Website
Eileen Kahn	Director	Special Projects	SCRRF, SP

The directors whose terms do not expire in May are:

Director Name	Office	Chair / Program	Committees
David Brinza	VP		Audit, SCRRF
Kip Louttit	Director		SCRRF
Tarek Shraibiti	Director	Audit, VEX Programs	Audit, NTG
Amanda Sullivan	Director	FTC Program	SP

FLL = FIRST LEGO League, FTC = FIRST Tech Challenge, NTG = Nelson Team Grants,  
 SP = Special Projects, SCRRF = Southern California Regional Robotics Forum

All **Officers** need to be elected, **Committee Chairs** need to be selected, and **Committee Members** need to be assigned each year.

LeRoy

LeRoy E. Nelson  
 Treasurer, Los Angeles Robotics  
[LeRoy@LARobotics.org](mailto:LeRoy@LARobotics.org)  
<http://LARobotics.org/NelsonTeamGrants.html>  
 1457 3<sup>rd</sup> Street  
 Manhattan Beach CA 90266  
 310-529-4637 (cell)  
 310-937-7226 (home office)