

# Lansing Makers Network Bylaws DRAFT

December 11th, 2017

Adopted: \_\_\_\_\_, \_\_\_\_\_

## Article I. Name and Purpose

### *Section 1*

#### *Name*

The name of this organization shall be Lansing Makers Network and is hereafter referred to as the Corporation.

### *Section 2*

#### *Purposes*

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code

### *Section 3*

#### *Specific Purpose*

The specific objectives and purposes of the Corporation shall be to:

1. Maintain shared workspace, tools, storage, and other resources for use by members on projects related to art, science, and technology,
2. Facilitate personal growth in art, science and technology through classes and programs
3. Encourage the environmentally responsible, use, reuse, and repair of technology through education and research
4. Cultivate local entrepreneurship in the fields of art, science, and technology
5. Encourage the exchange of knowledge on local, national, and global levels through conferences, collaborative projects, and other activities
6. Create and perpetuate a community and culture that supports the purposes of the Corporation
7. Conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.

### *Section 4*

#### *Construction*

The Corporation shall be organized on a directorship basis.

## Article II. Membership

*Section 1 Membership*

The membership of the Corporation shall consist of the Board of Directors.

*Section 2 Other Persons Affiliated with Corporation*

The Corporation may refer to other persons or entities associated with it as “members” even though these persons or entities are not voting members as set forth in these bylaws, but no such reference shall constitute anyone as a member within the meaning of the Michigan Nonprofit Corporation Act of 1982.

**Article III. Board of Directors**

*Section 1 Board Role, Size and Compensation*

The board is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to the staff and committees. The Board of Directors shall consist of at least five (5) elected directors and no more than fifteen (15). The board receives no compensation other than the reimbursement of reasonable expenses.

*Section 2 Terms and Term Limits*

Directors shall serve three (3) year terms and are eligible for re-election to two (2) consecutive terms. Upon adoption of these bylaws, existing Directors shall be considered to be in their first term. Directors terms shall be staggered such that approximately 1/3 of the board is elected or re-elected each year. The board may choose to shorten terms as needed to fulfill the staggering of elections.

*Section 3 Meetings and Notice*

The Board of Directors shall meet at least four times per year (quarterly) at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two (2) weeks in advance of the meeting.

*Section 4 Board Elections*

New directors and current directors shall be elected by the current directors at the first regular meeting of the fiscal year. Directors will be elected by a simple majority of directors present at the meeting.

*Section 5 Election Procedures*

The Board Governance Committee shall be responsible for nominating a slate of prospective board members. In addition, any Director may nominate a candidate to the slate of nominees.

- Section 6 Quorum*  
A quorum of Directors must be present for business to be conducted and any motions to pass. A quorum of Directors shall consist of at least 50% of Directors.
- Section 7 Vacancies*  
When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.
- Section 8 Resignation and Termination*  
Resignation from the board must be in writing and received by the Secretary. A Director may be removed from office by a two-thirds majority vote at a scheduled board meeting where the item was placed on the written agenda and distributed at least one week in advance of the meeting.
- Section 9 Special Meetings*  
Special meetings of the board shall be called upon the request of the chairperson or one-third of the board of directors. Notices of Special Meetings shall be sent by the secretary to each board member at least two (2) weeks in advance of the meeting.
- Section 10 Method of Notice*  
Except as required by law, any notice required to be delivered in writing shall be delivered by Electronic Mail to the address of record on file with the secretary for each board member.
- Section 11 Proxy and Electronic Voting*  
Voting by proxy at a meeting of the board shall not be allowed. Electronic voting may be allowed when all discussion related to the vote is held via eMail or electronic forum and all board members are able to view and participate in the full discussion. Votes which require advance notice periods as outlined in these bylaws may not be voted on electronically.
- Section 12 Non-liability of Directors*  
The directors of the corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

#### **Article IV. Officers**

- Section 1 Officers and Duties*  
There shall be four (4) officers of the board, consisting of a chair, vice-chair, secretary, and treasurer. Their respective duties are as follows:

*The chairperson* shall convene all regularly scheduled meetings and shall

preside over or arrange for other members of the Executive Committee to preside at each meeting. The chairperson shall also serve as chairperson of the Executive Committee.

*The vice-chairperson* shall chair committees on special projects as designated by the Board of Directors and shall preside over meetings in .

*The secretary* shall chair the Board Governance Committee, be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of the meeting minutes and agenda to each director, and assuring that all corporate records are maintained.

*The treasurer* shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. The treasurer shall report the financial status of the organization to the board at each regular meeting.

*Section 2*

*Terms*

Officers shall serve a term of 1 year with a maximum of two consecutive officer terms.

*Section 3*

*Election*

The officers of the Corporation shall be elected at the first regularly scheduled meeting of the fiscal year by a simple majority of directors present.

*Section 4*

*Resignation and Termination*

Resignation from an officer position must be in writing and received by the Secretary. An officer may be removed from office by a two-thirds majority vote at a scheduled board meeting where the item was placed on the written agenda distributed at least one week in advance of the meeting.

*Section 5*

*Compensation*

Officers shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## **Article V. Committees**

*Section 1*

*Committee Formation*

The board may create committees as needed. The board chair appoints all committee chairs.

*Section 2*

*Executive Committee*

The four officers of the board shall serve as the members of the *Executive Committee*. Except for the power to amend the Articles of Incorporation or these bylaws, the *Executive Committee* shall have all the powers and authority of the board of directors in the intervals between meetings of the

Board of Directors and is subject to the direction and control of the full board.

*Section 3 Finance Committee*

The treasurer shall serve as the chairperson of the Finance Committee, which shall include three (3) other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any significant change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the Directors and the public.

*Section 4 Governance Committee*

The secretary shall serve as the chairperson of the Governance Committee, which shall include three (3) other board members. The Governance Committee is responsible for monitoring the Board's due diligence function as it relates to governance, recommending any structural changes to assure that the Board of Directors fulfills its legal and moral obligations, monitoring effectiveness of governance policies, recommending governance standards for Board and committee operations, monitoring adherence to said standards and engaging the Board in dialogue for change including recommending changes to the full board for consideration.

The Governance Committee shall also submit the slate of nominees for election to the Board of Directors with consideration for the optimum composition for the Board of Directors including diversity screens, skills, and behaviors.

**Article VI. President/CEO and Staff**

*Section 1 President and CEO*

The Board of Directors shall hire a President/CEO who shall serve at the will of the Board. The President/CEO shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the President/CEO's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the President/CEO or any other employee. The President/CEO shall make such reports at the Board and Executive Committee meetings as shall be required by the Chairperson or the Board. Nothing herein shall confer any compensation or other rights on any President/CEO, who shall remain an employee terminable at will, as provided in this Section.

## **Article VII. Execution of Instruments, Deposits, and Funds**

### *Section 1 Execution of Instruments*

The board may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority granted may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose or in any amount.

### *Section 2 Deposits*

All funds of the Corporation shall be deposited regularly to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### *Section 3 Gifts*

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the nonprofit purposes of the Corporation pursuant to its acceptance policies as adopted by the Board of Directors.

## **Article VIII. Insurance**

### *Section 1 Insurance*

The Corporation shall put forth a bona fide effort to maintain continuous liability insurance

## **Article IX. Dissolution**

### *Section 1 Dissolution*

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article X. Amendments**

### *Section 1 Amendments*

These bylaws may be amended when necessary by two-thirds majority of the Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

