

Appleton Makerspace Bylaws

ARTICLE I — NAME AND PURPOSE

Section 1 – Name

The name of the Organization is Appleton Makerspace, and it shall be a nonprofit organization incorporated under the laws of the State of Wisconsin.

Section 2 – Scope

These bylaws consider Appleton Makerspace to be the organization. For the purposes of this document, the entity will be called the Organization.

Section 3 – Purpose

The Organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

The mission of the Organization is to provide a collaborative community makerspace that promotes creativity, education, skill-sharing, and access to tools and resources for making, learning, and innovation.

In furtherance of this mission, the Organization may operate a physical makerspace facility, host classes and events, maintain online communities, and collaborate with other makerspaces and educational organizations, provided that all activities are consistent with its nonprofit purpose.

No part of the net earnings of the Organization shall inure to the benefit of any private individual or member, except as reasonable compensation for services rendered in furtherance of the Organization's exempt purposes.

ARTICLE II — MEMBERS

Section 1 – Eligibility

Membership in the Organization is open to individuals who are interested in making, learning, and collaborating with others in a creative and supportive environment. Membership is not restricted based on race, gender, religion, or other protected characteristics.

Section 1.1 - Age Requirement for Membership

Membership in the Organization is limited to individuals who are eighteen (18) years of age or older.

No minor shall be eligible for membership, voting rights, or independent access to the Organization's facilities or equipment.

The Organization does not offer youth or minor memberships.

Proof of age may be required as a condition of membership.

Section 1.2 – Membership Types

The Organization shall have membership types determined by the Board of Directors and reviewed annually. Membership types can change at will due to different circumstances.

Section 1.3 – Membership Dues

Membership dues for the Organization shall be determined by the Board of Directors and reviewed annually. Dues must be paid in full to maintain membership privileges.

Section 1.4 – Makerships (“Sweat Equity” members)

The Board of Directors may grant makerships to individuals who provide services deemed essential to the operation of the Organization and who may have financial need or other circumstances that prevent full payment of membership dues.

Makerships shall be granted for a defined term determined by the Board and reviewed at least annually. The Board may revoke a makership at any time by majority vote for cause, including but not limited to misconduct, failure to perform agreed services, or financial necessity of the Organization.

Unless otherwise specified by the Board at the time of approval, makership recipients shall have the same rights and responsibilities as regular members, including voting rights.

Section 2 - Members in Good Standing

A “Member in Good Standing” is a member who:

1. Is current on all required membership dues or has been granted an approved makership
2. Is not under suspension or expulsion
3. Is in compliance with the Organization’s bylaws, policies, and Code of Conduct.

Only Members in Good Standing may vote, hold office, or petition for appeals unless otherwise specified in these bylaws.

Section 2.1 – Rights

The Organization recognizes the rights of Members in Good Standing to vote in all elections opened to members.

Section 3 – Code of Conduct

All members are expected to treat each other with respect, kindness, and professionalism. Discrimination, harassment, bullying, or any form of misconduct will not be tolerated. Members are encouraged to foster a collaborative and supportive community within the Organization. Members must comply with all applicable laws, regulations, and the Organization’s policies.

Section 4 – Resignation, Suspension, and Expulsion

A member may resign at any time by providing written notice to the Organization.

The Board of Directors may suspend, terminate, or expel a member for violation of the bylaws, policies, or Code of Conduct, or for conduct detrimental to the Organization.

Except in cases involving immediate threats to safety or criminal acts, the member shall be provided:

1. Written notice of the proposed action;
2. A reasonable opportunity to respond, either in writing or before the Board;
3. A decision by majority vote of the Board.

The Board may immediately suspend or terminate membership without prior notice if a member commits a criminal act against persons or property on the Organization’s premises or at an Organization-sponsored event.

Section 5 – Inactivity

A member is deemed inactive if they fail to pay required membership dues when due and shall forfeit membership after one (1) month of non-payment.

Inactivity due to non-payment is administrative in nature and does not constitute disciplinary action.

Membership may be reinstated upon payment of all owed dues, subject to any policies established by the Board of Directors.

Section 6 - Access to Facilities and Equipment

Access to the Organization's facilities and use of its tools, equipment, and workspaces are privileges granted only to Members in Good Standing, except as otherwise expressly authorized by the Board of Directors.

Only Members in Good Standing who have completed required training or certification may independently operate equipment designated by the Organization as restricted or hazardous.

The Board of Directors may establish additional policies governing access levels, training requirements, supervision, and safety procedures.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - Scope

The Board of Directors of the Organization shall also be known as the Board and can be used interchangeably.

Section 2 – Eligibility

A member is eligible for a Board of Directors position if they have remained an active member for at least 3 consecutive months preceding the election. The Board of Directors may waive this requirement for good cause, including to fill vacancies or to obtain needed skills or experience.

Section 3 – Composition

The Board of Directors shall consist of no fewer than five (5) and no more than nine (9) individuals. Board members may be elected by the membership or appointed by the Board as

provided in these bylaws. Appointed Board members may be selected to fill vacancies or to provide skills, experience, or continuity beneficial to the Organization.

Officers of the Organization must be members of the Board. Not all Board members are required to be officers unless otherwise specified.

Section 4 – Duties and Responsibilities

The Board of Directors shall have general oversight and fiduciary responsibility for the affairs of the Organization, including but not limited to:

- A. Establishing policies and procedures
- B. Financial oversight and approval of budgets
- C. Setting membership dues
- D. Ensuring legal and regulatory compliance
- E. Overseeing safety, equipment, and facilities
- F. Resolving disputes and enforcing policies
- G. Adopt, amend, and repeal policies and procedures consistent with these bylaws for the governance, safety, and operation of the Organization.

Board members owe the Organization the duties of care, loyalty, and obedience, and shall place the interests of the Organization above personal or professional interests.

Board members shall act in good faith, with the care an ordinarily prudent person would exercise, and in the best interests of the Organization.

Section 5 - Officer Positions

The following officer positions are required positions to be filled to keep the Organization's standing in its official capacity.

All officers serve at the direction of the Board of Directors and shall perform such additional duties as may be assigned by the Board.

Section 5.1 – President

The President's responsibilities shall be:

- A. The official representative of the Organization
- B. Create Board meetings to keep the Organization relevant and solvent
- C. Create Board meetings for the Organization campaigns and general policy
- D. Can sign binding Organization contracts and legal documents if approved by a Board vote
- E. Delegate duties at their discretion
- F. Perform all actions assigned to them by Board vote
- G. Preside over official meetings
- H. Appoint members in needed official roles until the next meeting, where the appointment will be held for a vote.

Section 5.2 – Vice-President

The Vice President's responsibilities shall be:

- A. Assume the duties of the President as needed

Section 5.3 – Treasurer

The Treasurer's responsibilities shall be:

- A. Shall have custody of, and be held accountable for, all funds and assets of the Organization
- B. Receive and give receipts for all monetary transactions of the Organization
- C. Maintain records of all transactions, and deposit all such monies in the name of the Organization
- D. Publish an annual and present monthly during board meetings a financial report.
- E. Ensure any transaction larger than \$500 require one or more of the following:
Previous vote by the board to authorize the payment, Previous budgeting for the expense, as voted on by the board, Authorization before or after the fact by any member authorized to spend the funds on the purchase (as "chief of the area" or in accordance with the controller of an approved proposal).

Section 5.4 – Secretary

The Secretary's responsibilities shall be:

- A. Shall be responsible for keeping records of the Organization meetings, including sending out meeting announcements, and assuring that the Organization official records are maintained.

Section 5.5 – Past President

The Past President can stay on the Board as a non-voting member for up to six months for the continuity of the Organization.

Section 6 - Elections for the Officers

Section 6.1 – Terms of Office

Each member of the Board of Directors shall serve a term of one year. Board members may serve successive terms unless otherwise limited by the Board of Directors or the membership.

Section 6.2 - Election

Elections shall occur annually. A request for nominations for Board members will be made immediately following the October Board meeting.

The election will be conducted prior to the November Board meeting. The Board will consist of up to nine (9) members, five (5) of which will be elected by the general membership and four (4) to be appointed by the sitting Board at their discretion.

The election will be conducted electronically via a Slack poll or other easily-accessible electronic means familiar to the members. Every Member in Good Standing will be able to cast up to five votes, and the five nominees with the most votes will be elected for the Board.

Section 6.3 – Requests for Nominations:

A request for nominations for Board members shall be sent out electronically to all members by the President, or a member appointed by the president, immediately following the October Board meeting. Members may self-nominate or be nominated by another member.

Nominees must accept their nomination to be included in the election. All nominees must reply with their name and a short biography including relevant experience, how they've participated in the Organization, and what contributions they're willing to make as a Board member. These nominations and biographies will be sent to the members electronically before the election is administered.

Section 6.4 – Appointed Board Members

Board members can be appointed by a unanimous vote of the Board at any point, bringing the total number of members up to nine. The Board may appoint Board members to replace Board members that are unable to participate due to resignation, incapacitation, or death. Appointed Board members have the same privileges of elected Board members and their term will last until the next Board election, after which the new Board may decide whether or not to re-appoint them.

Section 7 - Removal of Officers and Board Members

Any officer or Board member may be removed for cause by a two-thirds (2/3) vote of the Board of Directors.

A petition signed by at least twenty-five percent (25%) of Members in Good Standing may require a membership vote on the removal of a specified officer or Board member. A majority vote of the members voting shall determine the outcome.

Section 8 – Emergency Authority

In the event of an emergency affecting the safety of persons, property, or the continued operation of the Organization, the President or a majority of available Board members may take immediate action as necessary, including temporary suspension of operations, restriction of access to facilities or equipment, or expenditure of funds.

Any actions taken under this authority shall be reported to the Board of Directors as soon as practicable and ratified at the next regular Board meeting.

Section 9 – Resignation

Any Board member may resign at any time by providing written notice to the Board of Directors.

ARTICLE IV - CONFLICT OF INTEREST

The Organization shall maintain a conflict-of-interest policy to protect its interests when considering transactions or arrangements that may benefit private individuals Board

Members and officers shall disclose any actual or potential conflicts of interest and shall recuse themselves from discussion and voting on matters in which they have a conflict.

No Board member or officer shall use their position for personal financial gain beyond reasonable compensation approved by the Board.

ARTICLE V – INDEMNIFICATION

The Organization shall carry liability insurance to both cover the Organization and the Board of Directors. To the fullest extent permitted by Wisconsin law, the Organization shall indemnify any current or former director, officer, or authorized agent against expenses and liabilities reasonably incurred in connection with their service to the Organization, provided that the individual acted in good faith and in a manner reasonably believed to be in the best interests of the Organization.

Indemnification shall not apply to acts of gross negligence, willful misconduct, or knowing violation of law.

Section 1 - Board Meetings

Board meetings shall ordinarily be held on a monthly basis, at times and locations determined by the Board of Directors.

Meetings of the Board shall be conducted using a loose approximation of Robert's Rules of Order, as determined appropriate by the presiding officer. The President shall ordinarily preside over Board meetings. At each meeting, the Board may designate a Board member to serve as parliamentarian, who shall have the authority to resolve questions of meeting procedure in the event of a dispute.

Most organizational decisions shall be made at the Board meeting level. The Board of Directors may establish committees or working groups and delegate to them limited decision-making authority within a specifically defined scope and mandate, subject to oversight and revocation by the Board.

Board meetings shall be open to Members in Good Standing as observers, unless the Board enters executive session to discuss confidential, sensitive, or personnel-related matters. Attendance by members does not confer voting rights, participation rights, or decision-making authority unless expressly granted by the Board.

A Board member who is unable to attend a meeting must designate an official representative prior to the start of the meeting. Any member may be temporarily promoted to the status of the Board member's representative, provided that this is done prior to the start of the Board meeting in question. A designated representative may participate in discussion but shall not be counted toward quorum and shall not vote unless expressly authorized by the Board in advance.

Section 1.1. - Special Meetings

Special meetings may be called by the President. A petition signed by ($\frac{2}{3}$) two thirds of members in good standing may also call a special meeting. A Board member must be present for and preside over the latter meeting.

Section 2 - Board Decisions and Votes

The Board of Directors shall make decisions on matters including, but not limited to, member expulsion, major financial commitments, dissolution of the Organization, and the establishment, modification, or discontinuation of space, functional areas, and programs, either directly or through delegation to committees or designated members, subject to Board oversight.

Any Board member may sponsor a proposal for Board vote. Proposals shall be made available to Board members in advance of a vote whenever practicable. Votes may be conducted electronically or in person. The Board may act without the standard notice period when prompt action is necessary or when the proposal is presented for electronic vote.

A quorum for Board action shall be a majority of seated Board members. Actions of the Board shall require a simple majority vote of those present unless otherwise specified in these bylaws.

In the event of a tie vote, the proposal shall fail.

Section 3 - Membership Appeal of Board Decisions

The Membership can appeal Board decisions per the following procedure:

1. A quorum for a membership appeal vote shall consist of fifty one percent (51%) of Members in Good Standing.
2. A vote to overturn or keep the Board's decision will be carried out.
3. If the appeal is passed, the decision is overturned.
4. If the appeal is not passed, the decision stands.

Section 4 - Electronic Participation and Voting

Meetings of the Board of Directors and the membership may be conducted in person, remotely, or through a combination of both, using electronic communication methods that allow participants to hear or otherwise participate contemporaneously.

Voting by electronic means shall be permitted when authorized by the Board of Directors, provided that reasonable measures are taken to verify voter eligibility and maintain the integrity of the vote.

ARTICLE VII – MEMBERSHIP MEETINGS

Section 1 – Annual Membership Meeting

The Organization shall hold an Annual Membership Meeting at least once each calendar year, at a time and manner determined by the Board of Directors.

The purpose of the Annual Membership Meeting shall be to:

- A. Provide members with an overview of the Organization's activities, finances, and strategic direction;
- B. Report on actions taken by the Board of Directors during the preceding year;
- C. Announce or confirm the results of any Board elections or other member votes conducted during the year; and
- D. Provide an opportunity for Members in Good Standing to ask questions and provide non-binding feedback to the Board.

The Annual Membership Meeting may be conducted in person, electronically, or through a combination of both, as determined by the Board.

The Annual Membership Meeting is intended to promote transparency and engagement and does not diminish the authority of the Board of Directors as defined in these bylaws.

Section 2 – Participation and Voting

Attendance at the Annual Membership Meeting shall be open to Members in Good Standing. Except where voting is expressly authorized by these bylaws, the Annual Membership Meeting shall not be a forum for binding motions or votes. Any votes conducted at the Annual Membership Meeting shall be limited to matters expressly provided for in these bylaws.

Section 3 – Special Membership Meetings

Special membership meetings may be called by the Board of Directors or upon written petition of at least twenty five percent (25%) of Members in Good Standing, for a specific purpose stated in the notice of the meeting.

No business other than that stated in the notice shall be conducted at a special membership meeting.

Article VIII - OPERATIONS

Section 1 - Hours of Operation

The Organization shall be open to members during the hours established by the Board of Directors. The Organization may also be open to the public during designated times and events.

Section 2 - Equipment

The Organization allows Members in Good Standing access to various tools and functional areas which includes the following but is not limited to:

- a machine shop
- Electronics area
- programmers co-op
- art studio
- Woodshop
- Pottery
- 3D printing
- laser/engraving

Section 2.1 – Use of the Equipment

Use of the Organization's equipment is restricted to Members in Good Standing who have completed any required training or certification for the specific equipment being used.

No person who is not a Member in Good Standing may operate equipment unless:

- 1.They are enrolled in an Organization-approved class or program and
2. They are under the direct supervision of a designated instructor authorized by the Organization.

The Board of Directors may temporarily restrict access to equipment or facilities for safety, maintenance, disciplinary or operational reasons.

Section 3 – Mentors, Classes and Personal Project Space

In addition to access to equipment and facilities, the Organization may offer peer-to-peer mentoring, classes, workshops, demonstrations, and designated personal project space to Members in Good Standing.

Mentors and instructors may be volunteers or individuals authorized by the Organization. Authorization to act as a mentor or instructor may be granted or revoked by the Board of Directors or its designee at any time.

Participation in mentoring or instructional activities does not create an employment, agency, or contractor relationship unless expressly agreed to in writing.

Use of personal project space is a privilege, not a right, and may be subject to availability, time limits, safety requirements, storage policies, and additional fees as established by the Board of Directors.

The Organization reserves the right to reassign or remove personal project space, materials, or projects that are abandoned, unsafe, noncompliant with policies, or interfere with the use of the space by others, provided reasonable notice is given when practicable.

Section 3.1 – Abandoned Projects and Stored Materials

Personal projects, materials, or equipment stored at the Organization's facilities remain the responsibility of the member who placed them there.

The Board of Directors may establish storage fees, labeling requirements, or time limits for personal project space.

A project or stored materials may be deemed abandoned if they are left unattended beyond time limits established by the Board of Directors, or if the responsible member's membership lapses, is suspended, or is terminated. The Organization may provide reasonable notice, when practicable, before taking action regarding abandoned projects. The Organization may remove, relocate, recycle, dispose of, or otherwise reclaim abandoned projects or materials in a manner it deems appropriate.

The Organization shall not be responsible for loss, damage, or disposition of abandoned projects or materials.

Notice may be provided electronically using the member's last known contact information

Section 4 - Guests, Visitors, and Open House Events

Members in Good Standing may host guests in the physical location, provided that:

1. The hosting member remains present at all times.
2. Guests do not independently operate equipment.
3. Guests comply with all posted safety rules and policies.

The hosting member assumes responsibility for the conduct of their guests while on the premises.

The Organization may host open house events, tours, demonstrations, or public programs during which non-members may be present. During such events:

- Non-members may observe activities and participate only in demonstrations or activities explicitly approved by the Organization;
- Non-members shall not independently operate equipment;
- Additional safety rules, waivers, or supervision requirements may be imposed by the Organization.
- The Organization shall not discriminate in the administration of its programs or activities on any basis prohibited by law.

Nothing in this section shall be construed to grant non-members ongoing access rights to the facilities or equipment.

Section 5 - Minors and Youth Participation

Minors may be present on the Organization's premises only under circumstances expressly approved by the Board of Directors, including but not limited to direct, continuous supervision by a Member in Good Standing or designated supervisor approved by the Board, supervised tours, demonstrations, classes, or special events.

At no time shall a minor independently operate equipment or access restricted areas of the Organization. The Board of Directors may require additional supervision, parental or guardian consent forms, waivers, and safety protocols for any activity involving minors.

Nothing in this section shall be construed to grant minors membership status or member privileges.

Section 6 – Waivers and Assumption of Risk

The Board of Directors may require members, guests, and participants in public events or programs to execute liability waivers, assumption-of-risk agreements, or other acknowledgments as a condition of access to the Organization's facilities or equipment.

Failure to comply with waiver or safety requirements may result in denial of access or removal from the premises.

Section 7 – Fiscal Year

The fiscal year of the Organization shall begin on January 1st and end on December 31st, unless otherwise determined by the Board of Directors.

ARTICLE IX – REVISIONS TO THESE BYLAWS

These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, provided that proposed amendments are distributed to Board members at least seven (7) days prior to the vote. The Board will submit amendments for membership ratification.

ARTICLE X – DISSOLUTION OF THE ORGANIZATION

Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Organization, dispose of all assets of the Organization exclusively 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 law.

No assets of the Organization shall be distributed to, or inure to the benefit of, any member, officer, director, or private individual, except as reasonable compensation for services rendered or reimbursement of legitimate expenses incurred on behalf of the Organization.

Any such assets not so disposed of shall be distributed to one or more organizations organized and operated exclusively for charitable or educational purposes, or to a federal, state, or local government, for a public purpose.

Any determination of asset distribution shall be documented in the official records of the Organization.

Adopted on: _____

By: _____

(Appleton Makerspace Membership)