

CA: Post Legal Review Revisions to Bylaws (Scott Silvers)

Issue: We had the Bylaws reviewed by legal counsel and changes were suggested. Some of the necessary updates were adopted at the [February 28, 2024](#) meeting of the BoD. There are still additional revisions recommended by counsel that were not addressed in the last set of updates

Solution: A series of motions for the next set of revisions to continue to bring our bylaws in line with Virginia law and standard practices.

Relevance to Tax Exempt Status: None

Motions:

- A: Update 4.1.1 to recommended language.
- B: Update 4.2.2.1 to recommended language.
- C: Delete 4.2.2.3. To combine with updated language to 4.2.2.4
- D: Update 4.7.2 replacing may with shall
- E: Update 4.10.1 to recommended language
- F: Update 4.12 to recommended language, simplifying and referring to relevant VA law and delete 4.12.2.
- G: Update Section 5 to require that officers must be Directors
- H: Update 6.2 to recommended language.
- I: Update 6.6.1 to recommended language.
- J: Update 9.3.1 to recommended language
- K: Update 9.4.1 to recommended language
- L: Update 9.6.1 to recommended language
- M: Update 10.2.1 based on recommendation
- N: Update 1.6 to recommended language
- O: Update to 1.22 to recommended language

Motion A

4.1.1

Current

The activities and affairs of the Corporation shall be overseen by the Board, subject to the provisions of the laws of the Commonwealth of Virginia and any limitations in the Articles of Incorporation, these Bylaws and the Standing Rules.

Recommended Changes

The activities and affairs of the Corporation shall be **managed** by the Board, subject to the provisions of the laws of the Commonwealth of Virginia and any limitations in the Articles of Incorporation; **and** these Bylaws ~~and the Standing Rules~~.

Finalized Version:

The activities and affairs of the Corporation shall be managed by the Board, subject to the provisions of the laws of the Commonwealth of Virginia and any limitations in the Articles of Incorporation and these Bylaws.

Motion B

4.2.2.1

Current

Being absent from three Board meetings consecutively without the approval of the Board. The minutes should note any excused absences.

Recommended Changes

Being absent from three Board meetings consecutively without ~~the approval of~~ **being excused by** the Board. The minutes should note any excused absences.

Finalized Version:

Being absent from three Board meetings consecutively without being excused by the Board. The minutes should note any excused absences.

Motion C

Current: 4.2.2.3. Becoming of unsound mind; or

Recommended Changes ~~4.2.2.3. Becoming of unsound mind; or~~

Current: 4.2.2.4 Death.

Recommended Changes **4.2.2.3 Death or incapacity.**

Finalized Version:

4.2.2.3 Death or incapacity.

Motion D

4.7. Special Meetings of the Board of Directors

4.7.2.

Current

Special Meetings of the Board of Directors may be called by or at the request of the President and any other Director, or by any two Directors.

Recommended Changes

Special Meetings of the Board of Directors **shall** ~~may~~ be called by or at the request of the President and any other Director, or by any two Directors.

Finalized Version:

Special Meetings of the Board of Directors shall be called by or at the request of the President and any other Director, or by any two Directors.

Motion E

4.10.1.

Current

Every act done or decision made by a majority of the Directors available at a meeting duly held at which a Quorum is present is an act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of an action by the Board.

Recommended Changes

Every act done or decision made by a majority of the Directors ~~available~~ **in attendance** at a meeting duly held at which a Quorum is present is an act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of an action by the Board.

Finalized Version:

Every act done or decision made by a majority of the Directors in attendance at a meeting duly held at which a Quorum is present is an act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of an action by the Board.

Motion F

Current:

4.12.

Conflict of Interest

4.12.1.

Any Director who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that Director from acting on the matter in an impartial manner, will present full disclosure of that interest and will offer to the Board to voluntarily recuse themselves from the vote.

4.12.2.

A Director may be forced to recuse themselves from discussion and voting on an item following a majority vote of Directors.

Recommended Changes

4.12.1. ~~Any~~ **If a** Director ~~who has a~~ **material**, financial, personal, or official interest in, ~~or conflict (or appearance of a conflict)~~ with any matter pending before the Board, ~~the Director shall disclose the material facts of the interest and the Board shall handle the matter in accordance with Virginia Code §13.1-871.~~, **of such nature that it prevents or may prevent that Director from acting on the matter in an impartial manner, will present full disclosure of that interest and will offer to the Board to voluntarily recuse themselves from the vote.**

4.12.2. ~~A Director may be forced to recuse themselves from discussion and voting on an item following a majority vote of Directors.~~

Finalized Version:

4.12.1. If a Director has a material, financial, personal, or official interest in any matter pending before the Board, the Director shall disclose the material facts of the interest and the Board shall handle the matter in accordance with Virginia Code §13.1-871.

Motion G

Current

5.1

Officers

- 5.1.1. The Board may appoint by majority resolution such Officers as the Board deems necessary to perform regular management of the Corporation.
- 5.1.2. The President shall not also be appointed as Secretary or Treasurer.
- 5.1.3. The duties performed by Officers will be determined by the Board.
- 5.1.4. Any Member in good standing shall be qualified to be appointed as the President, Secretary, Treasurer Or Chairperson of the Corporation.
- 5.1.5. The Treasurer shall not also be appointed as Bookkeeper (non-Officer).

5.2. Other Officers

- 5.2.1. The Board may appoint by resolution any number of other Officers deemed necessary to conduct the business and affairs of the Corporation.

Recommended Changes

5.1

Officers

- 5.1.1. The Board may ~~appoint by majority resolution such Officers as the Board deems necessary to perform regular management of the Corporation.~~ **elect from among the Directors a Chairperson, President, Secretary and Treasurer.**
- 5.1.2. The President shall not ~~also be appointed~~ **serve** as Secretary or Treasurer.
- 5.1.3. The duties performed by Officers will be determined by the Board.
- ~~5.1.4. Any Member in good standing shall be qualified to be appointed as the President, Secretary, Treasurer Or Chairperson of the Corporation.~~
- 5.1.5. The Treasurer shall ~~not also be appointed~~ **serve** as Bookkeeper (non-Officer).

5.2. Other Officers

- 5.2.1. The Board may ~~appoint by resolution any number~~ **elect from among the Directors** of other Officers deemed necessary to conduct the business and affairs of the Corporation.

Finalized Version:

5.1

Officers

- 5.1.1. The Board may elect from among the Directors a Chairperson, President, Secretary and Treasurer.
- 5.1.2. The President shall not serve as Secretary or Treasurer.
- 5.1.3. The duties performed by Officers will be determined by the Board.
- 5.1.4. The Treasurer shall not serve as Bookkeeper (non-Officer).

5.2. Other Officers

- 5.2.1. The Board may elect from among the Directors of other Officers deemed necessary to conduct the business and affairs of the Corporation.
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Motion H

6.2. Eligibility of Membership

Current

6.2.1. Membership shall be open to any natural person not suspended or expelled from the Corporation under the terms of these Bylaws, or otherwise disqualified by the terms of these Bylaws.

6.2.2. Individual Membership is limited to adults. Individual Members may bring their minor children as one of their allotted Guests.

6.2.3. The Primary Member of a Household Membership is limited to adults. Minors may be Members under a Household Membership and must be clearly identified as minors in the Member's record.

6.2.4. Minor Members may have restrictions on access to Makersmiths resources and any digital platforms.

Recommended Changes

6.2.1. **Individual** Membership shall be open to any **adult**, natural person not suspended, ~~or expelled from or otherwise disqualified by~~ the Corporation under the terms of these Bylaws, ~~or otherwise disqualified by the terms of these Bylaws~~ **or the Standing Rules**.

6.2.2. Individual Membership is limited to adults. Individual Members may bring their minor children as ~~one of~~ their allotted Guests.

6.2.3. The Primary Member of a Household Membership ~~is limited to adults~~ **must be an adult**. Minors may be Members under a Household Membership and must be clearly identified as minors in the Member's record.

6.2.4. Minor Members may have restrictions on access to Makersmiths resources and ~~any~~ digital platforms.

Finalized Version:

6.2.1. Individual Membership shall be open to any adult, natural person not suspended, expelled or otherwise disqualified by the Corporation under the terms of these Bylaws or the Standing Rules.

6.2.2. Individual Membership is limited to adults. Individual Members may bring their minor children as their allotted Guests.

6.2.3. The Primary Member of a Household Membership must be an adult. Minors may be Members under a Household Membership and must be clearly identified as minors in the Member's record.

6.2.4. Minor Members may have restrictions on access to Makersmiths resources and digital platforms.

Motion I

6.6.1.

Current: Any Member whose dues are current, is not on probation, and who has not resigned, been suspended or has not been expelled shall be considered a Member in good standing.

Recommended Changes: Any Member whose dues are current **and is not subject to discipline imposed by the Board** ~~is not on probation, and who has not resigned, been suspended or has not been expelled~~ shall be considered a Member in good standing.

Finalized Version:

Any Member whose dues are current and is not subject to discipline imposed by the Board shall be considered a Member in good standing.

Motion J

Current

9.3.1. No Member of the Corporation shall be authorized to make purchases in the name of the corporation except as directed by the Board.

Recommended Changes

9.3.1 No Member of the Corporation shall be authorized to make purchases in the name of the corporation except as **authorized in writing** by the Board.

Finalized Version:

9.3.1 No Member of the Corporation shall be authorized to make purchases in the name of the corporation except as authorized in writing by the Board.

Motion K

Current

9.4.1. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Recommended Changes

9.4.1. All funds of the Corporation will be deposited ~~from time to time~~ to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Finalized Version:

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

Motion L

9.6. Gifts and Donations

Current

9.6.1. The Board, the President, Facility, Room, or Tool Steward, or Member as delegated by the Board, may accept or reject on behalf of the Corporation any Non-Material Donation and non-Restricted gift, donation, bequest, or device for the nonprofit purposes of this Corporation.

Recommended Changes

9.6.1. The Board, the President, **or the** Facility, Room, or Tool Steward, ~~or Member as delegated by the Board,~~ may accept or reject on behalf of the Corporation any Non-Material Donation and non-Restricted gift, donation, bequest, or device for the nonprofit purposes of this Corporation.

Finalized Version:

9.6.1. The Board, the President, or the Facility, Room, or Tool Steward may accept or reject on behalf of the Corporation any Non-Material Donation and non-Restricted gift, donation, bequest, or device for the nonprofit purposes of this Corporation.

Motion M

Current

10.2.1. The Corporation shall make all books and records of the Corporation available for inspection by any interested party for any proper purpose at any reasonable time by submitting a written request to the Secretary of the Corporation.

Recommended Changes

10.2.1. The Corporation shall make all books and records of the Corporation available for inspection by any ~~interested party for any proper purpose at any reasonable time~~ **member in good standing** by submitting a written request to the Secretary of the Corporation **Such request shall include a stated purpose for the request, what documents are being requested and their relation to the request. The Secretary shall have 10 business days to respond to the request**

Finalized Version:

10.2.1. The Corporation shall make all books and records of the Corporation **available for inspection by any member in good standing by submitting a written request to the Secretary of the Corporation** **Such request shall include a stated purpose for the request, what documents are being requested and their relation to the request. The Secretary shall have 10 business days to respond to the request**

Motion N

Current

1.1. An elected member of the Board of Directors.

Recommended Changes

~~An elected~~ member of the Board of Directors.

Finalized Version:

A member of the Board of Directors.

Motion O

Current

1.22 **Standing Rules** - The current Standing Rules of the Corporation as amended from time to time.

Recommended Changes

1.22 **Standing Rules** - The current Standing Rules of the Corporation as amended **by the Board of Directors** from time to time.

Finalized Version:

1.22 **Standing Rules** - The current Standing Rules of the Corporation as amended by the Board of Directors from time to time.