

Motions for the Makersmiths Board of Directors meeting, November 20, 2024

NB1: Changes to Bylaws(Jim W)

Issue: Changes to Bylaws

Solution: Accept items NB2 through NB24 and NB 26 through NB37

(Ok, if you have one of these that really sticks in your craw, consider offering an amendment to pull that item out of the group. Or, we can go through them one by one.)

Relevance to Tax Exempt Status: None

Motion: Accept NB1 through NB37

NB2: Changes to Bylaws(Jim W)

Issue: Bylaws 1.5 Restrict Board Chair to member of the Board

Solution: Chairperson - The Chairperson shall be a and a member of the Board who shall preside at all meetings. The Chairperson is responsible for convening meetings and general oversight of Board activities.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB3: Changes to Bylaws(Jim W)

Issue: Bylaws 1.9 Perfect definition

Solution: Material Donation - donations of tools, or other physical items that materially impact floor plan, space layout or will incur costs related to installation, or that potentially increases ongoing operational costs beyond the allocated budget, including costs to accept, store, or use.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB4: Changes to Bylaws(Jim W)

Issue: Bylaws 1.9 Define Officer

Solution: Officer - An Officer is an agent(s) through which the Board of Directors acts. The Board makes the decisions and designates Officers to execute them. In general, the duties of each Officer are set forth in the Bylaws or, to the extent consistent with the Bylaws, are prescribed by the Board of Directors. Officers do not have a vote on the Board.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB5: Changes to Bylaws(Jim W)

Issue: Bylaws 1.21 Define Secretary

Solution: Officer - Secretary - The Secretary shall be an Officer of the Corporation and shall ensure that proper notice is given for meetings, is responsible for preparing the agenda, and recording and distributing the minutes of Meetings of the Board of Directors. In the absence of the Secretary, the President shall appoint a person to act as Secretary at any particular meeting.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB6: Changes to Bylaws(Jim W)

Issue: Bylaws 1.24 Define Treasurer

Solution: Treasurer - The Treasurer is an Officer of the Corporation and shall be responsible for submitting the annual budget for approval by the Board. The Treasurer shall develop financial policy and procedures, prepare the monthly financial reports to the Board, receive and make deposits, and direct the Bookkeeper to make disbursements

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB7: Changes to Bylaws(Jim W)

Issue: Bylaws 3.1.1 Fix wording

Solution: The Corporation has been formed under Virginia Nonstock Corporation Law for the charitable purposes described in Article II of the Articles of Incorporation, and it shall be nonprofit and nonpartisan. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB8: Changes to Bylaws(Jim W)

Issue: Bylaws 3.2.2 Remove. Duplicate not needed here. (Class coordination by Scheduling Committee)

Solution: Remove completely.

Relevance to Tax Exempt Status: None

Motion: Remove 3.2.2 from Bylaws.

NB9: Changes to Bylaws(Jim W)

Issue: Bylaws 4.1.9 Start of Director term of office

Solution: The Directors' term of office shall begin at the start of the Annual Meeting of the Board of Directors following the Annual Meeting of the Membership in which they are elected.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB10: Changes to Bylaws(Jim W)

Issue: Bylaws 4.2.4 Filling vacant Director(s) position(s)

Solution: A vacated open position on the Board will be filled by announcement to the membership by the Secretary at the next scheduled Member Meeting. The Board will accept nominations via the Nomination & Statement of Intent for Director, Board of Directors form for 14 days following the meeting. Announcement of Candidates will take place at the following Member Meeting. Nominees will be allowed to present at that meeting. Election for a new Board member(s) will take place via electronic means beginning immediately following nominations and will continue for 30 days. Upon election Board member(s) will be immediately seated on the Board. Election will generally follow sections 6.7.1.7, 6.7.1.8, and 6.7.1.9.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB11: Changes to Bylaws(Jim W)

Issue: Bylaws 4.2.5 Director position vacated less than 90 days from Annual Meeting

Solution: Positions vacated less than 90 days from the Annual Member Meeting will be filled via the normal annual Board election process.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB12: Changes to Bylaws(Jim W)

Issue: Bylaws 4.11 Heading

Solution: Committees, Site Managers, Shop Stewards, and Tool Stewards

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB13: Changes to Bylaws(Jim W)

Issue: Bylaws 4.11.2.1 Site Manager as chairperson

Solution: The Site Manager shall also be the chairperson of the respective site committee.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB14: Changes to Bylaws(Jim W)

Issue: Bylaws 4.11.2.2 4.11.2.3

Solution: Capitalize S and M in site manager

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB15: Changes to Bylaws(Jim W)

Issue: Bylaws 4.11.4 Add

Solution: At any Meeting of the Board, the Directors by majority vote, may appoint Shop Stewards.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB16: Changes to Bylaws(Jim W)

Issue: Bylaws 4.11.4.1 Add

Solution: Shop Stewards shall be individuals with in-depth knowledge of designated shops (i.e. Wood Shop, Metal Shop, Ceramics Shop),.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB17: Changes to Bylaws(Jim W)

Issue: Bylaws 4.11.4.2 Add

Solution: Shall coordinate maintenance of that Shop within the allocated budget for that Shop, and

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB18: Changes to Bylaws(Jim W)

Issue: Bylaws 4.11.4.3 Add

Solution: Shall be authorized to teach, approve additional instructors and authorize Members for access to and use of those shops.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB19: Changes to Bylaws(Jim W)

Issue: Bylaws 4.11.5 Add

Solution: In cases of ambiguity, contention or conflict regarding budgets, use of tools, or location of tools, the matter must be referred to the Board for resolution.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB20: Changes to Bylaws(Jim W)

Issue: Bylaws 5.1.4

Solution: Only Members in good standing can be appointed as the President, Secretary, Treasurer or Chairperson of the Corporation.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB21: Changes to Bylaws(Jim W)

Issue: Bylaws 5.1.6 Add

Solution: Officer terms begin at the conclusion of the Board of Directors meeting at which they are appointed.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB22: Changes to Bylaws(Jim W)

Issue: Bylaws 6.2 Fix wording

Solution: Eligibility for Membership

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB23: Changes to Bylaws(Jim W)

Issue: Bylaws 6.2.1 Fix wording

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

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB24: Changes to Bylaws(Jim W)

Issue: Bylaws 6.3.5.1 Fix wording

Solution: Corporations pay \$5K or more for 10 Members, or with conditions as designated by the Board.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB25: Changes to Bylaws(Jim W)

Issue: Bylaws 6.4.2 Add

Solution: Failure to execute such waiver will result in immediate suspension.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB26: Changes to Bylaws(Jim W)

Issue: Bylaws Section 6.9.1 through 6.9.11 Replace

Solution: Remove 6.9.1 through 6.9.11

Replace with:

6.9.1 Members may not vote by proxy.

(Reference:

§ 13.1-847. Proxies Virginia Law (.gov) <https://law.lis.virginia.gov> > chapter10 > section13

13.1-847. Proxies. A. A member entitled to vote may vote in person or, unless the articles of incorporation or bylaws otherwise provide, by proxy.)

I pulled this item out to consider separately.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB27: Changes to Bylaws(Jim W)

Issue: Bylaws 6.9.12 Add

Solution: A Director may not vote by Proxy for another Director.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB28: Changes to Bylaws(Jim W)

Issue: Bylaws 6.13.1 Fix wording to match reality

Solution: A Member may terminate their membership.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB29: Changes to Bylaws(Jim W)

Issue: Bylaws 9.1.1 Fix wording

Solution: The Corporation may use its funds only to accomplish the purposes as specified in its Articles of Incorporation, Bylaws, and Standing Rules.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB30: Changes to Bylaws(Jim W)

Issue: Bylaws 9.5.1 (Add last line)

Solution: Except as otherwise specifically determined by resolution of the Board, these Bylaws or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be approved by the Treasurer and signed by the Bookkeeper. The Treasurer shall be permitted to approve, and the Bookkeeper to pay for, routine, regularly occurring expenses as approved by the Board. At the direction of the Board through the Treasurer, the Bookkeeper may set up automatic payment transactions for recurring expenses

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB31: Changes to Bylaws(Jim W)

Issue: Bylaws 9.6.1 Fix wording

Solution: The Board, the President, or the Site, 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.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB32: Changes to Bylaws(Jim W)

Issue: Bylaws 9.6.3 Fix wording

Solution: Material Donations may be accepted by the President with the concurrence of the Site, Room, Shop, and/or Tool Stewards who may have an interest in or be impacted by the donation.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB33: Changes to Bylaws(Jim W)

Issue: Bylaws 9.7.4 Fix wording

Solution: No material property with an aggregate value of less than or equal to \$1,000 of the Corporation may be given to, loaned or placed in the possession of a Member or third party without the expressed permission of Site, Room or Tool steward responsible for the material property.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB34: Changes to Bylaws(Jim W)

Issue: Bylaws 10.1.2 Fix wording

Solution: The Corporation's books, records and reports shall be kept on a shared secured electronic storage media, the account or device for which will be under the control of the Corporation

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB35: Changes to Bylaws(Jim W)

Issue: Bylaws 10.2.4 Fix wording

Solution: Inspection of corporate books or records for purposes of soliciting business shall not be considered a proper purpose and in no case shall Members' contact information be made available for inspection except by consent of the Member or as required by the Articles of Incorporation, these Bylaws or provisions of law.

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB36: Changes to Bylaws(Jim W)

Issue: Bylaws 10.3.1 Fix wording

Solution: The Corporation shall keep:

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB37: Changes to Bylaws(Jim W)

Issue: Bylaws 10.3.1 through 10.3.4 Fix wording

Solution: Remove the words 'Hyperlinks to a'

Relevance to Tax Exempt Status: None

Motion: Adopt new language.

NB38: Changes to Standing Rules(Jim W)

Issue: Document is headings and bullet points. Numbering will aid in identifying sections.

Solution: Accept hierarchical numbering of the document

Relevance to Tax Exempt Status: None

Motion: Add numbering as shown in Makersmiths Standing Rules - Consolidated Sept 2024. Adjust as needed going forward.

NB39: Changes to Standing Rules(Jim W)

Issue: 2.11 Add back

Solution: Monitoring paragraph was lost from previous version. Reinstate.

MONITORING. Some machines/devices, including those equipped with automatic controls, require constant monitoring when in use. Examples of such machines/devices are CNC machines, Foundries (metal melting), Forges, Heat Treat Ovens, Welders, Torches, Laser cutters, and other such equipment where a malfunction could cause serious damage or a fire hazard (either by mechanical action, open flame, or thermal run-away). You must actively monitor such machines and be ready to immediately stop them, shut them down, turn them off, remove power and/or fuel, contact emergency authorities as needed, start hazard mitigation procedures, advise others in the area of the hazard, and let the Site/Room/Tool steward know the problem. Active monitoring requires your full time personal presence and direct observation

Relevance to Tax Exempt Status: None

Motion: Re-Adopt language.