

2018-01-31 Meeting of the Board of the Directors - Agenda/Minutes

This meeting will be held in Modified SRC3 format.

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Time and Location:

January 31, 2018 7:00PM to 8:00PM at 106 Royal Street NE, Leesburg, VA

Prior minutes

[2017-11-29 Meeting of the Board of the Directors - Agenda/Minutes](#)

Member Comment:

Consent Agenda

Newly proposed agenda items appear in the consent agenda. Any member present at the meeting may pull an item out of the consent agenda for discussion, at which point it goes under "New Business". If nobody objects to the solutions presented by the consent agenda, everything in the consent agenda passes by consensus. Items that have more than one proposed solution should be moved to the "New Business" section.

Any member may edit this wiki page and place an item on the agenda. However, discussion of agenda items should be done via Slack. The cut-off time for addition to or revision of the consent agenda items is 48 hours prior to the meeting. Please note, agenda items (Consent, New, or Old) that request spending \$250 or more must include a section on "Relevance to our tax exempt purpose".

Wild Apricot Founding Membership (Mark)

Problem: Difficult to track the status and number of memberships with too many membership levels in Wild Apricot. We would also like to simplify accounting book-keeping and simplify membership tracking.

Solution: Remove 'Founding Member' as a stand-alone membership level and keep track of founding members with a checkbox.

Relevance to our tax exempt status: None

Proposed Motion: Motion that Wild Apricot configuration be modified to add a Member check-box to track Founding Members and once those members are so recorded, that the Founding Member level members be migrated to corresponding Full Member level.

Boy Scout Sponsorship (Mark)

Problem: Not a problem, more an opportunity . . . Makersmiths should sponsor Boy Scout Troop 251 as their charter organization. This is in support of our mission as well as in support of our 501(c)3 certification to promote community welfare.

Solution: Makersmiths should sponsor Boy Scout Troop 251 and further should appoint Allon Stern as Makersmiths initial 'Chartered Organization Representative'. As our Charter Organization Representative, Allon should be our liaison to the unit, approve all registering unit adults and facilitate the annual completion of the unit application and BSA agreement. Finally, I would also require Allon to make an activity report to the Board and members at monthly membership meeting. The Chartered Organization Representative should be appointed yearly by the Board.

Relevance to our tax exempt status: None

Proposed Motion: A) Motion that Makersmiths sponsor Boy Scout Troop 251. B) The Board appoint a 'Chartered Organizational Representative' (COR) and an alternate, on an annual basis. C) The COR shall approve all registering unit adults and facilitate the annual completion of the unit application and BSA agreement. D) The COR shall give an activity report to the members at monthly membership meeting.

Electronic Waiver and Sign-In SaaS Solution (Mark)

Problem: Paper Sign-In and Paper Waiver forms are inefficient and problematic to use; people don't always write legibly or fill in all required blanks; waivers are hard to track and take a lot of time to record in Member database. Paper forms are not always available at remote events or classes.

Solution: Move sign-in and waiver capture to a Software-as-a-Service solution so that both can be done via web page, iOS or Android phone or tablet. SaaS solution provides for validated fields as well as photo capture, and can be integrated into Member database for a relatively low cost. Propose to use WaiverForever SaaS (see <https://www.waiverforever.com/product>) for more info.

Relevance to our tax exempt status: None

Proposed Motion: Motion that Board approve annual budget of up to \$300 for implementation and on-going costs for electronic waiver and sign-in software-as-a-solution service.

Berryville Warehouse (Brandon)

Problem: The Berryville warehouse is now empty and the lease terminated as of 1/31/2018. There is no longer a need for the Berryville Warehouse Committee.

Solution: Final report will be given at Board meeting and dissolve the Berryville Committee

Relevance to our tax exempt status: None

Proposed Motion: Dissolve the Berryville Committee and return unused portion of allocated move expenses back to budget.

Financial Statement

[2018-01-29 Draft 2017 Income Statement.pptx](#)

Committee Reports:

New Member Orientation Committee (Mark M*, TBD, TBD) -> Interested: John Dubelko

Membership Committee (Mark M*, TBD, TBD) -> Interested: Jessee

Social Outreach Committee: (Jessee M*, TBD, TBD)

Leesburg Facility Committee (Brad H* , Squirrl, TBD)

Purcellville Facility Committee (Tom H.*, Dave P., TBD)

Berryville Facility Committee (Brandon B*, Brad H, Squirll):

A tremendous effort by lots of volunteers were successful in emptying the Berryville warehouse. The only expenses were reimbursement for gas for flat bed tow truck (to be submitted by Skip). In fact, approximately \$1000 was received for recycled metals (Treasurer should confirm exact amount). The Mini Cooper was sold for \$500. The Rover was determined to be Yard Drivable and was relocated to Purcellville for continued sale efforts. The Berryville warehouse is now empty and the lease terminated as of 1/31/2018. There is no longer a need for the Berryville Warehouse Committee. This is its last Committee Report.

Training Committee (TBD*, TBD, TBD)

Special Projects Committee (TBD*, TBD, TBD) -> Interested: Mike Werling

Signage Committee (TBD*, Christa S., Brad H.) -> Interested: Mark Millsap

The Town of Leesburg has issued certificate of appropriateness for both shingle style sign and flat facade sign. Sandwich board to go in front of building was not approved as there is no sidewalk in front of the building. In fact, the Royal St. right-of-way (road right-of-way) goes right up to the face of the building. Town civil engineer suggested only place a sandwich board could go was the little grass strip at the back of the building. Now that MS-P is close to opening with a soft opening, we may begin to make plans for manufacturer of all three signs for placement. Stand by for next months report, during which I plan to have several members recruited to make the signs, including a budget for all three signs for MS-L. Have yet to start on needs analysis and code research on MS-P signage.

New Business:

Board solicitation of Elections Committee (Mark)

Problem: The Board hasn't resolved to solicit an Elections Committee to facilitate new Board Member elections.

Solution: The Board should appoint an Elections Committee to take nominations and conduct a Board Member election to fill two vacant Board Member seats.

Relevance to our tax exempt status: None

Proposed Motion: Motion that the Board solicit members for an Elections Committee to take nominations for Board members and run election at Board designated Member Meeting for elections.

Board designation of Membership Meeting date for elections of new Board Members (Mark)

Problem: The Board hasn't set / selected a Membership Meeting date for elections of new Board Members.

Solution: The Board should select the April Monthly Membership Meeting as the date for elections of new Board Members.

Relevance to our tax exempt status: None

Proposed Motion: Motion that the Board designate the April Membership Meeting as the date for elections of new Board Members.

Board approval of 2018 budget (Mark)

Problem: The Board hasn't adopted a 2018 budget.

Solution: The Board should review and adopt the draft budget submitted to us by Treasurer John Dubelko, dated 1/17/2018.

Relevance to our tax exempt status: None

Proposed Motion: Motion that the Board publish the draft budget submitted by Treasurer to the members for feedback and that it be added to Consent agenda for next Board meeting (February Board Meeting).

Parts for Makersmiths Photo Booth (Mike W)

Problem: We need project displays/activities for events such as the Maker Faire, Garden Show, First Friday, etc.

Solution: I would like to construct a photo booth, similar to the one described in [Make Magazine](#). This would be a combination of electronics (Raspberry Pi, camera, display), programming, and laser cut case. Attendees at the event could enter their e-mail address and have their picture taken.

- The booth would overlay a graphic, such as the Makersmiths logo, on the picture. We could design specific overlays for big events
- The photo would be e-mailed to the attendee
- We could capture the e-mail address for e-mail marketing/event follow up
- We may also be able to automatically post (with attendee's permission) the photo to one or more of our social media streams

Additionally we could offer the photo booth to members (possibly for a fee?) to use at their own event such as birthday parties, etc.

I would like to be reimbursed for the major items of expense for a total of \$110.94:

- Raspberry Pi 3 (with on-board wifi): \$29.99
- Pi 7" Touch Screen LCD: \$55.96
- Pi Camera: \$24.99

I will donate the remaining materials.

Relevance to our tax exempt status: None

Proposed Motion: Authorize Mike Werling to spend \$110.94 of Makersmiths funds for purchase of photo booth components.

Wild Apricot Membership Levels (Mark)

Problem: Difficult to track the status and number of memberships with too many membership levels in Wild Apricot. We would also like to simplify accounting book-keeping and simplify membership tracking.

Solution: Require all members to submit monthly payment via reoccurring credit card payments.

Relevance to our tax exempt status: None

Proposed Motion: Motion that Section 5.4.1. Monthly Membership Dues of Makersmiths Bylaws be changed to read: "All members shall pay monthly dues in advance, of such amount as may be set by a quorum of the Board of Directors. **Said payment of dues shall be via reoccurring credit card payments.**" (New text is bolded and underlined)

Eliminate Annual and Semi-Annual Discounts Membership (Mark)

Problem: Difficult to track the status and number of memberships with too many membership levels in Wild Apricot. We would also like to simplify accounting book-keeping and simplify membership tracking.

Solution: Eliminate the semi-annual and annual discounts and go strictly with a monthly membership dues. This will vastly smooth out cash-flow, simplify accounting book-keeping and simplify membership tracking and forecasting.

Relevance to our tax exempt status: None

Proposed Motion: Motion that Membership Dues section of the current Standing Rules be modified to eliminate the \$500 / for six (6) month and \$1000 / for annual (12) month membership dues be eliminated. Result will be membership dues for Full Membership = \$100 / month and Associate Membership = \$50 / month and Corporate Membership = \$500 / month.

Resolution setting Monthly Membership Meeting schedule (Mark)

Problem: The Board hasn't resolved to set Membership Meeting schedule per By-Laws Section 5.6.2.

Solution: The Board should resolve to set a Monthly Membership Meeting schedule as the first Wednesday of each month of 2018, with the exception to move July meeting to July 11th to avoid scheduling July meeting on July 4th.

Relevance to our tax exempt status: None

Proposed Motion: Motion that the Board resolve to set the 2018 Monthly Membership Meeting schedule as the first Wednesday of each month of 2018, with the exception to move July meeting to July 11th to avoid scheduling July meeting on July 4th.

Donation of 6 months Associate Membership to Maker Award Winner at Science & Technology Fair (Mark)

Problem: Makersmiths should support STEM efforts of Loudoun County Science & Technology participants

Solution: Makersmiths should field a team of judges to seek out exhibit that best embodies 'Maker' spirit at this years Loudoun County Science & Technology Fair

Relevance to our tax exempt status: Donation of 6 months Associate Membership (\$600 value)

Proposed Motion: Motion that we appoint Allon Stern to judge and recruit other judges to jury exhibit that best embodies 'Maker' spirit and award the winner a 6 month Associate Membership.

Committee Chairpersons (Hess)

Problem: Many Committees were recently established but do not have sufficient members and lack a Chairperson. A call for interested members was put out and its time to appoint

Solution: New volunteers have come forward with interests in organizing and leading certain Active Committees. Appoint these volunteers as chairperson for respective committees.

Relevance to our tax exempt status: N/A

Proposed Motion: Appoint: John Dubelko as Chairperson of New Member Orientation Committee; Jessee M as Chairperson of Membership Committee; Mike Werling as Chairperson of Special Projects Committee; Mark Millsap as Chairperson of Signage Committee

Old Business:

None

Minutes:

==Minutes=

7:15PM Call to Order

Attendance:

| Name | Position | Roll Call |
|----------------|---------------------------|-------------------------------------|
| Brad Hess | Board Member, Chairperson | Present |
| Brandon Bullis | Board Member, Secretary | Present |
| Dave Painter | Board Member | Present |
| Juli Ravas | Board Member | Present |
| Mark Millsap | Board Member | Present |
| Pat Scannell | Board Member | Leave of Absence until Feb 22, 2018 |

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*****CONSENT AGENDA *****

Consent Agenda

- Motion: Approve Consent Agenda
 - Proposed by: Hess
 - Seconded by: Ravas
- Call for vote
 - In favor: Hess, Bullis, Painter, Ravas
 - Opposed:
 - Abstain: Millsap
 - Motion Pass/Fail: PASS

****NEW BUSINESS****

Board solicitation of Elections Committee (Mark)

- AS WRITTEN: Motion that the Board solicit members for an Elections Committee to take nominations for Board members and run election at Board designated Member Meeting for elections.
- DISCUSSION:
 - Speaker1: Bullis stated that while is not required by the bylaws, he supported forming a committee to solicit nominations for board member elections.
 - Speaker2:
- Motion: Motion that the Board solicit members for an Elections Committee to take nominations for Board members and run election at Board designated Member Meeting for elections.
 - Proposed by : Millsap
 - Seconded by: Hess
- Call for vote
 - In favor: Hess, Bullis, Painter, Ravas, Millsap
 - Opposed: None
 - Abstain: None
 - Motion Pass/Fail: PASS

Board designation of Membership Meeting date for elections of new Board Members (Mark)

- AS WRITTEN: Motion that the Board designate the April Membership Meeting as the date for elections of new Board Members.
- DISCUSSION:
 - Speaker1: Bullis suggested that the board should first establish the 3 board classes as mandated by the bylaws and also suggested we take input from Election Committee, once established.
- Motion not carried to vote

Resolution setting Monthly Membership Meeting schedule (Mark)

- AS WRITTEN: Motion that the Board resolve to set the 2018 Monthly Membership Meeting schedule as the first Wednesday of each month of 2018, with the exception to move July meeting to July 11th to avoid scheduling July meeting on July 4th.
- DISCUSSION:
 - Speaker1: Bullis stated the Board has already established the same Monthly Membership Meeting Schedule when it recently voted on and Passed the motion to adopt the Standing Rules.
 - Speaker2: Hess suggested modifying the motion to only adjust the July meeting date.
- Motion: Motion to move July 2018 membership meeting to July 11th to avoid scheduling meeting on July 4th.
 - Proposed by: Millsap
 - Seconded by: Bullis
- Call for vote
 - In favor: Hess, Bullis, Painter, Ravas, Millsap
 - Opposed: None
 - Abstain: None
 - Motion Pass/Fail: PASS

Board approval of 2018 budget (Mark)

- AS WRITTEN: Motion that the Board publish the draft budget submitted by Treasurer to the members for feedback and that it be added to Consent agenda for next Board meeting (February Board Meeting).
- DISCUSSION:
 - Speaker1: New budget items for the Purcellville build-out were introduced at the last minute and there was not sufficient time to review.
 - Speaker2: We should publish the entire budget so members have an opportunity to review and comment.
- Motion: Motion that the Board approve "must pays" for February and publish the draft budget submitted by Treasurer to the members for feedback and that it be added to Consent agenda for next Board meeting (February Board Meeting).
 - Proposed by: Millsap
 - Seconded by: Hess
- Call for vote
 - In favor: Hess, Bullis, Painter, Ravas, Millsap
 - Opposed: None
 - Abstain: None
 - Motion Pass/Fail: PASS

Parts for Makersmiths Photo Booth (Mike W)

- AS WRITTEN: Authorize Mike Werling to spend \$110.94 of Makersmiths funds for purchase of photo booth components.
- Motion: Authorize Mike Werling to spend \$110.94 of Makersmiths funds for purchase of photo booth components.
 - Proposed by: Hess
 - Seconded by: Painter
- Call for vote
 - In favor: Hess, Bullis, Painter, Ravas, Millsap
 - Opposed: None
 - Abstain: None
 - Motion Pass/Fail: PASS

Wild Apricot Membership Levels (Mark)

- AS WRITTEN: Motion that Section 5.4.1. Monthly Membership Dues of Makersmiths Bylaws be changed to read: "All members shall pay monthly dues in advance, of such amount as may be set by a quorum of the Board of Directors. Said payment of dues shall be via reoccurring credit card payments."
- DISCUSSION:
 - Speaker1: Concerns about how to handle existing members taking advantage of 6-month and 1-year discounts.
 - Speaker 2: suggested Mark talk with current members taking advantage of discount to get a feel for how they would view suggested change.
- No motion made. Item will be considered at next meeting as Old Business.

Eliminate Annual and Semi-Annual Discounts Membership (Mark)

- AS WRITTEN: Motion that Membership Dues section of the current Standing Rules be modified to eliminate the \$500 / for six (6) month and \$1000 / for annual (12) month membership dues be eliminated. Result will be membership dues for Full Membership = \$100 / month and Associate Membership = \$50 / month and Corporate Membership = \$500 / month.
- DISCUSSION:
 - Speaker1: Concerns that existing members taking advantage of discounts need to be informed and have their input considered.
 - Speaker2: Perhaps we grandfather existing members on these 6-month and 1-year plans but eliminate new participants in the plans going forward.
- No motion made. Item will be considered at next meeting as Old Business.

Donation of 6 months Associate Membership to Maker Award Winner at Science & Technology Fair (Mark)

- AS WRITTEN: Motion that we appoint Allon Stern to judge and recruit other judges to jury exhibit that best embodies 'Maker' spirit and award the winner a 6 month Associate Membership.
- DISCUSSION:
 - Speaker1:
 - Speaker2:
- Motion: Motion that we appoint Allon Stern to judge and recruit other judges to jury exhibit that best embodies 'Maker' spirit and award the winner a 6 month Associate Membership.
 - Proposed by:
 - Seconded by:
- Call for vote
 - In favor: Hess, Bullis, Painter, Ravas, Millsap
 - Opposed: None
 - Abstain: None
 - Motion Pass/Fail: PASS

Committee Chairpersons (Hess)

- AS WRITTEN: Appoint: John Dubelko as Chairperson of New Member Orientation Committee; Jessee M as Chairperson of Membership Committee; Mike Werling as Chairperson of Special Projects Committee; Mark Millsap as Chairperson of Signage Committee

- Motion: Appoint: John Dubelko as Chairperson of New Member Orientation Committee; Jessee M as Chairperson of Membership Committee; Mike Werling as Chairperson of Special Projects Committee; Mark Millsap as Chairperson of Signage Committee

- Proposed by : Hess

- Seconded by: Ravas

-Call for vote

- In favor: Hess, Bullis, Painter, Ravas, Millsap

- Opposed: None

- Abstain: None

- Motion Pass/Fail: PASS

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Next meeting set for February 28, 2018 at 7PM

9:15PM Meeting called to close

Action Items:

| Status | Item Description | Responsible Party |
|-------------------------------------|--|-------------------|
| <input checked="" type="checkbox"/> | Contact Berryville Warehouse Landlord and request security return of any deposit | Painter |
| <input checked="" type="checkbox"/> | Move Berryville Warehouse from Active to Inactive Committee list in Standing Rules | Bullis |
| <input checked="" type="checkbox"/> | Update Standing Rules to reflect newly appointed Chairpersons | Bullis |
| <input checked="" type="checkbox"/> | Publish Draft 2018 Budget on Wiki | Dubelko |
| <input type="checkbox"/> | | |

Approved Spending Tracking:

| Amount | To | From |
|----------|------------------------------------|---------|
| \$110.94 | Photo booth | General |
| \$300.00 | Electronic Waiver and Sign-in SaaS | General |
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| | | |