

2018-02-28 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:

February 28, 2018 at 7PM at 106 Royal Street NE, Leesburg, VA

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".

Board Classes and Assignments (Brandon)

Problem: The new bylaws state the Board will consist of 7 members and that the Board members shall be divided into three classes to achieve a staggered rotation of terms. As such, The board now needs to determine the 3 classes, assign existing board members to those classes and determine the term of each class

Solution: Existing board members are assigned into 3 "classes" in order of original appointment to the board. Pat and Brandon were among the first. Julie was next, followed by Brad and then Dave. Mark was last to be voted on to the Board. The 3-year term of each class will expire at the Annual Meeting of the Membership when elections of board members for that class are held.

Relevance to our tax exempt status: None.

Motion: Assign existing Board Members into the 3 Classes as listed below.

Class 1 with Term Expiring in 2018 at the Annual Meeting of the Membership: Vacant, Scannell, Bullis

Class 2 with Term Expiring in 2019 at the Annual Meeting of the Membership: Ravas, Hess

Adoption of the 2018 Budget (Mark)**Problem:** The Board hasn't adopted a 2018 budget.**Solution:** Adopt the 2018 budget as submitted by the Treasurer**Relevance to our tax exempt status:** Unknown**Motion:** Motion that the Board adopt and publish for use the 2018 Budget as submitted by Treasurer

	Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Total		
Income	(Actual)	(Actual in Bold)													
43410 Corporate Contributions	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
43450 Individual, Business Contributions															
Equipment Sales /fundraisers	\$25.00	\$1,000.00	\$200.00	\$100.00	\$200.00	\$100.00	\$100.00	\$200.00	\$200.00	\$200.00	\$100.00	\$100.00	\$2,525.00		
Recycling	\$622.00	\$83.00	\$100.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$805.00		
47225 Corp memberships	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$5,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$5,000.00	\$10,000.00		
47230 Membership Dues	\$3,550.00	\$4,450.00	\$5,050.00	\$5,250.00	\$6,000.00	\$6,500.00	\$6,500.00	\$6,500.00	\$7,500.00	\$7,100.00	\$7,300.00	\$6,400.00	\$72,100.00		
47240 Program Service Fees (Classes)	\$447.85	\$420.00	\$400.00	\$500.00	\$600.00	\$700.00	\$800.00	\$900.00	\$1,000.00	\$1,100.00	\$1,200.00	\$1,300.00	\$9,367.85		
47245 Laser Time	\$106.00	\$268.00	\$200.00	\$200.00	\$200.00	\$200.00	\$200.00	\$200.00	\$200.00	\$200.00	\$200.00	\$200.00	\$2,374.00		
Total Income	\$4,750.85	\$6,221.00	\$5,950.00	\$6,050.00	\$7,000.00	\$12,500.00	\$7,600.00	\$7,800.00	\$8,900.00	\$8,600.00	\$8,800.00	\$13,000.00	\$97,171.85		
Expenses	(Actual)														
47241 Class Supplies	\$0.00	\$0.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$1,000.00		
60920 Business Registration Fees	\$780.01	\$0.00	\$600.00	\$0.00	\$0.00	\$0.00	\$40.00	\$0.00	\$0.00	\$350.00	\$0.00	\$0.00	\$1,770.01		
62880 Rent, Parking, Utilities															
Purcellville															
Rent	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$1,250.00	\$1,250.00	\$1,250.00	\$6,000.00		
PortaJohn	\$184.00	\$184.00	\$184.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$552.00		
Beckstrom Loan	\$0.00	\$0.00	\$0.00	\$1,347.92	\$1,347.92	\$1,347.92	\$1,347.92	\$1,347.92	\$1,347.92	\$1,347.92	\$1,347.92	\$1,347.92	\$12,131.25		

Water/sewer	\$0.00	\$51.53	\$70.00	\$70.00	\$70.00	\$70.00	\$70.00	\$70.00	\$70.00	\$70.00	\$70.00	\$70.00	\$751.53		
Power	\$0.00	\$0.00	\$100.00	\$235.00	\$370.00	\$370.00	\$370.00	\$550.00	\$550.00	\$370.00	\$370.00	\$370.00	\$3,655.00		
Propane	\$0.00	\$525.14	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$500.00	\$0.00	\$1,025.14		
Internet	\$0.00	\$0.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$1,000.00		
Trash/snow removal	\$0.00	\$120.00	\$20.00	\$0.00	\$20.00	\$0.00	\$20.00	\$0.00	\$20.00	\$0.00	\$20.00	\$0.00	\$220.00		
Tool Maintanance	\$0.00	\$1,000.00	\$500.00	\$500.00	\$300.00	\$200.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$3,100.00		
August Locks	\$0.00	\$0.00	\$279.00	\$0.00	\$279.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$558.00		
H V A C Improvements	\$0.00	\$0.00	\$0.00	\$3,500.00	\$0.00	\$800.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$4,300.00		
Leesburg															
Rent	\$0.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$2,300.00	\$2,300.00	\$2,300.00	\$2,300.00	\$2,300.00	\$2,300.00	\$18,800.00		
Power	\$862.91	\$665.52	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$400.00	\$5,528.43		
Internet/Water	\$0.00	\$0.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$1,000.00		
Misc. (tool consumables)	\$0.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$1,100.00		
Leesburg Upgrades	\$0.00	\$0.00	\$0.00	\$0.00	\$500.00	\$500.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,000.00		
62898 · Facilities Buildout / Prep		\$0.00	\$0.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$0.00	\$0.00	\$0.00	\$6,000.00		
62600 - Merchant processing fees	\$102.56	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$1,202.56		
65015 · Marketing	\$0.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$1,100.00		
65020 · Postage, Mailing Service	\$0.00	\$0.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$100.00		
65040 · Supplies	\$0.00	\$50.00	\$50.00	\$50.00	\$50.00	\$50.00	\$50.00	\$50.00	\$50.00	\$50.00	\$50.00	\$50.00	\$550.00		
65050 · Telephone, Telecommunications															
Wild Apricot	\$70.00	\$70.00	\$70.00	\$160.00	\$160.00	\$160.00	\$160.00	\$160.00	\$160.00	\$160.00	\$160.00	\$160.00	\$1,650.00		
Rackspace	\$17.26	\$17.26	\$17.26	\$17.26	\$17.26	\$17.26	\$17.26	\$17.26	\$17.26	\$17.26	\$17.26	\$17.26	\$207.12		
Meetup	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$90.00	\$0.00	\$0.00	\$0.00	\$0.00	\$90.00		
Laser Lease	\$566.07	\$566.07	\$566.07	\$566.07	\$566.07	\$566.07	\$566.07	\$566.07	\$566.07	\$566.07	\$566.07	\$566.07	\$6,792.84		
65120 · Insurance - Liability, D and O	\$802.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,100.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,902.00		

FY17 Carryover items															
Large Format CNC	\$0.00	\$0.00	\$2,500.00											\$2,500.00	
Berryville Closeout	\$0.00	\$83.49	\$0.00											\$83.49	
Purcellville Buildout	\$956.47	\$0.00	\$1,000.00											\$1,956.47	
Total Expense	\$4,591.28	\$4,883.01	\$8,216.33	\$9,706.25	\$6,940.25	\$7,341.25	\$7,301.25	\$9,611.25	\$7,441.25	\$7,591.25	\$7,761.25	\$7,241.25	\$88,625.84		
Cashflow	\$159.57	\$1,337.99	-\$2,266.33	-\$3,656.25	\$59.75	\$5,158.75	\$298.75	-\$1,811.25	\$1,458.75	\$1,008.75	\$1,038.75	\$5,758.75	\$8,546.01		

Reschedule March Board Meeting (Brandon)

Problem: The next scheduled Board meeting is during LCPS Spring Break and several board members have expressed a desire to move the meeting to a different date

Solution: Reschedule next board meeting to April 3, 2018 at 7PM at 106 Royal Street NE, Leesburg, VA

Relevance to our tax exempt status: N/A

Motion: Reschedule March 2018 board meeting to April 3, 2018 at 7PM at 106 Royal Street NE, Leesburg, VA

Prior minutes

[2018-01-31 Meeting of the Board of the Directors - Agenda/Minutes](#)

Officer Reports:

Chairman:

None

Secretary:

None

Treasurer:

Financial Statement

Member Reports:

Diane Painter:

Education Program: The questions we need to address are:

1. Program Fee
2. Proceed without grant funding?
3. When to start if we proceed
4. D. Painter and R. Scherzinger will lead participant meetings in MS-P.
5. Anyone willing to work with D. Painter to lead meetings at MS-L?

Committee Reports:

New Member Orientation Committee (Chairperson John Dubelko)

Membership Committee (Chairperson Jessie M)

Social Outreach Committee: (Chairperson Jessie M)

Leesburg Facility Committee (Chairperson Brad Hess)

Purcellville Facility Committee (Chairperson TBD)

Training Committee (Chairperson TBD)

Special Projects Committee (Chairperson Mike Werling)

Signage Committee (Chairperson Mark Millsap)

Old Business:

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.

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 Business:

Sponsorship Committee Proposal (Jonathan White)

Problem: Need to increase Makersmiths revenue to cover costs

Solution: Create Sponsorship Committee charged with getting corporate sponsors and providing defined range of benefits to those sponsors. See slides for outline proposal: <https://docs.google.com/presentation/d/1RAya5nRY1Xc7OHjvJdwXoNk0bWsRH3IkAMrW3xCFexl/edit?usp=sharing>

Relevance to our tax exempt status: None

Proposed Motion: Motion that the board establish and support a Sponsorship Committee

Google G-Suite proposal (Michael James)

Problem: Need more organizational level services for e-mail and calendar.

Solution: Google G-Suite for Nonprofits. This suite will provide additional e-mail addresses, Calendars with time slot functions to allow members to schedule for time on equipment setup in the calendar. An organizational Google drive can hold documents for sharing and collaboration. We would also have a YouTube Channel for videos. https://support.google.com/nonprofits/answer/1614581?hl=en&ref_topic=3247288

Relevance to our tax exempt status: None

Proposed Motion: Motion to approve Michael James submitting an application for access to Google G-Suite and upon approval, setting up services for the organization.

Touch-a-Truck Proposal (Mark)

Problem: Request from Joshua's Hands organization to bring the Cow Train to their Touch-a-Truck event on March 24th

Solution: Will need someone(s) to take charge of this event, need a tractor and transportation of cars, as well as funds approved to participate in the event itself.

Relevance to our tax exempt status: Supports our tax exempt mission

Proposed Motion: Motion to approve expenditure of \$50 for deposit, nominate ____ to champion this event and to support Joshua's Hands during their Touch-a-Truck event on March 24th at Dominion H.S.

Remove the Rule requiring use of MIBS SRC3 (Mark)

Problem: The Process for handling meetings as stated in the Standing Rules has not been received well, hasn't been followed for various reasons, not the least of which is that they are arduous and confusing, and Rule to require them should be removed.

Solution: Remove the Rule.

Relevance to our tax exempt status: None.

Motion: Motion that the following text be removed from the Standing Rules:

"Many makerspaces use MIBS Simplified Rules of Coordinated Consensus through Chaos (MIBS SRC3) as the procedure to handling meetings. Version 1.0 was written by Nick Farr of HacDC who said it best when he stated: "MIBS SRC3 is designed for people who hate meetings, generally get along pretty well, but can sometimes get pretty opinionated and obstinate about thorny issues AND tend to ramble on at length. This process is designed to bring drama down to a manageable level."

Makersmith will closely follow the [MIBS](#) SRC3 format as the standard procedure for handling."

Clarification of the Standing Rules text (Mark)

Problem: Label text of the Meetings: Procedures: Annual Meeting of the Board of Director: is confusing and unclear in it's purpose.

Solution: Change label to read: "Annual Members Meeting for Elections to the Board of Directors" and change the body of the section to read "The Annual Member Meeting for Elections to the Board of Directors will be held on the first Wednesday of June from 7:30 PM to 8:30 PM in the Leesburg space."

Relevance to our tax exempt status: Unknown.

Motion: Motion that the Board change label to read: "Annual Members Meeting for Elections to the Board of Directors" and change the body of the section to read "The Annual Member Meeting for Elections to the Board of Directors will be held on the first Wednesday of June from 7:30 PM to 8:30 PM in the Leesburg space."

Adjournment

Minutes:

==Minutes==

7:20PM 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	Unexcused Absence

Note: A Director is deemed to have resigned or is required to resign if absent from three consecutive Board Meetings without the approval of the Board.

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

PASSED by consensus

***** OLD BUSINESS *****

Eliminate Annual and Semi-Annual Discounts Membership

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: Concerns were voiced about how this change would be received by those taking advantage of the discounts. Brad agreed to reach out to those members at next members meeting to discuss it with them. Item will be addressed as old business at next board meeting

Wild Apricot Membership Levels

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: Item is tied to OB1 and is being deferred to next meeting.

****NEW BUSINESS****

Sponsorship Committee Proposal

AS WRITTEN: Motion that the board establish and support a Sponsorship Committee

DISCUSSION:

Bullis: Supports formation of Sponsorship Committee. Rules require at least 3 members to form a committee. Encouraged that Jonathan recruit 2 additional members to form the committee.

Hess/Ravas/Painter: Supports formation of Sponsorship Committee. Encourage Jonathan to request board appoint him as Chairman of committee once committee is formed.

Millsap: Suggested that any Sponsorship Committee work with the Membership Committee to ensure any proposed sponsorships be compatible with membership systems.

Google G-Suite proposal

AS WRITTEN: Motion to approve Michael James submitting an application for access to Google G-Suite and upon approval, setting up services for the organization.

DISCUSSION:

Speaker1: Bullis asked if there were any additional stakeholders that should be considered. Todd (Techrat) was identified. Todd was jokingly "Voluntold" to be an administrator

Speaker2: Hess liked the proposal and stated it would be nice to migrate the Wiki from its current host to Google platform.

MOTION: Motion to approve Michael James submitting an application for access to Google G-Suite and upon approval, setting up services for the organization.

Proposed by: Millsap
Seconded by: Hess

Call for vote

In favor: Hess, Bullis, Painter, Ravas Millsap
Opposed: none
Abstain: none

Motion Pass/Fail: **PASSED**

Touch-a-Truck Proposal

AS WRITTEN: Motion to approve expenditure of \$50 for deposit, nominate ____ to champion this event and to support Joshua's Hands during their Touch-a-Truck event on March 24th at Dominion H.S.

DISCUSSION:

Painter: We do not currently have a tractor to pull the Cow Train or a means to get Cow Train to events

Millsap: We have other special events with conflicting schedules including push to get Purcellville location open. these efforts have us stretched very thin.

Ravas: Pointed out that March 24th is 1st day of LCPS Spring Break and that additional volunteers would likely be hard to find.

Bullis: Suggested that we consider participating next year when resources are likely to be better aligned to support.

MOTION: Motion to approve expenditure of \$50 for deposit, nominate ____ to champion this event and to support Joshua's Hands during their Touch-a-Truck event on March 24th at Dominion H.S.

Proposed by: Millsap
Seconded by: Hess

Call for vote

In favor: none
Opposed: Hess, Bullis, Painter, Ravas Millsap
Abstain: none

Motion Pass/Fail: **FAILED**

Remove the Rule requiring use of MIBS SRC3

AS WRITTEN: Motion that the following text be removed from the Standing Rules:

"Many makerspaces use MIBS Simplified Rules of Coordinated Consensus through Chaos ([MIBS SRC3](#)) as the procedure to handling meetings. Version 1.0 was written by [Nick Farr](#) of HacDC who said it best when he stated: "MIBS SRC3 is designed for people who hate meetings, generally get along pretty well, but can sometimes get pretty opinionated and obstinate about thorny issues AND tend to ramble on at length. This process is designed to bring drama down to a manageable level."

Makersmith will closely follow the [MIBS SRC3](#) format as the standard procedure for handling."

DISCUSSION:

Hess: Believes its important to have a structure and process for Board Meetings. Suggested it may be desired to have a different process for Members Meeting

Millsap: Objects to this Rules since its not followed. Agreed to work with Bullis to come up with a workable alternative.

Bullis: Against deleting Rule without any replacement. Stated that the board does mostly follow. Agreed to work with Millsap to come up with a workable alternative

Painter: Suggested each Board member also take the next several weeks to review the existing process and see they can offer up any suggested changes to make more acceptable.

New Agenda Item will be submitted by Millsap and Bullis when completed.

Clarification of the Standing Rules text

AS WRITTEN: Motion that the Board change label to read: "Annual Members Meeting for Elections to the Board of Directors" and change the body of the section to read "The Annual Member Meeting for Elections to the Board of Directors will be held on the first Wednesday of June from 7:30 PM to 8:30 PM in the Leesburg space.

DISCUSSION:

Bullis: Stated the bylaws require an Annual Meeting of Board of Directors and we cannot eliminate that meeting. Agrees to work with Millsap to accomplish the goal of making clear in Standing Rules when Board Elections are planned to occur and that it has a clearly stated purpose.

Millsap: Agrees to work with Bullis to accomplish the goal of making clear in Standing Rules when Board Elections are planned to occur and that it have a clear stated purpose.

New Agenda Item will be submitted by Millsap and Bullis when completed.

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Next meeting set for: April 3, 2018 at 7PM at 106 Royal Street NE, Leesburg, VA

9:05PM Meeting called to close

Action Items:

Status	Item Description	Responsible Party
☐		
☐		
☐		
☐		
☐		

Approved Spending Tracking:

Amount	To	From

