

2018-06-27 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:

June 27, 2018 at 7:00PM 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".

CA1 Training/events committee (John Dubelko)

Problem: There is not an easy way for members to post classes and events to the three online platforms (Facebook, Makermsth.org and Meetup) we use promote these events. Also, the three platforms do not ask for the very same information and this results in varying content between them, leading to confusion.

Solution: Create a committee that will handle policies and procedures for posting events to the three platforms so that the content is constant, professional looking and easy for members to use.

Relevance to our tax exempt status: None

Motion: Create a training/events committee with the charter of creating policies and procedures for creating classes and events and advertising these to members and the general public. This would include determining the content information the classes and events must contain. The committee will consider the various platforms Makersmiths currently uses and will best determine how to uniformly populate required content information between the various platforms. The committee will be chaired by John Dubelko and members will be Diane Painter, Jesse Malony and Zackary Thompson. The committee will also be given admin rights to the various platforms and the authority to create, change or modify event content to assure that it is constant, professional looking and easy for members to use.

CA2 Modification to Honorariums (John Dubelko)

Problem: Honorariums for class reimbursement have been going well. The only issue that has been encountered is implementing rule #5 to take out the next month's dues from payments being made to instructors. This has caused some timing issues and more administrative burden than anticipated. The time issue is to have all the information together before the members renewal date. The admin burden is the manual process of adding the credit to the members account and stopping the automatic payment of the member. There is also an impact to the member in that they must restart the automatic payment of membership dues if they are not getting a credit.

Solution: Remove rule #5 of the honorariums in the standing rules section, eliminating the requirement for the next month dues be taken out of any payment to instructors.

Relevance to our tax exempt status: None

Motion: Remove rule # 5 from the honorariums in the standing rules section.

CA5 Authorize Treasurer to return welding gas to Roberts Oxygen and pay off balance of account due (Mark)

Problem: Welding gas bottles rented from Roberts Oxygen continue to accrue charges and Invoice is well past due. Not using welding gas at the moment, and when we do need, we should purchase bottles for refilling rather than rent.

Solution: Authorize Treasurer to return welding gas to Roberts Oxygen and pay off balance of account due (now at ~\$250)

Relevance to our tax exempt status: Unknown

Motion: The treasurer return welding gas to Roberts Oxygen and pay off balance of account due.

CA6 Description (Submitter)

Problem:

Solution:

Relevance to our tax exempt status:

Motion:

CA7 Description (Submitter)

Problem:

Solution:

Relevance to our tax exempt status:

Motion:

Prior minutes

Officer Reports:

Chairman

In the future, mid-month Board actions, will result in a wiki page and all communications will be recorded there.

Brad to get [Brad Hess](#) contact Tom Hill for full report of what had been fulfilled and what liability remains from Kickstarter campaign by next board meeting.

Secretary

None

Treasurer

Financial Statement

[2018-06-21 May Income Statement.pptx](#)

Julie has meeting minutes from last meeting where we approved \$5K and just sent to Brandon. John D was asked for document showing how the \$7K was reallocated into buckets for budget. Brad to ask Brandon about documenting \$7K on an agenda.

There was an email vote to spend funds to purchase two portable A/C units for Leesburg. ~\$49.00

Member Reports:

Committee Reports:

New Member Orientation Committee (Chairperson John Dubelko)

Membership Committee (Chairperson Jessie M)

Jesse is going to make a motion to eliminate this committee

Social Outreach Committee: (Chairperson Jessie M)

Needs members, Christa is interested.

Leesburg Facility Committee (Chairperson Brad Hess)

Brad trying to get roof leaks fixed. Brad needs help getting the rooms ready for CNC and cleaning out rooms. Christa asked about A/C . . long discussion on what to do... Brad to sit down with Ted, Susan, and see what Trust can do... someone needs to get repair quotes

Purcellville Facility Committee (Chairperson Tom Hill)

Dave --> sink and bathroom works, lower building got lights, some clearing out done, time for ceramics, Tom Hill and family donated time to us/him for fathers day, water line into building now needs building re-plumbed, band saw works again, Dave has a scheme to get electricity to some tools.

Special Projects Committee (Chairperson Mike Werling)

Dave --> Cow train card HAVE to be in his hand by July 1st.

Signage Committee (Chairperson Mark Millsap)

John D. pointed out white foam board for use for MS-L facade sign. Will cut vinyl, finalize sign and place on building facade in July. Looking for sign hanging fabricator (need bar stock bending tools and welding capability) for creation of shingle sign. --> Brad and Dave are pledged to make the hanging hardware for shingle sign and Brad will look into getting buddy to have him make two new signs.

Old Business:

OB1 Description (Submitter)

Problem: Past minutes don't reflect the votes for \$7K reimbursement and \$5K authorizations; Dave has OK to hook up tool that Chris Straight from K2M sponsored.

Solution:

Relevance to our tax exempt status:

Proposed Motion:

OB2 Description (Submitter)

Problem:

Solution:

Relevance to our tax exempt status:

Proposed Motion:

OB3 Description (Submitter)

Problem:

Solution:

Relevance to our tax exempt status:

Proposed Motion:

New Business:

Question: How will Board actions outside or actions not recorded on Meeting Minutes be recorded?

We've now taken two actions; 1) Reimbursement of over \$7,000 of funds spent without prior authorization on Makersmiths-Purcellville buildout, 2) Expenditure of funds for two new portable A/C units for Makersmiths-Leesburg, that to my knowledge have no recorded vote, let alone been put on an agenda. This quote is straight from the Rules that were approved by the membership and Board:

No reimbursements, regardless of amount, are made to members without documented approval by the majority of the Board and the Treasurer that is obtained prior to the date of purchase. Any purchases for equipment, goods or services made without prior approval will be considered a donation for which a tax donation receipt will be issued.

NB1 Welcome new Board Members and Elect Chairperson and Secretary (Mark)

Problem: New Board Members elected. Time to take nominations and elect a Board Chairperson and Board Secretary for the next year.

Solution: Take nominations and elect a Board Chairperson and Board Secretary

Relevance to our tax exempt status: None

Proposed Motion: I nominate Brad Hess for Chairperson and Brandon Bullis for Board Secretary Pass unanimously with Brandon absent and Brad abstaining

NB2 Revenue Shortfall and Expenses (Mark)

Problem: I believe we are falling farther and farther behind with securing supporting revenue and overspending on expenses

Solution: Moratorium on new expenses until we've rebuilt sufficient income to fund operations for rolling future 12 months

Relevance to our tax exempt status: None

Proposed Motion: I propose that we not consider new discretionary expenses unless it can be shown to have immediate neutral or positive revenue.

NB3 An Accounting needs to be done with Kickstarter Purcellville Campaign for liability purposes (Mark)

Problem: Time and time again I have asked Tom / Dave / Mike for a FULL accounting of what is left for liability purposes from the rewards promised per the Purcellville Indegogo campaign. Time and time again, I've been told that ALL rewards have been fulfilled. Today I received a email from Tom referring Ralph Pugh to me for a free month of full membership. Again, what was promised, what has been provided and what remains as a liability?

Solution: Figure out what was promised, what has been provided and what remains as a liability, then figure out who is going to administer to the liability.

Relevance to our tax exempt status: Unknown, but potentially lots

Proposed Motion: Motion that the Board A) appoint a Purcellville Committee Chairperson, duties and responsibilities to be determined, and B) that the Chairperson, along with the Treasurer determine what was promised, what was provided and what remains as a liability and that those two report findings back to the Board no later than next Board meeting.

NB4 Pat Scannell Membership (Brad Hess)

Problem: Pat Scannell has been on a membership based upon money he originally put in to start the organization. As we know Pat and his family have been through some rough times and are getting back on their feet. He has said that he is willing to start paying for a full membership, but might need a little more time

Solution: I propose that we give Pat a 6 month full membership at associate member pricing. This is within the complementary membership guidelines.

Relevance to our tax exempt status:

Proposed Motion: No motion just a discussion [Brad Hess](#) to talk to Pat and do a complementary membership for him for three months.

NB5 Copier Maintenance Contract (John Dubelko)

Problem: The space's current color copier/printer is not very reliable and is being maintained with member labor and donations. The space will need to fund the replacement of parts and tone very soon. Copier maintenance is not really a "maker" endeavor and is taking resources away from Makersmiths core mission.

Solution: The attached analysis would suggest that a less risky approach to having a laser color copier would be to setup a maintenance contract with a company that will donate a new color copier to the space. All labor, parts and toner would be provided as part of the maintenance agreement. The space would only be responsible for paper. [2018-05-26 Copier BCA.pptx](#)

Relevance to our tax exempt status: None

Motion: The treasurer be allowed to request the donation and maintenance legal paperwork from maintenance company and have the board review these documents. After the board reviews, the board conduct a vote on if the contract should be executed, modified, or not executed.

vote: unanimous in favor

NB6 Associate Membership Benefits (John Dubelko)

Problem: There is confusion over the benefit that associate members have as far as allowing family members living in the same household on to the same membership. Having family members as part of the associate membership is a big selling point for the space. Several associates have been setup with these bundled memberships.

Solution: Add full membership rights and obligations #6 to the associate membership rights and obligations.

Relevance to our tax exempt status: None

Motion: Add full membership rights and obligations #6 to the associate membership rights and obligations. "Membership may include immediate family members living at the same address, together a "Member".

Motion failed, Erin, Mark for, Dave, Brad, Michael against.

Adjournment

Minutes:

==Minutes=

TTTT Call to Order
Attendance:

Name	Position	Roll Call
Brad Hess	Board Member, Chairperson	Present
Brandon Bullis	Board Member, Secretary	Excused
Dave Painter	Board Member	Present
Juli Ravas	Board Member	Present
Mark Millsap	Board Member*	Present
<i>Erin Werling</i>	Board Member	Present
<i>Michael James</i>	Board Member	Present

*Mark Millsap served as Secretary for this meeting
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CONSENT AGENDA - DISCUSSION

See Notes above in Agenda Item

NEW BUSINESS

See Notes above in Agenda Item
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Next meeting set for July 25. Julie will not be at meeting

Dave brought up 'Men's Sheds' TBD

Jesse brought up befits of targeted advertising. Christa sez too many emails.

[Brad Hess](#) brought up that Ted Markson is willing to teach classes and help make an association between Makersmiths and Nova-Labs!!!! Yea!!!! Sheet metal classes

[Brad Hess](#) is going to work with Squirrl to get mill jacked up and leveled.

Meeting called to close 9:55 pm

Action Items:

Status	Item Description	Responsible Party
☐		
☐		
☐		
☐		
☐		

Approved Spending Tracking:

Amount	To	From