

2024-04-24 Meeting of the Board of Directors

- 1 Time and Location:
- 2 Call to Order:
- 3 Consent Agenda
 - 3.1 CA1: Form 990 Approval (Scott Silvers)
 - 3.2 CA2: Allocate Funds from a Previous Motion from a Different Account (Brad Hess)
 - 3.3 CA3: Post Legal Review Revisions to Bylaws (Scott Silvers)
- 4 Approval of Prior Minutes
- 5 Officer Reports
 - 5.1 Chairperson:
 - 5.2 Secretary:
 - 5.3 Treasurer:
- 6 Committee Reports:
 - 6.1 Membership Committee (Mark Milsap)
 - 6.2 Marketing Committee (Jason Gilligan)
 - 6.3 Website Committee (Maggie Toth)
 - 6.4 Leesburg Facility Committee (Jessee Maloney)
 - 6.5 Purcellville Facility Committee (Dave Painter)
 - 6.6 Scheduling Committee (Jennifer Chu)
 - 6.7 Newsletter Committee (Melissa Kowalski)
 - 6.8 IT Committee (Scott Silvers)
 - 6.9 Standing Rules Committee (Jonathan White)
- 7 New Business
 - 7.1 NB1: Trade in old ULS Laser and accessories to purchase a Roland BN2-20 printer (Scott Silvers)
 - 7.2 NB2: Post Legal Review Revisions to Bylaws (Scott Silvers)
 - 7.3 NB3: KidWind Usage of Assets (Jennifer Chu)
- 8 Open Discussion
- 9 Executive Session
- 10 Adjournment

Time and Location:

7pm ET Virtual Meeting <https://meet.google.com/cih-ehxi-wbc>

Call to Order:

Meeting called to order by Jonathan White at 7:03pm.

Board/Officer Name	Position	Term	Attendance (Y/N)
Jonathan White	Board Member, Chairperson	2023-2026	Y
Bev Murdock	Board Member, Secretary	2021-2024	Y
Mike DeWan	Board Member	2021-2024	N (excused absence)
Brad Hess	Board Member	2022-2025	Y
Jessee Maloney	Board Member	2022-2025	Y
Scott Silvers	Board Member	2023-2026	Y
Jennifer Chu	Board Member	2023-2024	Y
John Dubelko	Treasurer	2023-2024	Y
Vacant	President	2023-2024	N/A

Consent Agenda

CA1: Form 990 Approval (Scott Silvers)

Issue: Makersmiths 990 Tax Form is due

Solution: Each year, non profits must submit to the IRS a Form 990 "Return of Organization Exempt from Income Tax." Board to review and approve draft 990 as posted on Slack by Treasurer John Dubelko

Relevance to Tax Exempt Status: Required form for 501(c) 3 corporations.

Motion: Move to approve the draft 990 as posted on Slack

CA2: Allocate Funds from a Previous Motion from a Different Account (Brad Hess)

Issue: The Board approved building related expenditures for Purcellville in the 10/23/2024 Meeting of the Board of Directors (Motion NB2), coming from the building capital reserve. The approved project has not yet taken place and funds have not been withdrawn. We seek to supersede the motion to instead draw the funds from the operating account and preserve capital for a potential future real estate transaction.

Solution: Vote on a new motion that would change which account the funds would be drawn from when expended.

Relevance to Tax Exempt Status: None

Motion: Move to supersede the previously approved 10/23/2024 NB2 (approved as "Move to approve the spend of \$8,820 to come from the Building Reserve and \$3,175 from the Equipment Reserve to complete the projects as outlined on the October 2023 slide of the Purcellville Capital Plans presentation" as follows: "Move to approve the spend of \$8,820 to come from the operating account and \$3,175 from the Equipment Reserve to complete the projects as outlined on the October 2023 slide of the Purcellville Capital Plans presentation."

CA3: 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.



Proposed Bylaws changes.pdf

Relevance to Tax Exempt Status: None

Motions:

- CA3A: Update 4.2.2.1 to recommended language.
- CA3B: Delete 4.2.2.3. To combine with updated language to 4.2.2.4
- CA3C: Update 4.7.2 replacing may with shall
- CA3D: Update 4.10.1 to recommended language
- CA3E: Update 4.12 to recommended language, simplifying and referring to relevant VA law and delete 4.12.2.
- CA3F: Update 6.2 to recommended language.
- CA3G: Update 6.6.1 to recommended language.
- CA3H: Update 9.3.1 to recommended language
- CA3I: Update 9.4.1 to recommended language
- CA3J: Update 9.6.1 to recommended language
- CA3K: Update 10.2.1 based on recommendation
- CA3L: Update 1.6 to recommended language
- CA3M: Update to 1.22 to recommended language

Motion: Move to approve CA1-3

Vote: Motion carries by voice vote

Approval of Prior Minutes

[2024-03-27 Meeting of the Board of Directors](#)

[2024-04-10 Special Meeting of the Board of Directors](#)

Motion: Move to approve meeting minutes as posted

Vote: Motion carries by voice vote

Officer Reports

Chairperson:

Verbal, Potential changes to board/officers, potential CPA to assist

Secretary:

- Election Update:
 - 3 Nominee Forms Submitted (shown below)



Jennifer Chu_Cand...2024 Election.pdf



Bo Wernick_Candi...024 Election.pdf



Candidate Form_J...ection - ETG.pdf

- Nominees are invited to address the membership at 5/1 meeting, after which voting will be opened
- Voting closes shortly upon the opening of the 6/5 annual meeting of the membership (provided quorum has been reached)
- New Board members will be announced and their responsibilities commence

Treasurer:



2024-03 Financials.pdf

Committee Reports:

Membership Committee (Mark Milsap)



2024-04 Membersh...Board Report.pdf

Marketing Committee (Jason Gilligan)

Website Committee (Maggie Toth)

Leesburg Facility Committee (Jessee Maloney)

Purcellville Facility Committee (Dave Painter)

Scheduling Committee (Jennifer Chu)



Scheduling Commit... - April 2024.pdf

Clarification sought and confirmed with regard to minor children, not otherwise part of a Household membership, being charged non-member rates for classes.

Newsletter Committee (Melissa Kowalski)

IT Committee (Scott Silvers)

Standing Rules Committee (Jonathan White)

- Seeking volunteer to take over

New Business

NB1: Trade in old ULS Laser and accessories to purchase a Roland BN2-20 printer (Scott Silvers)

Issue: The ULS laser and UV printer rotary tool are not being used by members but still have value.

Solution: Trade the ULS equipment and UV Printer Rotary tool for a Roland BN2-20 and appoint a steward.



BN2-20 Request an...d Motions (1).pdf

Relevance to Tax Exempt Status: None

Motion:

- **NB1A:** Move to trade the ULS Laser, ULS Laser Bed, ULS Rotary Tool and UV Printer Rotary tool for the purchase of a Roland BN2-20 per the attached plan. Budget to come from the equipment reserve, and will not exceed \$2,800. Update fees to "UV Printers" in standing rules.
Vote: Motion carries by voice vote
- **NB1B:** Move to appoint Diane Bollinger as steward of the BN2-20
Vote: Motion carries by voice vote

NB2: 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.



Proposed Bylaws changes.pdf

Relevance to Tax Exempt Status: None

Motions:

- NB2A: Update 4.1.1 to recommended language.
Vote: Motion carries by voice vote
- NB2B: Update Section 5 to require that officers must be Directors
Motion seconded, motion withdrawn for future discussion.

NB3: KidWind Usage of Assets (Jennifer Chu)

Issue: Parents and coaches are already inquiring about next year's KidWind program. And Diane Painter would like to develop STEM workshops for youth and parents this summer (e.g., basic electronics, TinkerCad, and arduino workshops). However, it is unclear if the laptops and other grant assets, originally intended for youth STEM initiatives under the grant proposal, will be available for use.

Solution: Make the grant assets, including the laptops, laptop charging cabinets, FlashForge, and the wind tunnels, available for their original intended purposes for another year, through May 2025.

Relevance to Tax Exempt Status: None

Motion: Make the grant assets available for STEM activities and initiatives through May 2025.

Proposed amendment: Move that the equipment procured under 2019 100-Women Strong (5 laptops) and the 2022 Google Grant will be maintained as schedulable resources available for use by both STEM activities and Makersmiths with the STEM activities having preferred usage and will not be disposed of or relocated to another location through the end of May 2025. Locations are as listed below:

MS-P: Windtunnel, FlashForge, 3 Google Grant laptops, charging cart

MS-L: Charging cart, (5) 100-women strong laptops, desktop tormach

Motion as amended seconded

Vote: Motion as amended carries by voice vote

Open Discussion

Open meeting adjourns at 8:10pm

Executive Session

Adjournment

Meeting adjourned by Jonathan White at 8:25pm