

2019-02-27 Meeting of the Board of the Directors - Agenda /Minutes

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 - 2.2 CA2 Intellectual Property Matters (Mark R Millsap on behalf of Diane Painter and Jim Cottone)
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Time and Location:

February 27, 2019 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 Insurance Renewal (Mark R Millsap)

Problem: Do we need insurance? Who needs stinking insurance? We don't have anything going on here that we need insurance for right? <smile> Insurance is coming up for renewal in about 60 days and insurance broker is asking if we need to review or just renew.

Solution: Renew insurance

Relevance to our tax exempt status: Unknown

Motion: Motion to have Treasurer review current insurance policies and pay renewal fees if no changes are necessary.

CA2 Intellectual Property Matters (Mark R Millsap on behalf of Diane Painter and Jim Cottone)

Problem: Murky 'shop rights' as to whom would own the rights to intellectual works developed at Makersmiths.

Solution: Clarify Makersmiths policy and practices by incorporating the following statement: "Makersmiths and it's officers and agents acknowledge that valuable intellectual property rights may be created by persons using its facilities, and disclaims any and all rights to that intellectual property."

Relevance to our tax exempt status: Unknown

Motion: I motion that the following statement be added to Makersmiths policies and practices: "Makersmiths and its officers and agents acknowledge that valuable intellectual property rights may be created by persons using its facilities, and disclaims any and all rights to that intellectual property."

CA3 Intellectual Property Matters ([Mark R Millsap](#) on behalf of Diane Painter and Jim Cottone)

Problem: Murky 'co-inventors' rights when collaborating on a matter or project at Makersmiths

Solution: Clarify ownership of intellectual property rights on matters or projects when collaborating on same at Makersmiths. Makersmiths should encourage such clarification by offering the following as a recommended practice: Makersmiths recommends that Intellectual property rights be clarified and memorialized in writing by persons working together at its facilities so as to clearly distinguish between the project creator (the owner) and persons who merely assist in routine work (the helpers) to advance the project.

Relevance to our tax exempt status: Unknown

Motion: I motion that the following statement be added to Makersmiths policy and practices: "Makersmiths recommends that Intellectual property rights be clarified and memorialized in writing by persons working together at its facilities so as to clearly distinguish between the project creator (the owner) and persons who merely assist in routine work (the helpers) to advance the project."

CA4 Change in Policy and Procedure for Elevating An Associate Member to Full Member ([Mark R Millsap](#))

Problem: Growth of the organization is making the present policy and procedure for elevating an Associate Member to Full Member unwieldy.

Solution: Have vote for elevating a member delegated from all members present at monthly membership meetings to majority vote of Makersmiths Board of Directors

Relevance to our tax exempt status: Unknown

Motion: I motion that Makersmiths policy and procedure for elevating an Associate Member to Full Membership be delegated to Makersmiths Board of Directors

CA5 WildApricot is imposing a new payment gateway fee ([Mark R Millsap](#))

Problem: WildApricot is imposing a new payment gateway fee of approximately \$35 / month on top of the \$160 / month we pay now. Alternatively, we can switch to WildApricot branded payment gateway to avoid the fee altogether. Downside to switch is that it may require everyone to reenter their credit card info and a certain percentage of folks may not complete the process and we will lose that member. If we lose two Associate members and one Full member, that will effectively cost us \$200 / month vs \$35 / month new fee.

Solution: Long term it makes sense to make switch to WA branded payment gateway as it will eventually be less expensive and will likely be better supported and have fewer bugs (like invoice numbers not quite being in sync between Quickbooks and WA).

Relevance to our tax exempt status: Unknown

Motion: I motion that the Treasurer formulate policy and requirements to have all members enter a credit cards number for membership dues payments and other Makersmiths fees such as class fees, or merchandise purchases. Further that the new policy be implemented prior to 07/01/2019.

CA6 Description (Submitter's [John Dubelko](#))

Problem: The scheduling committee is looking for a simple way to automatically post events in Wild Apricot to Facebook.

Solution: There is an API service that will take events and class events on Wild Apricot and post them to Facebooks events. This service is \$9 a month.

Relevance to our tax exempt status: None

Motion: Allow \$60 be allocated to test this API service that will take Wild Apricot events and post them to Facebook. This will be a 6 month trial.

CA7 Request to form a Newsletter Committee (Submitter's [Jessee Maloney & Erin Werling](#))

Problem: The scheduling committee has a lot on their plate as it is, and the newsletter doesn't really have too much to do with scheduling.

Solution: Form a committee of at least four members who will source information, photos and links for the newsletter each month to help get information about the space out in to the world. The newsletter is currently sectioned off in to four quadrants, Leesburg, Purcellville, Upcoming Classes and Organization wide news. By having four committee members, we can have each one focus on one quadrant to help lessen the burden. This committee would also allow members who don't have time to come in to the space and help out, get their volunteer hours from home.

Relevance to our tax exempt status: None

Motion: Allow Jessee and Erin to form a Newsletter Committee with monthly meetings on a Friday

Prior minutes

Officer Reports:

Chairman

Secretary

Treasurer

Financial Statement

Member Reports:

President's Report:

In June of 2019, it will be four years that I've held the position of President of Makersmiths Inc. I wish to relinquish the position come June and want to work with the Board and general membership on plan for making a transition.

Committee Reports:

New Member Orientation Committee (Chairperson [John Dubelko](#))

Membership Committee (Vacant)

Social Outreach Committee: (Chairperson [Jessee Maloney](#))

Leesburg Facility Committee (Chairperson [Brad Hess](#))

Purcellville Facility Committee (Chairperson [Tom Hill](#))

Scheduling Committee (Chairperson [John Dubelko](#))

Special Projects Committee (Chairperson [Mike Werling](#))

Old Business:

N/A

New Business:

NB1 Associate to Full Member Elevation ([Mark R Millsap](#))

Problem: Not enough good Full Members.

Solution: Elevate good Associate Members willing to become good Full Members

Relevance to our tax exempt status: Unknown

Proposed Motion: I motion that the following persons be elevated to be Full Members of Makersmiths, Inc.:

Justin Shippee

Bob Ragsdale

Jesse Trutna

NB2 Clarification of Policy Regarding Minors (Mark R Millsap)

Problem: The policy regarding minors in Makersmiths space is not well qualified or understood. A few weeks ago we had the Manager of Makersmiths-Purcellville admonish a parent for allowing his child to attend resin river class without the parent being in attendance. The KidWind program is being conducted without the attendance of all the parents at all times seemingly without issue. A week long summer camp is being planned and it is not contemplated to require all parents to be in attendance at all times.

There is Rule #11 of the Code of Conduct, but there seems to be grey areas such as "they can only use equipment that they have been certified on, and then must follow any and all minor supervision rules required for that equipment." question of minor certification process and minor supervision rules. In addition, why the use of the word 'and' in the following phrase: "permission from a trustee and a parent/guardian in advance." What qualifies as 'permission'? What form does it need to take? Does it need to be written?

In addition, is the last sentence "Said responsible adult assumes all responsibility for the actions and safety of said minor." in conflict with the Makersmiths Waiver of Liability?

And finally, the Board has never addressed nor formally adopted the [Draft Abuse Prevention Policy and Procedures](#). It's high time we did.

Solution: Seek clarification of policy with benefit of legal council to craft an overarching Policy Regarding Minors and Abuse Prevention, and set a goal to have a policy in place by June 2019

Relevance to our tax exempt status: Unknown

Proposed Motion: I motion that a Board sub-committee of three led by the Secretary be elected to formulate Policy Regarding Minors and Abuse Prevention and return draft policy for Board vote by June 2019 board meeting.

NB3 Long Term Status of Facilities (Mark R Millsap)

Problem: Lease for Makersmiths-Leesburg is slated to expire June of 2020, which leaves a little less than 17 months to examine our longer term options, formulate a plan and put that plan into place. Without a long term plan, it's problematic to continue to make plans for, and continue to put improvements such as HVAC upgrades or dust collection system, into place.

Solution: Form a committee to examine options and then make a report to the Board for their consideration and direction. Once options are known, and prioritized by the Board, formulate a plan, and begin negotiations to execute on the plan with Board consent.

Relevance to our tax exempt status: Unknown

Proposed Motion: I propose a Long-Term Facilities Plan Committee be formed for purposes of formulating long term options (3 to 10 year time frame) for Makersmiths facilities, with particular focus on Makersmiths-Leesburg. Committee is to issue written reports and give final recommendations on long term options for Makersmiths facilities at June 2019 Board Meeting.

NB4 Funding completion of MS-P dust collection system, MS-P compressed air system, and renovation of MS-L dust collection system (Mark R Millsap)

Problem: Woodshop at MS-P cannot be completed without additional funding and parts from MS-L dust collection system. MS-P is also in need of funding for initial establishment of compressed air system infrastructure to serve MS-P woodshop.

Solution: Allocate new funding from Makersmiths general funds and green light additional funding from on-going future class events.

Relevance to our tax exempt status: Unknown

Proposed Motion: I propose to allocate up to \$2000.00 of Makersmiths funds to a) renovate MS-L dust collection system, b) complete MS-P dust collection system and c) make MS-P compressed air system operational at up to 4 outlets (one each in woodshop, metalshop, paintshop and welding shop), in that order. Exactly how to spend funds to be decided by DC-CA Committee. Further, I nominate Dave Painter as initial committee member and direct him, with Board consent, to recruit at least two, but no more than four, other Full Members to serve on said committee. Committee is to issue written plan for Board approval via email of total expenditures for a, b & c, expenditure of initial funds.

Adjournment

Minutes:

==Minutes==

7:05PM Call to Order
Attendance:

Name	Position	Roll Call
Brad Hess (Brad Hess)	Board Member, Chairperson	Excused
Brandon Bullis (Brandon Bullis)	Board Member, Secretary	Present
Dave Painter (David Painter)	Board Member	Present
Juli Ravas (Juli Ravas)	Board Member	Present
Mark Millsap (Mark R Millsap)	Board Member	Present
Erin Werling (Erin Werling)	Board Member	Present
Michael James (Michael James)	Board Member	Present

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*****CONSENT AGENDA - *****

Passed by consensus

****NEW BUSINESS****

NB1 Associate to Full Member Elevation ([Mark R Millsap](#))

- AS WRITTEN: motion that the following persons be elevated to be Full Members of Makersmiths, Inc.: Justin Shippee, Bob Ragsdale, Jesse Trutna

- DISCUSSION:

- Speaker1: n/a
- Speaker2: n/a

- Motion: motion that the following persons be elevated to be Full Members of Makersmiths, Inc.: Justin Shippee, Bob Ragsdale, Jesse Trutna

- Proposed by Millsap
- Seconded by Bullis

-Call for vote

- In favor: Bullis, Millsap, Painter, James, Werling, Ravas
- Opposed: None
- Abstain: None
- Motion Pass/Fail: PASSED

NB2 Clarification of Policy Regarding Minors ([Mark R Millsap](#))

- AS WRITTEN: I motion that a Board sub-committee of three led by the Secretary be elected to formulate Policy Regarding Minors and Abuse Prevention and return draft policy for Board vote by June 2019 board meeting

- DISCUSSION:

- Speaker1: n/a
- Speaker2: n/a

- Motion: I motion that a Board sub-committee of three led by the Secretary be elected to formulate Policy Regarding Minors and Abuse Prevention and return draft policy for Board vote by June 2019 board meeting

- Proposed by Millsap
- Seconded by Bullis

-Call for vote

- In favor: Bullis, Millsap, Painter, James, Werling, Ravas
- Opposed: None
- Abstain: None
- Motion Pass/Fail: PASSED

NB3 Long Term Status of Facilities ([Mark R Millsap](#))

- AS WRITTEN: I propose a Long-Term Facilities Plan Committee be formed for purposes of formulating long term options (3 to 10 year time frame) for Makersmiths facilities, with particular focus on Makersmiths-Leesburg. Committee is to issue written reports and give final recommendations on long term options for Makersmiths facilities at June 2019 Board Meeting.

- Speaker1: Bullis - would like to see someone new lead this committee.
- Speaker2: Painter, concerned that June Board Meeting is too late

- Speaker 3: Ravas - Agreed with Bullis

- Motion: Propose a Long-Term Facilities Plan Committee be formed for purposes of formulating long term options (3 to 10 year time frame) for Makersmiths facilities, with particular focus on Makersmiths-Leesburg. Committee is to issue written reports and give final recommendations on long term options for Makersmiths facilities at June 2019 Board Meeting.

- Proposed by Millsap

- Seconded by Painter

-Call for vote

- In favor: Bullis, Millsap, Painter, James, Werling, Ravas

- Opposed: None

- Abstain: None

- Motion Pass/Fail: PASSED

NB4 Funding completion of MS-P dust collection system, MS-P compressed air system, and renovation of MS-L dust collection system (Mark R Millsap)

- AS WRITTEN: I propose to allocate up to \$2000.00 of Makersmiths funds to a) renovate MS-L dust collection system, b) complete MS-P dust collection system and c) make MS-P compressed air system operational at up to 4 outlets (one each in woodshop, metalshop, paintshop and welding shop), in that order. Exactly how to spend funds to be decided by DC-CA Committee. Further, I nominate Dave Painter as initial committee member and direct him, with Board consent, to recruit at least two, but no more than four, other Full Members to serve on said committee. Committee is to issue written plan for Board approval via email of total expenditures for a, b & c, expenditure of initial funds.

- Motion: I propose to allocate up to \$2000.00 of Makersmiths funds to a) renovate MS-L dust collection system, b) complete MS-P dust collection system and c) make MS-P compressed air system operational at up to 4 outlets (one each in woodshop, metalshop, paintshop and welding shop), in that order. Exactly how to spend funds to be decided by DC-CA Committee. Further, I nominate Dave Painter as initial committee member and direct him, with Board consent, to recruit at least two, but no more than four, other Full Members to serve on said committee. Committee is to issue written plan for Board approval via email of total expenditures for a, b & c, expenditure of initial funds.

- Proposed by Millsap

- Seconded by Painter

-Call for vote

- In favor: Bullis, Millsap, Painter, James, Werling, Ravas

- Opposed: None

- Abstain: None

- Motion Pass/Fail: PASSED

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Next meeting set for March 27, 2019 at 7:00PM at 106 Royal Street NE, Leesburg, VA

7:45PM Meeting called to close

Action Items:

Status	Item Description	Responsible Party
☐	Set up Board Sub-Committee and draft Policy for minors	Brandon Bullis
☐	Test API service for WA events	John Dubelko
☐	Revise Standing Rules for 2 Intellectual Property matters	Brandon Bullis
☐	Review Insurance and renew	John Dubelko
☐	Formulate policy and requirements for all members to enter credit card information for membership	John Dubelko

Approved Spending Tracking:

Amount	To	From
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\$2000	DC-CA	General
\$60	Test API service for WA events to post on Facebook	General