

2021-07-28 Meeting of the Board of the Directors - Agenda /Minutes

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Time and Location:

July 28, 2021 at Virtual Meeting - 7:00pm

Call to Order

Called to order at 6:58PM - All Board Members present

Call to Order Attendance:			
Name	Position	Board Year in Term	Roll Call
Brad Hess (Brad Hess)	Board Member	3	Y
Bev Murdock (@ TBD)	Board Member	1	Y
Dave Painter (David Painter)	Board Member, Chairperson	2	Y
James Waldron (James Waldron)	Board Member	3	Y
Jonathan White (Jonathan White)	Board Member, Secretary	2	Y
Scott Newman (Scott Newman)	Board Member	1	Y
Mike DeWan (TBD)	Board Member	1	Y

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 propose 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: Appointment of Leesburg Facility Committee Chair (@Jonathan White)

Issue: Brad has requested that someone else take over as the Leesburg Facility Committee Chair.

Solution: Jessee has volunteered to be the Leesburg Facility Committee Chair

Relevance to Tax Exempt Status: None

Motion: Move to appoint Jesse Maloney as the Leesburg Facility Committee Chair.

CA4: Brenham Howard Complimentary Membership ([Scott Newman](#))

Issue: Brenham Howard requested a Complimentary Membership. Here is his request:

Hi Makersmiths! I'm a JMU student home for summer until late August, and I'd like to pursue a complimentary membership in return for my volunteer labor. I'm unemployed this summer so what I can't offer in membership dues I can offer in service. I have years of experience in electronics, both structural and "fine" (relatively) woodworking, 3D modeling, vector art, and more. Specifically my past projects include an automated mineral dosing system for brewing, vector recreation of drawn art for custom embroidery, hand-tooled small furniture, and electronics repair. I have formal education in PCB and circuit design as well as 3D drawing, but all of my other skills like coding are self-taught for my hobbies. I think that my range of skills and breadth of experience make me a valuable asset for your organization. I'd love to spend time in the space to keep it open, guide tours, and get involved with projects wherever I can. In addition to offering general consultation and project advice, I'm 21 years old and wholly unafraid of manual labor. I'm also an obsessive brewer (craft coffee and beer) so high-quality hydration morning and night is certainly in my skillset.

I plan to use my membership to elevate my hobby projects with your tools and most importantly your community's advice. I have no doubt that within 3 months I can find a project for every tool and resource at my disposal as a member. I'd also like to use my access to the space to do projects with my friends and family, and generally just make things for people with people. Beyond access to the space, I'm looking for social involvement (and that sweet, sweet slack invite) to keep my brain from rotting without a job or coursework.

I'm flexible with my hours. Without a job I can be available at any time given enough notice, and I'm often available without notice if you try me. This month is my busiest of the summer, as I'll be unavailable from 6/8 to 6/11 and then 6/15 to 6/22. Those are currently my only obligations aside from getting back to Harrisonburg in late August.

Thank you for considering me as a complimentary member. I hope to meet all of you soon and get to know your community.

Brenham Howard

This was posted to the #boardtalk channel because, as a college student his availability was ending in August and we wanted to provide a larger window of opportunity for him to participate in. He came and participated at the June Purcellville workday weed whacking for a couple of hours, then sat for a while working with Michael James on planning some 3D printing classes. A motion was made in the channel in the form of a poll and all 7 Board members approved. This item is being presented to memorialize the action taken outside of a regular meeting.

Solution: Extend a 3 month Complimentary Membership to Brenham Howard.

Relevance to Tax Exempt Status: None

Motion: Move to give Brenham Howard a complimentary membership for 3 months starting June 11 (or before)

Discussion: As mentioned, this motion was already made and passed. This item is just to memorialize the action taken outside of the meeting.

Consent Agenda Vote: Motions pass.

Prior minutes

[2021-06-30 Meeting of the Board of the Directors - Agenda/Minutes](#)

No objections to approval of the prior minutes.

Officer Reports:

Chairman:

No report this month.

Secretary:

Meeting notes will be shorter so that Secretary can participate more fully in the meeting.

Treasurer:



2021-06-30 Financial Report.pdf



Approved projects...expenditures.xlsx

Member Reports:

No Member Reports

Committee Reports:

Website Committee (Chairperson [Jessee Maloney](#))

[07 / July 2021: Website, Design & Maintenance Committee Notes](#)

Membership Committee (Chairperson [Scott Newman](#))



Board Membership...ort 20210728.pdf

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

[2021 July Leesburg Committee Notes](#)

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

Scheduling Committee (Chairperson [Diane DeMott Painter](#))



Scheduling_Newsletters_July_2021.doc

Special Projects Committee (Chairperson OPEN)

Welding Committee (Chairperson [Arthur 'Skip' Smith](#))

Newsletter Committee (Chairperson [@Melissa Kowalski](#))

IT Committee Chairperson [Michael James](#)

Video Committee (Chairperson [Adam "Squirrl" McClintock](#))

Custom Frame Shop Committee (Chairperson - OPEN)

Radio Club Committee (Chairperson [Allon Stern](#))

Marketing Committee (Scott Acting Chair)



Board Marketing C...port 20210728.pdf

Old Business:

OB1: Machine Access Controls ([James Waldron](#))

Problem: We are not currently able to gather machine operating hours or control machine access. Anyone can use any machine whether they have taken Red Tool training or not. This sometimes leads to machine damage and expensive repairs. Lack of usage information means that preventive maintenance is not related to actual machine time, may be overdue, or be performed too often.

Solution: Fit select machines with access controls. Device to allow only authorized users and to log usage information. There are both home grown and commercial options available. Home grown solutions are less expensive but initially have fewer features. Commercial options are more expensive but more fully featured. Integration with our existing systems and data stores are likely easier for home grown solutions, possibly harder for commercial solutions.

Relevance to our tax exempt status: None

Proposed Motion: Adopt Machine Controls for Select Machines. Establish a small Machine Control committee to; determine which machines need to be controlled, investigate the current commercial and home grown solutions and select 3, present those to the Board at the February meeting. The Board to select a solution at the February meeting.

Discussion: Jim says he probably has enough parts to build some working prototypes. Dave - would like to see building a few of these and putting them in place and testing. We almost had to buy a new tablesaw this week given the Delta organization being on sold multiple times. This would have been \$250 in parts that aren't available anymore. Jim said it would be made available for Android and iPhone and you would use an app. It would enable the machine for an hour at a time and sense current that would then extend the machine on time automatically.

Amended Proposed Motion: Establish a small Machine Control committee to test a machine control solution and present the results and proposed costs to the Board at the February meeting.

Vote: Unanimous in favor.

Follow up on 02-24-2021: Delays due to snow storms but not ready to demo yet.

Follow up on 03-31-2021: Jim showed the prototypes. Dave suggested we put it on table saw in Pville. One could be repurposed to make a 3 phase version. Nothing to vote on at this time.

Follow up on 04-28-2021: Dave suggests putting it one on table saw and one on the miter saw for testing purposes. Jim will get prototype up and running in the next few weeks.

Follow up on 05-26-2021: First unit ready to go for beta period. Has an override button it during trialing. Need a couple of static IP addresses for Purcellville. One for table saw and one for mitre saw.

Follow up on 06-30-2021: Jim still working on it. Has had family in town.

Follow up on 07-28-2021: Jim gave additional update. Jim to test control box on Mit

New Business:

NB1: Adopt Roberts Rules of Order ([Jonathan White](#))

Issue: The current Standing Rules state that meetings will be conducted using the "MIBS Simplified Rules of Coordinated Consensus through Chaos (MIBS SRC3)". On 07/07/2021, the website that hosts the rules was down (though some earlier drafts were reachable), making review of those rules impossible. A google search of MIBS SRC3 yields three results - the original website that is down, a modified version used by a makerspace in Dallas, and our Makersmiths Wiki. A search for "Simplified Rules of Coordinated Consensus through Chaos" also yields no usable results except that mentioned above. Having a referenceable, agreed methodology to run Board Meetings is important for efficiency and transparency.

Solution: Adopt Roberts Rules of Order as the basis for running Makersmiths Board meetings.

Relevance to Tax Exempt Status: None

Proposed Motion: I move that Makersmiths adopt Roberts Rules of Order as the framework for running Makersmiths Board Meetings and this is achieved by removing the following section from the "Meetings" section of 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.

and that it is replaced with:

Makersmiths will use the current edition of Roberts Rules of Order as the framework for running Board Meetings and in compliance with Makersmiths Bylaws for meetings after 07-28-2021.

Motion was seconded.

Vote - Motion carried by voice vote.

NB2: Extend Period for Implementation of New Membership Structure (James Waldron)

Issue:

Last try. I believe that it was quite irresponsible for the previous board, as their last act, to pass a membership change without a plan for implementation. My initial thought was, 'yikes, how in the world will we get done what needs to be done by Aug 1'. Then Scott spoke up and said he would undertake to identify and make the changes needed. I was somewhat relieved, Scott is a 'git er done guy', but still concerned. Even with my imperfect understanding of the organization I knew there was a LOT to do. And then, Scott's remit was limited and narrowed to only membership issues. This leaves a lot of stuff on the table. I attempted to have the new board take control of the matter and extend the August 1st deadline. John D had a pretty good plan that he had presented to the board earlier, why could we not adopt that and provide the necessary time to make ALL the needed changes instead of just giving this a lick and a promise and hoping for the best?

Among the many things that have to be done (beyond by-laws, standing rules, documents, etc.), Is the Web ready for the August 1 deadline? On August 1 can I join as an Individual or Family member? Can I switch my current full membership to Individual? Is the code been written, staged, and ready for implementation at midnight on July 31st?

Why are we trying to rush this and not take care of the full scope? Why do we want to leave a whole bunch of confusing loose ends? What is the rush anyway?

Solution: Provide enough time for a complete transition, fixing all the things that need to be fixed.

Relevance to Tax Exempt Status: None

Proposed Motion: Adopt the John D. implementation plan with Scott as lead to do a complete and in depth discovery of needed changes and modify the plan as needed. Allow Scott, after discovery, to implement a reasonable timeline for the changes to be made, tested, and implemented. Extend the current Associate Member access scheme until full implementation at the date Scott, in conjunction with the board and those helping him, determine.

Vote: Motion withdrawn by proposer.

NB3: Appointment of Chairperson, Secretary, Treasurer, President and Bookkeeper.

Issue: The Makersmiths rules stipulate that officers be appointed by resolution of the Board at the annual meeting.

Solution: Discuss and appoint a Chairperson, Secretary, Treasurer, President and Bookkeeper.

Relevance to Tax Exempt Status: None

Proposed Motion:

Dave Painter appointed Chairperson

John Dubelko appointed President

Jonathan White as Secretary

Mary Waldron as Treasurer

Christa Stern as Bookkeeper

Vote: Motion carried by voice vote

NB4: Create a Bylaws and Standing Rules Review Committee(@Jonathan White)

Issue: The Bylaws and Standing Rules have some clauses and provisions that have become out of date as the organization has grown.

Solution: A committee should be established to review the Bylaws, Standing Rules and recommend updates. Board Members and regular members will be given the opportunity to join the committee or comment throughout the process. For Bylaws, a proposed list of changes would be circulated and notice of vote at a Regular Member Meeting would be completed per the Bylaws. For Standing Rules, a proposed list of changes would be circulated and voted on at a Board Meeting per the Bylaws.

Relevance to Tax Exempt Status: None

Motion: Move to establish a Bylaws and Standing Rules Review Committee and Jonathan White appointed as chairperson of the committee. The Committee would automatically lapse on December 31, 2021 unless approved to be renewed by the Board.

Motion seconded.

Vote: Motion carried by voice vote.

NB5: Update Standing Rules to Meet New Member Structure ([Scott Newman](#))

Issue: At the June 30, 2021 Board meeting the Membership Committee was directed to identify changes necessary to the Bylaws and Standing Rules required to implement the membership level changes that were voted in at that meeting. Upon review it appears that no changes to the Bylaws are required. The following changes are required to implement the change:

1) The Wiki > Rules and Guidelines Home > Standing Rules page needs to be modified so that the Membership section appears in the outline at the top of the page and should be moved between the Room Rules section and the Meetings section.

2) Apply the changes proposed in the [Shared drives > Membership > Transition 2021 > Standing Rules-Markup - Membership Only Google Doc](#). In summary they are

1. Update Code of Conduct Item 14 to be: "All members must take appropriate training before using tools, and all members are required to attend a New Member Orientation class, which will be provided at least once each month. New Member Orientation allows members to use all "Green" tools. Yellow and Red tools require additional training, and cannot be used until that additional training is successfully completed."
2. Update Code of Conduct Item 16 to be: "Regular and Complimentary Members have 24/7/365 access."
3. Update Code of Conduct Item 17 to be: "Supporting members (Guest Members) and Non-members are welcome in the space under one of the following conditions (Rule # 15 applies):" with sub-items a, b, and c remaining unchanged.
4. The Membership section is replaced with the following:

Membership

To become a Regular Member, you must:

1. Complete and submit the online Membership Application (for Individual and Household Memberships. Corporate Memberships must be coordinated with the Membership Chair or President.);
2. Read, understand and agree to follow the Standing Rules;
3. Pay the required membership dues

To be granted access to the spaces without another member present, you must:

1. Attend a New Member Orientation class;

To become a Guest Member you must complete the online Membership Application process. Complimentary and Honorary Memberships require Board action and must be coordinated with the Membership Chair or President.

Membership Plans:

Guest Membership

1. Receives invitations to our events.
2. Receives our periodic Newsletters keeping you informed of what's happening here, new projects and events.
3. Use of space at invitation of Individual or Household Members.

4. Can pay online for classes, workshops, tool time, etc.
5. Considered Supporting Member for By-laws purposes
6. There is no fee for Guest Membership.

Individual Membership

1. All of the Guest Member benefits noted above.
2. Special Discounts on classes, workshops, materials and tool use time like discounts on use of laser cutter. Discounts are the same for Individual Members and for Household members.
3. Prices for Tool Usage are discounted and are consistent for both Individual Memberships and Household Memberships.
4. Permission to bring up to (2) guests who shall remain under the control of the Member. The guest is required to have a signed waiver on file. The Member accepts full responsibility for their guests actions.
5. Use of all our tools (subject to safety and training requirements)
6. Full 24/7 access to all Makersmiths locations
7. Considered Regular Member for By-laws purposes (1 vote per membership)
8. Requires minimum 2 volunteer hours per month.
9. The Individual Monthly Membership fee is \$50 per month

Household Membership

1. All of the Guest Member benefits noted above.
2. Special Discounts on classes, workshops, materials and tool use time like discounts on use of laser cutter. Discounts are the same for Individual Members and for Household members.
3. Prices for Tool Usage are discounted and are consistent for both Individual Memberships and Household Memberships.
4. Permission to bring up to (2) guests who shall remain under the control of the Member. The guest is required to have a signed waiver on file. The Member accepts full responsibility for their guests actions.
5. Use of all our tools (subject to safety and training requirements)
6. Full 24/7 access to all Makersmiths locations
7. Membership may include adult household members living at the same address, together a "Member" at the discretion of the primary member.
8. Considered Regular Member for By-laws purposes (1 vote per Household Member over 18, with a maximum of two total votes per Household Membership)
9. Requires minimum 2 volunteer hours per month per household member as defined above.
10. The Household Monthly Membership fee is \$100 per month.

Complimentary Membership

1. Limited to a total of 5 for the organization
2. Free or discounted memberships classify as Complimentary Memberships
3. Term = 3 months
4. Requires submission of application to the Board of Directors which shall include statements of (i) Need of the applicant and (ii) how Makersmiths will benefit from granting the applicant a complimentary membership
5. Application is approved by a majority vote of the Board of Directors
6. Term is renewable but requires reapplication and approval by the majority of the Board of Directors at each renewal term.
7. The Board of Directors is authorized the flexibility to require volunteer hours, teaching of classes, etc. as a condition of the approval of membership application and any renewal
8. Full 24/7 access to all Makersmiths locations
9. Use of all our tools (subject to safety and training requirements)
10. Access to the Space to work on projects either on your own or in collaboration with other Members
11. Permission to bring a (1) guest who shall remain under the control of the Member. The Complimentary Member accepts full responsibility for any of their guest's actions
12. Reduced fees to certain workshops and events (not including the cost of parts, supplies, etc.).
13. Required 5 volunteer hours per month but subject to upward adjustment by Board
14. No voting rights
15. Considered Supporting Member for By-Laws purposes

Honorary Membership

1. Limited to a total of 10 for the organization
2. Are just that, Honorary, and are intended for persons in positions like Mayor, Town Council, Member of Congress, high profile community members, etc.
3. Term of 1 year
4. No key or access to space
5. Honorary Membership is given by majority vote of the Board of Directors
6. No voting rights
7. Considered Supporting Member for By-Laws purposes

Corporate Membership

1. Corporations pay \$5K or more for 10 revolving memberships
2. All the same rights and obligations as Individual Membership
3. 1 vote for the Corporate Membership
4. Considered Regular Member for By-Laws purposes

Membership Dues:

Dues for each month must be paid by on the Membership renewal date. New Members must sign up as a monthly recurring membership. Members who fail to pay their dues by the deadline are granted one 14-day grace period before their membership is suspended. Membership fees are non-refundable. Currently available plans are:

Member Plan	Monthly	6 Months	12 Months
<i>Household</i>	\$100	\$600	\$1200
<i>Individual</i>	\$50	n/a	n/a
<i>Complimentary</i>	n/a	n/a	n/a
<i>Honorary</i>	n/a	n/a	n/a
<i>Corporate</i>	n/a	n/a	\$5000

Termination of Membership

A membership shall terminate if any of the following events happen:

- 1. The Member resigns by providing notice in writing;*
- 2. The membership term expires and is not renewed;*
- 3. The Member fails to pay dues, fees, or assessments within 14 days after they are due and payable;*
- 4. An event occurs that renders the Member ineligible for membership, or the Member is no longer able to satisfy membership qualifications, or does not maintain the responsibilities of membership;*
- 5. The Board makes a good faith determination that the Member has materially failed to observe the rules of conduct of the Space, or has engaged in conduct prejudicial to Makersmiths purposes and interests. In the event that the Board terminates a membership, the Member shall return any keys issued to them and all other Makersmiths property immediately.*

2) (continued)

5. Update Storage Item 4 to be: "There will be member storage cabinets available at Royal St. These are 4x6x1 ft. metal cabinets. These cabinets can be rented for \$25.00 per month for a maximum of 6 months. After 6 months, if any material is not removed by the member, the cabinet's contents will be put up for auction and awarded to the highest bidder. Non-Members and Complimentary members cannot rent a full cabinet without becoming a regular member."

6. Update Honorariums Item 1 to be: "They are a member in good standing and current on dues."

Solution: Adopt the proposed Standing Rules changes outlined above.

Relevance to Tax Exempt Status: None

Proposed Motion: Move to adopt the proposed changes to the Standing Rules above in support of the new membership levels adopted at the June 30, 2021 Board meeting as written above.

Motion seconded.

Vote: Motion carried by voice vote.

Open Discussion

Adjournment

Meeting adjourned at 9:50