

2017-07-22 Meeting of the Board of Directors

The meeting of the board of directors Makersmiths was held on Saturday, July 22, 2017 at the residence of Brad Hess located at 603 Newington Place, Leesburg, VA

Board Members:

Name	Title	Status
Brad Hess	Board Member	Present
Brandon Bullis	Board Member	Present
Juli Ravas	Board Member	Present
Dave Painter	Board Member	Present
Pat Scannell	Board Member, Executive Director*	Excused Absence

*Mr. Scannell tendered his resignation as Executive Director on May 31, 2017

Brad Hess served as Chairman.

Brandon Bullis served as Secretary.

Officers and others present:

Name	Office, Committee or Member	Status
John Dubelko	Treasurer+	Present
Mark Millsap	Members President, Board Member++	Present

+ Mr. Dubelko was elected to Treasurer during the course of this meeting and his previous position of bookkeeper was appointed to Christa Stern who was not present at the meeting.

++ Mr. Millsap was voted on to the Board during this meeting.

The Notice of the Board of Directors meeting was announced at the Member Meeting on July 18, 2017.

The meeting was called to order at 9:05AM.

Consent Agenda: None

New Business:

1. Pat Scannell's Resignation letter as Executive Director.
 - a. A Motion was made by Brad Hess, and seconded by Brandon Bullis, to accept Mr. Scannell's resignation effective immediately. The motion was passed by unanimous vote, with Hess, Bullis, Painter and Ravas voting "Yes".
 - b. A Motion was made by Brandon Bullis and seconded by Brad Hess, to grant Mr. Scannell a 6-month Leave of Absence from the Board of Directors. The motion was passed by unanimous vote, with Hess, Bullis, Painter and Ravas voting "Yes".
2. Insurance:
 - a. Dave Painter verified the Insurance Policy was reviewed and confirmed coverage of all named locations.
 - b. The board requested Dave Painter get the Purcellville location added as a location in the existing insurance policy.
 - c. A review of the existing insurance policy revealed there was no Director and Officer (D&O) Insurance coverage.
 - d. A motion was made by Dave Painter, and seconded by Juli Ravas, to pursue and add D&O Insurance to existing insurance coverage for up to \$1250/year. The motion was passed by unanimous vote, with Hess, Bullis, Painter and Ravas voting "Yes".
3. Formalization of Board of Director and Officer positions:
 - a. A motion was made by Dave Painter, and seconded by Brad Hess, to create an additional board position. The motion was passed by unanimous vote, with Hess, Bullis, Painter and Ravas voting "Yes".
 - b. A motion was made by Dave Painter, and seconded by Juli Ravas, to elect Mark Millsap to the Board of Directors. The motion was passed by unanimous vote, with Hess, Bullis, Painter and Ravas voting "Yes".
 - c. A motion was made by Brandon Bullis, and seconded by Mark Millsap, to elect Brad Hess to a 6-month term as Chairman of the Board. The motion passed with Bullis, Painter, Ravas, and Millsap voting "Yes". Mr. Hess abstained.
 - d. A motion was made by Dave Painter, and seconded by Brandon Bullis, to elect Mark Millsap to a 6-month term as Members' President. The motion passed, with Bullis, Painter, Ravas, and Hess voting "Yes". Mr. Millsap abstained.
 - e. A motion was made by Brad Hess, and seconded by Mark Millsap, to elect Brandon Bullis to a 6-month term as Secretary. The motion passed, with Painter, Ravas, Millsap and Hess voting "Yes". Mr. Bullis abstained.
 - f. A motion was made by Brad Hess, and seconded by Mark Millsap, to elect John Dubelko to a 1-year term as Treasurer. The motion was passed by unanimous vote, with Bullis, Painter, Ravas, Millsap and Hess voting "Yes".
 - g. A motion was made by Brad Hess, and seconded by Mark Millsap, to elect Christa Stern to a 1-year term as Bookkeeper. The motion was passed by unanimous vote, with Bullis, Painter, Ravas, Millsap and Hess voting "Yes".
 - h. The Board instructed the newly elected Treasurer to work with newly elected Secretary to prepare and make all necessary submissions to Bank of America to reflect newly elected positions of Treasurer and Bookkeeper as signing authority on account.
4. Royal Street status update and budget moving forward.

- a. Brad Hess gave an update on the current status of the buildout and the planned soft launch of the Royal Street location in August. Buildout drawings were also presented.
- b. The board discussed options for addressing HVAC repair and/or replacement for both units. Additional information, including quotes, was requested.
 - i. A motion was made by Brad Hess, and seconded by Brandon Bullis to approve up to \$500.00 for repair quotes. The motion was passed by unanimous vote, with Bullis, Painter, Ravas, Millsap and Hess voting "Yes".
- a. Mark Millsap reported that he submitted the Demolition Permit application earlier in the week. We can expect grant of permit next week.
5. Purcellville status and budget moving forward
 - a. The board discussed the current status of buildout of the Purcellville location and the unforeseen challenges recently discovered. Dave Painter presented a very rough Purcellville Improvement Budget showing his walkthrough assessment of what capital expenses would likely be necessary to fully open the Purcellville location. This assessment did not include labor expenses.
 - b. A fully executed copy of the Purcellville lease has been misplaced during the move. The Board requested Mark Millsap obtain a fully executed copy of the lease from the Town of Purcellville.
 - c. The board discussed
 - i. The existence and status of obligations to the town of Purcellville that are contained within the lease.
 - ii. Kickstarter funds and the associated obligations to those who donated.
 - iii. New challenges identified with obtaining electrical
 - iv. Challenges associated with obtaining water and sewage hookups.
 - a. The board is requesting Dave Painter to pursue requesting Town of Purcellville to hook up sewage or waive the costs because it was not disclosed in lease that there was no sewage connection at location
 - d. The board requested Brandon Bullis to request the following information and plans from the Purcellville Team, Mike Fistler and Tom Hill.
 - i. Current Status of all required notices and obligations to Town of Purcellville.
 - ii. Log of man hours to date, necessary for tracking commitment of capital improvements required in the lease.
 - iii. Several plan options for opening the Purcellville location. Each option should carefully consider buildout costs, currently available funds, schedule, phases, member workdays, required notices to town, obligations to town, obligations to Kickstarter donors, pros and cons, etc
 - iv. Once the plans are obtained, the board determined it is necessary to have a working meeting with the Purcellville Team to review and discuss each of the options.
6. Budget and financial controls for the next 6 months
 - a. John Dubelko presented a proposed operating budget for the remainder of 2017.
 - b. A motion was made by Mark Millsap, and seconded by Brad Hess, to adopt the operating budget. The motion was passed by unanimous vote, with Bullis, Painter, Ravas, Millsap and Hess voting "Yes". Operating Budget attached as Exhibit A.

Time Constraints

It was agreed that the amount of time necessary to discuss the following items exceeded allotted time for meeting and the board agreed to push these items to the next meeting of the Board of Directors.

1. Policies and procedures (Instructor, free 1m for assistance, Complimentary, member loans, board approval of expenses).
2. Member structure moving forward.

Date of Next Board Meeting:

The Board discussed the need to have frequent meetings and working sessions over the next 6 months. Board Members' availability over the next several weeks was discussed. Mr. Hess agreed to send out a Doodle inquiry to establish the date for the next meeting of the Board of Directors. Once a date is determined, Mr. Hess will notify all Director and Officers and send Notice of Board Meeting via Slack #General channel.

Adjournment:

The meeting was adjourned at 11:46AM

Date: August 1, 2017

Secretary:	<u>/s/ Brandon J. Bullis</u>	Brandon J. Bullis
	Signature	Printed Name

Exhibit A

	Jul-17	Aug-17	Sep-17	Oct-17	Nov-17	Dec-17	Totals
Bank Account Opening Balance	\$14,566.51	\$16,953.34	\$17,902.17	\$15,851.00	\$18,949.83	\$15,948.66	
Income							
Corporate Contributions	\$0.00	\$2,500.00	\$0.00	\$0.00	\$0.00	\$5,000.00	\$7,500.00
Donations	\$150.00						\$150.00
Equipment sales	\$425.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$925.00
Misc. Income	\$228.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$228.00
Corporate Membership	\$0.00	\$0.00	\$0.00	\$5,000.00	\$0.00	\$0.00	\$5,000.00
Membership Dues	\$1,500.00	\$3,250.00	\$2,250.00	\$2,100.00	\$800.00	\$1,250.00	\$11,150.00
Membership Dues discount		-\$200.00	-\$200.00	-\$200.00	\$0.00	-\$100.00	-\$700.00
Lawson Deposit	\$4,800.00						\$4,800.00
Class Fees	\$45.00	\$200.00	\$200.00	\$200.00	\$200.00	\$200.00	\$1,045.00
Laser Time	\$160.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$660.00
Total Income	\$7,308.00	\$5,950.00	\$2,450.00	\$7,300.00	\$1,200.00	\$6,550.00	\$30,758.00
Expenses							
Bank Fees	\$2.10	\$2.10	\$2.10	\$2.10	\$2.10	\$2.10	\$12.60
Business Fees		\$100.00	\$100.00	\$0.00	\$0.00	\$0.00	\$200.00
Rackspace	\$13.00	\$13.00	\$13.00	\$13.00	\$13.00	\$13.00	\$78.00
Truck rental/Gas		\$500.00	\$200.00	\$0.00	\$0.00	\$0.00	\$700.00
Purcellville Rent	\$0.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$1,250.00
Purcellville Internet	\$0.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$500.00
Purcellville Water	\$80.00	\$80.00	\$80.00	\$80.00	\$80.00	\$80.00	\$480.00
Purcellville Power		\$500.00	\$500.00	\$500.00	\$500.00	\$500.00	\$2,500.00
Purcellville Dons Johns	\$100.00	\$100.00	\$0.00	\$0.00	\$0.00	\$0.00	\$200.00
Purcellville Permits	\$100.00						\$100.00
Purcellville other							\$0.00
Royal Rent	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$6,000.00
Royal A/C	\$500.00						
Royal Internet		\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$500.00
Royal Power		\$500.00	\$500.00	\$500.00	\$500.00	\$500.00	\$2,500.00
Royal Build/Occupy Permit	\$370.00	\$100.00	\$0.00	\$0.00	\$0.00	\$0.00	\$470.00
Royal Other							\$0.00
Berryville	\$750.00	\$750.00	\$750.00	\$750.00	\$750.00		\$3,750.00
Marketing		\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$500.00
Postage	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$60.00
Royal Street Telephone (Fire Alarm)	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$600.00
Wild Apricot	\$70.00	\$70.00	\$70.00	\$70.00	\$70.00	\$70.00	\$420.00
Laser Lease	\$566.07	\$566.07	\$566.07	\$566.07	\$566.07	\$566.07	\$3,396.42
Credit Card Processing Fees	\$60.00	\$60.00	\$60.00	\$60.00	\$60.00	\$60.00	\$360.00
Insurance	\$1,200.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,200.00
Total Expenses	\$4,921.17	\$5,001.17	\$4,501.17	\$4,201.17	\$4,201.17	\$3,451.17	\$26,277.02
Net Income/Loss	\$2,386.83	\$948.83	-\$2,051.17	\$3,098.83	-\$3,001.17	\$3,098.83	\$4,480.98
Ending Balance	\$16,953.34	\$17,902.17	\$15,851.00	\$18,949.83	\$15,948.66	\$19,047.49	