MAKERSMITHS
INNOVATION FORGE

# Makersmiths Bylaws

As Approved October 28, 2026

www.makersmiths.org
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# 1. Definitions

1.1. **Advisor -** Non-voting members of the Board who are appointed by the Board and who may be consulted by the Board from time to time.

1.2. **Board of Directors** - The elected Makersmiths Board. The Board of Directors may also be referred to as the "Board".

1.3. **Bookkeeper** - The Bookkeeper shall prepare and make bank deposits by compiling data, verifying receipts, and sending cash, checks, or other forms of payment. In addition, they may make purchases, pay invoices, and shall make disbursements according to instructions from the Treasurer and the Board. The Bookkeeper is not an Officer of the Corporation.

1.4. **Bylaws** - The bylaws of Makersmiths as defined in this document.

1.5. **Chairperson** - The Chairperson shall be a member of the Board who shall preside at all meetings. The Chairperson is responsible for convening meetings and general oversight of Board activities

1.6. **Director** – A member of the Board of Directors.

1.7. **Guest** - Is any Non-Member that visits the space at the invitation of a Member or who is attending a class, course, event or workshop.

1.8. **Makersmiths** - a non-profit corporation organized under the laws of the Commonwealth of Virginia having its principal office in Leesburg, VA.

1.9. **Material Donation** - donations of tools, or other physical items that materially impact floor plan, space layout or will incur costs related to installation, or that potentially increases ongoing operational costs beyond the allocated budget, including costs to accept, store, or use.

1.10. **Meeting of the Board of Directors** - refers to a meeting of the Makersmiths Board which may be an Annual, Regular or Special Meeting of the Board.

1.11. **Meeting of the Membership** - A meeting of Members which may be an Annual, Regular or Special Meeting of the Membership.

1.12. **Member(s)** - Member(s) in good standing of Makersmiths.

1.13. **Non-Material Donation** - supplies and materials normally used in the regular operations of the Corporation that do not incur any costs to accept, store, or use.

1.14. **Officer** - An Officer is an agent(s) through which the Board of Directors acts. The Board makes the decisions and designates Officers to execute them. In general, the duties of each Officer are set forth in the Bylaws or, to the extent consistent with the Bylaws, are prescribed by the Board of Directors. Officers do not have a vote on the Board.

1.15. **President** - The President is an Officer of the Corporation, shall be the general manager of the Corporation, and shall supervise, direct, and manage the Corporation's activities, affairs, and Officers. The President shall preside in the absence of the Chairperson of the Board or Vice-Chairperson, or if none, at all meetings.

1.16. **Primary Member** - The Member who is primarily responsible for a Household or Corporate Membership and determines which Members within those membership types may vote, up to the number of votes allowed by that membership type.

1.17. **Quorum of Directors** - Quorum for any Meeting of the Board shall consist of three-fifths of the voting Directors of the Board represented in person, or with consensus, by a secured and authenticated real time medium, provided that access to this medium is available and accessible to all members of the Board.

1.18. **Quorum of Members** - for any Meeting of the Members shall consist of one-third of the voting Members of the Corporation represented in person, by electronic means (voice or video conference), or by proxy.

1.19. **Regular Member** - Refers to a named Member who may have voting rights, and other privileges, restrictions and conditions as specified in the Bylaws and/or Standing Rules.

1.20. **Restricted Donation -** Any donation, in cash or in kind, that has restrictions, conditions, limitations, designations, or directions associated with its acceptance.

1.21. **Secretary** - The Secretary shall be an Officer of the Corporation and shall ensure that proper notice is given for meetings, is responsible for preparing the agenda, and recording and distributing the minutes of Meetings of the Board of Directors. In the absence of the Secretary, the President shall appoint a person to act as Secretary at any particular meeting.

1.22. **Standing Rules** - The current Standing Rules of the Corporation as amended by the Board of Directors from time to time.

1.23. **Supporting Member** - Refers to a named Member who does not have voting rights but has other rights, privileges, restrictions and conditions as specified in the Bylaws and/or Standing Rules.

1.24. **Treasurer** - The Treasurer is an Officer of the Corporation and shall be responsible for submitting the annual budget for approval by the Board. The Treasurer shall develop financial policy and procedures, prepare the monthly financial reports to the Board, receive and make deposits, and direct the Bookkeeper to make disbursements

# 2. General Matter

2.1. Name

2.1.1. The name of this corporation shall be Makersmiths, Inc.

2.2. Non-Profit Purposes

2.2.1. The Corporation is organized as a non-profit corporation under the laws of the State of Virginia exclusively for one or more of the purposes specified in Section 501 (c) (3) of the Internal Revenue Code.

2.2.2. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue

Code, or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

2.2.3. No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to, its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

2.2.4. The purpose for which the Corporation is formed is to:

2.2.4.1. promote, support, and advance technical, scientific, and artistic skills,

2.2.4.2. innovation, and invention through individual and collaborative projects,

2.2.4.3. community building,

2.2.4.4. tool and resource access,

2.2.4.5. education and mentorship,

2.2.4.6. all services as the Board sees fit.

2.2.5. Towards this purpose the Corporation shall engage in charitable, scientific, and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2.3. Principal Office

2.3.1. The principal office of the Corporation is located in Leesburg, VA.

2.4. Change of Address

2.4.1. The designation of the county, city or town of the Corporation's principal office may be changed by the Board by filing a "Statement of Change of Registered Agent and/or Registered Office" with the office of the Secretary of State. Such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

2.5. Other Offices

2.5.1. The Corporation may also have offices at such other places where it is qualified to do business, as its business and activities may require, and the Board may, from time to time, designate.

# 3. Limitations

3.1. Political Activities

3.1.1. The Corporation has been formed under Virginia Nonstock Corporation Law for the charitable purposes described in Article II of the Articles of Incorporation, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

3.2. Prohibited Activities

3.2.1. The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article II of the Articles of Incorporation. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article II of the Articles of Incorporation shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

# 4. Board of Directors

4.1. Board of Directors

4.1.1. The activities and affairs of the Corporation shall be managed by the Board, subject to the provisions of the laws of the Commonwealth of Virginia and any limitations in the Articles of Incorporation and these Bylaws.

4.1.2. In accordance with the Articles of Incorporation, the Board shall determine the number of Directors by majority vote. As of the recorded date of these Bylaws, the number of Directors is seven. All Directors must be of at least the age of majority in the Commonwealth of Virginia at the time of their election.

4.1.3. The Board shall be elected at an Annual Meeting of the Membership by a Quorum of the Members and their proxies to serve a three-year term. Directors shall be divided into three classes to achieve a staggered rotation of terms.

4.1.4. The Board will appoint all Officers and Advisors.

4.1.5. There is no limit to the number of Advisors that the Board may appoint.

4.1.6. The Board shall not be required to accept the advice of Advisors.

4.1.7. Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

4.1.8. The Directors shall be indemnified by the Corporation to the fullest extent permissible under the laws of the Commonwealth of Virginia.

4.1.9. The Directors' term of office shall begin at the start of the Annual Meeting of the Board of Directors following the Annual Meeting of the Membership in which they were elected.

4.2. Vacancies of Office

4.2.1. A Director may resign by giving written notice to the Board.

4.2.2. A Director is also deemed to have resigned or is required to resign under the following provisions:

4.2.2.1. Being absent from three Board meetings consecutively without being excused by the Board. The minutes should note any excused absences.

4.2.2.2. Removal by majority vote in a Regular, Special or Annual Meeting of the Membership, in which two thirds of the voting Members are represented in person or by proxy.

4.2.2.3. Death or incapacity.

4.2.3. A Director may take a “leave of absence” for up to six months with approval of a majority of the Board. The Director must submit a request in writing with a justification for the leave. Examples of acceptable reasons for leave include but are not limited to: maternity, care for family members and personal health.

4.2.4. A vacated open position on the Board will be filled by announcement to the membership by the Secretary at the next scheduled Member Meeting. The Board will accept nominations via the Nomination & Statement of Intent for Director, Board of Directors form for 14 days following the meeting. Announcement of Candidates will take place at the following Member Meeting. Nominees will be allowed to present at that meeting. Election for a new Board member(s) will take place via electronic means beginning immediately following the announcement of nominees and will continue for 30 days. Upon election Board member(s) will be immediately seated on the Board. Election will generally follow sections 6.7.1.7, 6.7.1.8, and 6.7.1.9.

4.2.5. Director positions vacated less than 90 days from the Annual Member Meeting will be filled via the normal annual Board election process.

4.3. Meeting Locations

4.3.1. Meetings of the Board of Directors and Meetings of the Membership can be held at the Leesburg space, Purcellville space, or virtually.

4.4. Meeting Procedures

4.4.1. Makersmiths will use the current edition of Robert’s Rules of Order as the framework for running meetings of the Board of Directors. However, failure to adhere to the provisions of Robert’s Rules of Order will not invalidate Board action.

4.4.2. For a motion to be considered at a meeting of the Board of Directors, the motion and any supporting documentation must be submitted and made available to the Directors at least 7 days prior to the meeting, except where two thirds of Directors vote to waive this requirement at the meeting.

4.4.3. Motions at meetings of the Board of Directors shall only be brought by a Director.

4.5. Annual Meeting of the Board of Directors

4.5.1. The Annual Meeting of the Board of Directors will be held on the last Wednesday of June, beginning at 7:00PM or as otherwise determined by the Board of Directors. The meeting details will be communicated to Directors, Officers, and Members at least seven days in advance.

4.6. Regular Meetings of the Board of Directors

4.6.1. Regular Meetings of the Board of Directors will be held on the last Wednesday of each calendar month, beginning at 7:00PM or as otherwise determined by the Board of Directors. The meeting details will be communicated to Directors, Officers, and Members at least seven days in advance.

4.7. Special Meetings of the Board of Directors

4.7.1. The Board may hold Special Meetings of the Board as needed at a time and place set by resolution of the Board.

4.7.2. Special Meetings of the Board of Directors shall be called by or at the request of the President and any other Director, or by any two Directors.

4.7.3. Notice of Special Meetings of the Board of Directors shall be given to each Director at least seven (7) days prior to the meeting by any other Officer or Director. Such notice shall be given by e-mail and Slack channel post in the “boardtalk” channel, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

4.7.4. No matters other than those proposed in the meeting notice may be acted upon at a Special Meeting, unless all Directors are present and the Directors unanimously vote to waive this restriction.

4.7.5. Notice requirement for a Special Meeting of the Board of Directors can be waived if all Directors are convened and are present at the start of a Special Meeting of the Board of Directors, and the Directors unanimously vote to waive such notification. Otherwise, no business shall be considered by the Board and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

4.8. Quorum for Board Meetings

4.8.1. Except as otherwise provided by these Bylaws or provisions of law, no business shall be considered by the Board at any meeting at which the required Quorum is not available, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

4.9. Conduct of Meetings

4.9.1. Meetings of the Board shall be presided over by the Chairperson of the Board.

4.9.2. The Secretary of the Board will record and provide meeting minutes of the Board.

4.10. Majority Action as Board Action

4.10.1. Every act done or decision made by a majority of the Directors in attendance at a meeting duly held at which a Quorum is present is an act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of an action by the Board.

4.11. Consent in Lieu

4.11.1. Business may be conducted by unanimous consent in lieu of a meeting pursuant to Virginia Code §13.1-865.

4.11.2. The Director requesting a motion to be considered in this manner will have the Secretary on behalf of the Director(s), send an email to boardofdirectors@makersmiths.org email address which contains the Issue, Solution, Relevance to Tax Exempt Status, and Motion, with the request that each Director reply to the email with their vote on the Motion within a specified time period.

4.11.3. Directors shall reply to the email. The Director's email address, date and time of reply, and the indication of their vote, in the body of the email, is sufficient to satisfy the requirements for consent in lieu.

4.11.4. The consent in lieu Motion has the same effect as an action taken at a Meeting of the Board, once one Director rejects the Motion as written, or when the the last Director replies to the email indicating their approval of the Motion

4.11.5. The Secretary will include the Consent in Lieu item in the next Board Meeting Minutes, and store the signed Consent in Lieu forms with other Makersmiths records.

4.12. Committees, Site Managers, Shop Stewards and Tool Stewards

4.12.1. The Corporation shall have such committees as may from time to time be designated by the Board.

4.12.1.1. Committees may consist of persons who are not Members and shall act in an advisory capacity.

4.12.1.2. Each committee may adopt rules for its own governance not inconsistent with these Bylaws, the Standing Rules, or with guidelines given by the Board.

4.12.1.3. Each committee will have a chairperson appointed by the Board.

4.12.2. At any Meeting of the Board, the Board by majority vote, may appoint a site manager.

4.12.2.1. The Site Manager shall also be the chairperson of the respective site committee..

4.12.2.2. The Site Manager will be responsible for overall operation of a physical site.

4.12.2.3. The Site Manager shall control the budgetary spending allocated to that site, not project. committee, or shop budgets.

4.12.2.4. Shop budget expenditures over $200 shall be coordinated with the Site Steward.

4.12.3. At any Meeting of the Board, the Directors by majority vote, may identify tool stewards.

4.12.3.1. Tool stewards shall be individuals with in-depth knowledge of specific tools or machines,

4.12.3.2. Shall coordinate maintenance of that tool within the allocated budget for that tool.

4.12.3.3. Shall be authorized to teach, approve additional instructors and authorize Members for access to and use of those machines.

4.12.4. At any Meeting of the Board, the Directors by majority vote, may appoint Shop Stewards.

4.12.4.1. Shop Stewards shall be individuals with in-depth knowledge of designated shops (i.e. Wood Shop, Metal Shop, Ceramics Shop)

4.12.4.2. Shop Stewards shall coordinate maintenance of that Shop within the allocated budget for that Shop.

4.12.4.3. Shop Stewards shall be authorized to teach, approve additional instructors and authorize Members for access to and use of those shops.

4.12.4.4. In cases of ambiguity, contention or conflict regarding budgets, use of tools, or location of tools, the matter must be referred to the Board for resolution.

4.13. Conflict of Interest

4.13.1. If a Director has a material, financial, personal, or official interest in any matter pending before the Board, the Director shall disclose the material facts of the interest and the Board shall handle the matter in accordance with Virginia Code §13.1-871.

# 5. Officers

5.1. Officers

5.1.1. The Board may appoint by majority resolution such Officers as the Board deems necessary to perform regular management of the Corporation.

5.1.2. The President shall not also be appointed as Secretary or Treasurer

5.1.3. The duties performed by Officers will be determined by the Board.

5.1.4. Members in good standing can be appointed as the President, Secretary, Treasurer or Chairperson of the Corporation..

5.1.5. The Treasurer shall not also be appointed as Bookkeeper (non-Officer).

5.1.6. Officer terms begin at the conclusion of the Board of Directors meeting at which they are appointed.

5.2. Other Officers

5.2.1. The Board may appoint by resolution any number of other Officers deemed necessary to conduct the business and affairs of the Corporation.

# 6. Members

6.1. Determination of Membership

6.1.1. The Corporation shall have only Supporting Member and Regular Member classes.

6.1.2. Supporting Members are not permitted to vote or otherwise influence the decision making process of the Corporation.

6.1.3. No Member shall hold more than one membership in the Corporation.

6.2. Eligibility for Membership

6.2.1. Individual Membership shall be open to any adult, natural person not suspended, expelled, or otherwise disqualified from the Corporation under the terms of these Bylaws or the Standing Rules.

6.2.2. Individual Membership is limited to adults. Individual Members may bring their minor children as their allotted Guests.

6.2.3. The Primary Member of a Household Membership must be an adult.

6.2.4. Minors may be Members under a Household Membership and must be clearly identified as minors in the Member's record.

6.2.5. Minor Members may have restrictions on access to Makersmiths resources and digital platforms.

6.3. Membership Types

6.3.1. Individual Membership

6.3.1.1. Receives invitations to our events.

6.3.1.2. Receives our periodic Newsletters keeping you informed of what's happening here, new projects and events.

6.3.1.3. Special Discounts on classes, workshops, materials and tool use time such as discounts on use of laser cutter and UV printer.

6.3.1.4. Permission to bring up to two (2) Guests who shall remain under the control of the Member. Each Guest is required to have a signed waiver on file. The Member accepts full responsibility for their Guests' actions.

6.3.1.5. Use of all our tools (subject to safety training, and any applicable fee requirements)

6.3.1.6. Full 24/7 access to all Makersmiths locations.

6.3.1.7. Considered Regular Member for Bylaws purposes (one vote per membership).

6.3.1.8. Requires a minimum of two volunteer hours per month.

6.3.1.9. Access to the Makersmiths facilities to work on projects either on your own or in collaboration with other Members.

6.3.2. Household Membership

6.3.2.1. All of the Individual Member benefits noted above.

6.3.2.2. The Household Membership will specify one adult Primary Member who will control the Household Membership. Additional people living at the same address may be added as Members by the Primary Member.

6.3.2.3. Considered Regular Members for Bylaws purposes (1 vote per Household Member over 18, with a maximum of two total votes per Household Membership).

6.3.2.4. Requires a minimum of two volunteer hours per month per Household Member.

6.3.3. Complimentary Membership

6.3.3.1. Limited to a total of five (5) for the organization at any one time.

6.3.3.2. Complimentary Memberships may be free or discounted.
6.3.3.3. Term = 3 months
6.3.3.4. Application is approved by the Board.
6.3.3.5. Term is renewable but requires reapplication and approval by the Board at each renewal date.
6.3.3.6. Full 24/7 access to all Makersmiths locations.
6.3.3.7. Access to the Makersmiths facilities to work on projects either on your own or in collaboration with other Members.
6.3.3.8. Use of all our tools (subject to safety and training requirements)
6.3.3.9. Permission to bring a (1) Guest who shall remain under the
6.3.3.10. control of the Member. The Complimentary Member accepts full responsibility for any of their Guest's actions.
6.3.3.11. Reduced fees to certain workshops and events (not including the cost of parts, supplies, etc.).
6.3.3.12. No voting rights.
6.3.3.13. Considered Supporting Member for Bylaws purposes.

6.3.4. Honorary Membership

6.3.4.1. Limited to a total of 10 for the organization.
6.3.4.2. Are just that, Honorary, and are intended for persons in positions like Mayor, Town Council, Member of Congress, high profile community members, etc.
6.3.4.3. Term of one year
6.3.4.4. No key or access to space
6.3.4.5. No voting rights.
6.3.4.6. Considered Supporting Member for Bylaws purposes.

6.3.5. Corporate Membership

6.3.5.1. Corporations pay $5K or more for 10 Members, or with conditions as designated by the Board..
6.3.5.2. Corporate members have all of the same rights and obligations as Individual Membership
6.3.5.3. The corporation shall specify one adult Primary Member who will control the Corporate Membership and will communicate the assignment and reassignment of other Members under the Corporate Membership. Additional employees of the corporation may be added as Members by the Primary Member up to the total allowed.
6.3.5.4. One vote for the Corporate Membership to be cast by the Primary Member.
6.3.5.5. Considered Regular Member class for Bylaws purposes.

6.4. Admission of Members

6.4.1. An applicant shall be admitted or renewed as a Member so long as any applicable dues are paid in full, after their membership application is approved

in accordance with the Standing Rules and by their signature on the Makersmiths standard waiver. Members agree to execute and affirm such waiver from time to time as may be required by the Board.

6.4.2. Any applicant previously terminated as a Member for good cause requires Board approval to be readmitted.

6.4.3. Members will be subject to policies set forth by the Board.

6.5. Dues

6.5.1. Monthly Membership Dues

6.5.1.1. All Regular Members and Supporting Members where required shall pay monthly dues in advance, of such amount and schedule as may be set by the Board.

6.5.2. Dues Payment Date

6.5.2.1. All membership dues shall be payable by the date determined by a Quorum of the Board and specified in the Standing Rules.

6.6. Membership Rights and Privileges

6.6.1. Any Member whose dues are current and is not subject to discipline imposed by the Board, shall be considered a Member in good standing.

6.6.2. Except as expressly provided in or authorized by the Articles of Incorporation, these Bylaws, or provisions of law, all Members in good standing shall have the rights, privileges, restrictions and conditions as specified in the Standing Rules.

6.6.3. Regular Members in good standing shall be entitled to vote in all elections and special voting events as determined by the Board.

6.6.4. Regular Members shall have the right at any reasonable time to inspect the physical properties of the Corporation.

6.7. Membership Meetings

6.7.1. Annual Meeting of the Membership

6.7.1.1. The Annual Meeting of the Membership will be held on the first Wednesday of June beginning at 7:00PM. The meeting details will be communicated to Directors, Officers, and Members at least seven days in advance.

6.7.1.2. An election of the Board class shall occur at least once per calendar year at the Annual Meeting of the Membership where Quorum has been met.

6.7.1.3. Election of Directors shall be first by nomination, and then by final vote. Any Member in good standing may nominate themselves, another Member in good standing, or a non-Member.

6.7.1.4. A Director shall not hold a term of office for more than three years without being elected for each term the office is held.

6.7.1.5. A candidate accepting a nomination shall provide a signed statement of intent, 15 days prior to the Regular Membership Meeting prior to the Annual Membership Meeting. Candidates will outline why they are fit to serve as a Director, disclose any conflicts of interest, and state that they

will abide by the Duty of Care, Duty of Loyalty and all other responsibilities required by Directors in the Bylaws.

6.7.1.6. Candidates will have the option to present at the Regular Meeting of the Membership prior to the Annual Meeting of the Membership

6.7.1.7. The Secretary shall provide a voting mechanism prior to and during the Annual Meeting of the Membership. The final vote shall be tallied at the Annual Meeting of the Membership.

6.7.1.8. Each Regular Member shall vote for no more than the number of Director positions considered for election and shall vote for no candidate more than once.

6.7.1.9. The candidates to receive the highest number of votes, up to the number of Director positions being voted on shall be considered elected. In the event of a tie that would cause there to be more Directors elected than the number of seats available, a runoff election shall be held between the tying candidates.

6.7.2. Regular Meetings of the Membership

6.7.2.1. The Regular Meetings of the Membership will be held on the first Wednesday of each calendar month, beginning at 7:30PM. The meeting details will be communicated to Directors, Officers, and Members at least seven days in advance.

6.7.3. Special Meetings of the Membership

6.7.3.1. A Special Meeting of the Membership may be called by a majority vote of the Board, or upon written request submitted to the Board by not less than ten (10) percent of Regular Members; such written request is to contain the subject or subjects to be covered. A meeting date shall be set by the Board within fifteen (15) days of receipt of the request and the date of the meeting shall not be set more than forty-five (45) days from receipt of the request unless a specific date is stated in said request.

6.7.3.2. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, date, time and purpose or purposes for which the Special Meeting of the Membership is called, shall be delivered not less than ten (10) days before the date of the meeting. This notice shall be given to each Regular Member entitled to vote at such meeting by the Board or the person(s) calling the meeting, and only matters that are contained in this notification shall be considered. Method of delivery shall be reasonable and determined by the Board.

6.7.3.3. A notice of any Special Meeting of the Membership in which a Director is to be elected must follow the rules in 6.7.1.

6.7.4. Quorum for Meetings of the Members

6.7.4.1. Except as otherwise provided by provisions of law, no business shall be considered by the members at any meeting at which the required Quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

6.8. Majority Action as Membership Action

6.8.1. Every act done or decision made by a majority of voting Members present in person or by proxy at a duly held meeting at which a Quorum is present is the act of the Members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

6.9. Proxies for Meetings of the Membership

6.9.1. Members may not vote by proxy.

6.10. Non-Liability of Members

6.10.1. The Members of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

6.11. Indemnification by Corporation of Directors

6.11.1. The Directors of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the Commonwealth of Virginia.

6.12. Non-Transferability of Membership

6.12.1. No Member may transfer a membership or any right arising therefrom.

6.12.2. All Member rights of membership cease upon the Member's death, suspension, or termination.

6.13. Voluntary Resignation

6.13.1. A Member may terminate their membership..

6.13.2. All rights, benefits, privileges, and the interests of a Member in the Corporation cease on termination of membership.

6.13.3. Resignations are effective upon fulfillment of all obligations to the date of withdrawal.

6.14. Suspension of Membership

6.14.1. Outside of a Regular or Special Meeting, the President and/or a majority of the Board, with written documentation, may temporarily suspend a Membership, limit access to facilities or tools, or impose any other restriction the President or Board deem necessary due to a Member’s actions that cause risk to the Member and/or Makersmiths.

6.14.2. A suspension or restriction of a Membership will be reviewed and addressed as soon as practical by the Board.

6.14.3. The Board, at its sole discretion, may refund a Member’s dues, for any time which the Member’s Membership was restricted or suspended.

6.15. Termination of Membership

6.15.1. A membership shall be suspended if the Member fails to pay dues, fees, or other assessments within 14 days after they are due and payable.

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

6.15.2.1. The Member resigns by providing notice in writing;

6.15.2.2. The membership term expires and is not renewed;

6.15.2.3. The Member fails to pay dues, fees, or assessments within 30 days after they are due and payable;

6.15.2.4. 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;

6.15.2.5. The Board makes a determination that the Member has materially failed to observe the Bylaws and Standing Rules, 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.

6.15.3. Any Member expelled from the Corporation shall forfeit any and all dues already paid.

6.15.4. All rights of a Member in the Corporation shall cease on termination of membership as herein provided.

# 7. Insurance for Corporate Agents

7.1. Except as may be otherwise provided under provisions of law, the Board may by resolution authorize the purchase and maintenance of insurance on behalf of any agent of the corporation (including Directors, Officers, Members, employees or other agents of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

# 8. Indemnification

8.1. By resolution of the Board, the Corporation may indemnify any person who was or is a party or is threatened to be made a party to any potential, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a Director, Officer, Member, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and necessarily incurred by them in connection with such action, suit or proceeding so long as they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of the Corporation.

8.2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not to be opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had reasonable cause to believe that their conduct was not unlawful.

# 9. Fiscal Matters

9.1. General

9.1.1. The Corporation may use its funds only to accomplish the purposes as specified in its Articles of Incorporation, Bylaws and Standing Rules..

9.2. Fiscal Year

9.2.1. The fiscal year of the Corporation commences on the first day of January and ends on the last day of December.

9.3. Purchasing Authority

9.3.1. No Member of the Corporation shall be authorized to make purchases in the name of the corporation except as authorized in writing by the Board.

9.4. Deposits

9.4.1. All funds of the Corporation will be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

9.5. Checks and Notes

9.5.1. Except as otherwise specifically determined by resolution of the Board, these Bylaws or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be approved by the Treasurer and signed by the Bookkeeper. The Treasurer shall be permitted to approve, and the Bookkeeper to pay for, routine, regularly occurring expenses as approved by the Board. At the direction of the Board through the Treasurer, the Bookkeeper may set up automatic payment transactions for recurring expenses..

9.6. Gifts and Donations

9.6.1. The Board, the President, or the Site, Room, or Tool Steward may accept or reject on behalf of the Corporation any Non-Material Donation and non-Restricted gift, donation, bequest, or device for the nonprofit purposes of this Corporation.

9.6.2. Board Approval is required for Restricted Donations or donations of motor vehicles in all instances.

9.6.3. Material Donations may be accepted by the President with the concurrence of the Site, Room, Shop, and/or Tool Stewards who may have an interest in or be impacted by the donation..

9.6.4. Where there is not a concurrence on the acceptance of a donation, the donation will be taken by the President to the Board for approval.

9.6.5. The Treasurer will be notified of any donations by the person accepting the donation, and may issue a receipt of donation upon request.

9.6.6. Donations not explicitly approved may be rejected. Rejected donations may be disposed of as the appropriate space's Facility Committee Chairperson sees fit at the expense of the donor.

9.7. Material Property

9.7.1. Material property that may be obtained from time to time by the Corporation in its name will be controlled and the responsibility of the Corporation President or other personnel so designated by the Board.

9.7.2. All such material property shall be used only for the benefit of the Corporation and its Members.

9.7.3. No Corporation property with a Makersmiths assessed inventory value of more than $1,000 may be given to, loaned to, sold, disposed of, or placed in the possession of a Member or third party without the expressed written permission of the Board, and notification to the Treasurer.

9.7.4. No material property with an aggregate Makersmiths assessed inventory value of less than or equal to $1,000 of the Corporation may be given to, loaned to, sold, disposed of, or placed in the possession of a Member or third party without the expressed permission of Site, Room or Tool steward responsible for the material property.

9.7.5. In cases of ambiguity, contention or conflict regarding location of material property, the matter should be referred to the President for resolution.

9.8. Dissolution

9.8.1. In the event of the liquidation or dissolution of the Corporation, whether voluntarily or involuntarily, no Director, Officer or Member will be entitled to any distribution or division of its remaining property nor its proceeds.

9.8.2. The balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligation of the Corporation, will be distributed in accordance with the Articles of Incorporation and Section 501(c) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they be hereafter amended from time to time.

# 10. Corporate Books, Records and Reports

10.1. Books, Records and Reports

10.1.1. The Corporation shall keep all corporate books, records and reports as required by the laws of the Commonwealth of Virginia.

10.1.2. The Corporation's books, records and reports shall be kept on a shared secured electronic storage media, the account or device for which will be under the control of the Corporation.

10.2. Inspection of Documents

10.2.1. The Corporation shall make all books and records of the Corporation available for inspection by any member in good standing by submitting a written request to the Secretary of the Corporation. Such request shall include a stated purpose for the request, what documents are being requested and their relation to the request. The Secretary shall have 10 business days to respond to the request.

10.2.2. The request shall state the purpose for which the inspection is requested.

10.2.3. The books and records shall be made available for inspection within a reasonable time after the request is received by the Secretary.

10.2.4. Inspection of corporate books or records for purposes of soliciting business shall not be considered a proper purpose and in no case shall Members' contact information be made available for inspection except by consent of the Member or as required by the Articles of Incorporation, these Bylaws or provisions of law.

10.3. Maintenance of Corporate Books and Records

10.3.1. The Corporation shall keep:

10.3.1.1. Minutes of all Meetings of the Board, Meetings of the Members, committees, indicating the time and place of holding such meetings, whether Annual, Regular or Special, how called, the notice given, and the names of those present, or if a Membership Meeting then the names of the Officers present, the number of members present, and the proceedings thereof;

10.3.1.2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

10.3.1.3. Records of its members indicating their names, addresses, and if applicable, their phone numbers, email addresses and the termination date of any membership; and

10.3.1.4. A copy of the Corporation's Articles of Incorporation, Bylaws and Standing Rules as amended to date.

# 11. Corporate Seal and Emblem

11.1. The Board may adopt, use, and at will alter, a corporate seal and/or emblem.

11.2. Any such seal shall be kept secured by the Secretary of the corporation.

11.3. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

# 12. Waiver of Notice

12.1. Whenever any notice or notification is required to be given under the Articles of Incorporation, these Bylaws, or provisions of law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

# 13. Contracts and Instruments

13.1. The Board may, and must expressly, authorize any Member in good standing, or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

# 14. Parliamentary Authority and Construction

14.1. Rules provisioned by policies set forth by the Board shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or any statutes applicable to the Corporation.

14.2. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

14.3. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions of these Bylaws shall be unaffected by such holding.

14.4. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Corporation as filed with the Commonwealth of Virginia and used to establish the legal existence of the Corporation.

14.5. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 2003 as amended from time to time, or to corresponding provisions of any future federal tax code.

# 15. Amendments to Bylaws and Standing Rules

15.1. The Board is responsible for proposing and instantiating amendments to the Bylaws and the Standing Rules.

15.2. Members in good standing may propose amendments by submitting them in writing, with rationale, to the Secretary for consideration by the Board at its discretion.

15.3. Any member in good standing may force consideration of an amendment to the Bylaws or the Standing Rules at a Meeting of the Board upon collecting the signatures of 10 voting members or 10% percent of the voting Members, whichever is larger, in favor of the proposed amendment.

15.4. The Bylaws or the Standing Rules may be amended, repealed, or altered in whole or in part by a majority vote at any Meeting of the Membership in which two thirds of the voting Members are represented in person or by proxy.

15.5. Notification to Members of any Meeting of the Membership that includes a vote by the Members shall be made at least ten (10) days prior to the scheduled date of the subject vote. Method of delivery shall be reasonable and determined by the Board.

# 16. Loans to Directors and Officers

16.1. The law of the Commonwealth of Virginia prohibits any loans or advances, other than customary travel advances, to be made by the Corporation to any of its Directors or Officers

# 17. Bylaws Certificate

The undersigned certifies that he/she is the Secretary of Makersmiths, Inc., a Virginia nonprofit corporation, and that, as such he/she is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of 21 pages, including this page, constitute the Bylaws of the Corporation as of this date, duly adopted by the Directors, of the Corporation at their July 29, 2026 regular meeting, as amended from time to time prior to the date hereof.

Dated: July 29, 2026

As Adopted by the Board of Directors at the July 29, 2026 meeting.