

# Bylaws of Mobile Makerspace

## Version 3.0

(Exhibit B) (EIN 12-345678)

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## Article I. Name, Location, Duration, and Purpose

### Section 1. Name

- A. The name of this corporation is Mobile Makerspace.
- B. The business of the corporation may be conducted as Mobile Makers or Mobile Makerspace.

### Section 2. Location

- A. The principal place of business and administrative office shall be located at:

805 Church Street  
Mobile, AL 36602

- B. The mailing address shall be:

805 Church Street  
P.O. Box 8712  
Mobile, AL 36689-0712

### Section 3. Change of Address

- A. The Board of Directors may change the corporation's principal office by filing a 'Change of Registered Office' form with the office of the Secretary of State. Such changes of address shall not require an amendment of these bylaws.

### Section 4. Other Offices

- A. The corporation may also maintain other offices at such other places where it is qualified to do business, as its business and activities may require, or the Board of Directors may designate.

### Section 5. Duration

- A. The corporation shall have perpetual existence.

### Section 6. Purpose

- A. The corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:
  1. Provision of a place for members, students, and visitors to collaborate on innovative ideas.
  2. Seeking out creative individuals who have innovative ideas and have a desire to make them a reality, but may not have the time, skills, or resources to do so. These ideas may be completely unique or based on improvements to existing products, services, or processes.
  3. Provision of training workshops, tools, facilities, resources, and materials designed to turn innovative ideas into reality.
  4. The sharing of our ideas with each other and the pooling of our skills, knowledge, and resources so that together, we can make these ideas tangible products, services, or processes.
  5. Presentation of our projects to the public through existing public events, or events created and sponsored by the group or other maker groups.

6. Raising awareness of the global maker movement and encouraging others contribute and participate.

## Article II. Membership

### Section 1. Member Qualifications

- A. Membership is available to anyone who supports the purpose and specific goals of the organization and abides by the Code of Conduct.
- B. Failure to abide by these guidelines [and the guidelines in the Membership Responsibilities document may result in sanctions as listed in the Membership Responsibilities document.](#)
- C. It is suggested those interested in membership first attend events or meetings as a visitor and find an existing member as sponsor.
- D. Potential members may join during any official meeting.
- E. The sponsors of the new member are expected to help them integrate into the group.
- F. Membership requires registration, which includes contact information.
- G. New members must be of the legal age of majority in the state of Alabama.

### Section 2. Membership Dues

- A. The amount, payment period, due date, and acceptable methods of dues collection shall be reviewed annually at the Board of Directors meeting and set by a quorum of the directors.
- B. The Board may accept non-monetary pledges such as property maintenance, advertising for the organization, or volunteering to lead programs.

### Section 3. Membership Rights

- A. Any member whose dues are paid in full, is not on probation, is not a visitor, and who has not resigned, been suspended, or has not been expelled shall be considered a member in good standing.
- B. Only members in good standing shall be entitled to the rights and privileges of full membership.
- C. Members in good standing shall be entitled to one vote in all elections and special voting events as determined by the Board of Directors.
- D. Except as is expressly provided in or authorized by the Articles of Incorporation, these bylaws, or provisions of law, all members in good standing shall have the same rights, privileges, restrictions, and conditions.
- E. [Members in good standing shall be entitled to propose amendments to the Membership Responsibilities document, and shall be entitled to one vote towards these amendments.](#)
  1. [Amendments must be proposed at a business meeting or to the Board of Directors to be presented at the next business meeting.](#)
  2. [Amendments are considered accepted upon a simple majority vote of a quorum of the membership.](#)
  3. [A quorum shall consist of a simple majority of all members in good standing.](#)
  4. [Membership Responsibilities document is a separate document](#)

## **Section 4. Visitors**

- A. All visitors are invited and welcome to any Mobile Maker event so long as they are under the supervision of a registered member.
- B. Visitors may sign up for an account on the web site, participate in activities, and attend meetings.
- C. Discussions and ideas from visitors are welcome.
- D. Visitors of age of legal majority or older must have a signed waiver on file.
- E. Visitors under the age of legal majority:
  1. Must be accompanied by and under the supervision of a member or visitor of age with a signed waiver on file.
  2. Are prohibited from using any equipment marked with an indicator tag signifying it as equipment as dangerous or requiring special training prior to operation.
- F. Frequent or regular visitors are encouraged to become members.

## **Section 5. Indemnification**

- A. Members shall not be personally liable for debts, liabilities, or other obligations of the corporation.
- B. The corporation shall indemnify members fully as is permissible under the laws of the state of Alabama.

## **Article III. Board of Directors**

### **Section 1. Appointment**

- A. The corporation shall designate an initial Board of Directors who shall be appointed by a simple majority of the incorporators to serve as directors for the first year.
- B. Each year after the directors shall be made up of the officers.

### **Section 2. Terms**

- A. Board directors shall serve a one-year term that runs concurrently with their term of office.
- B. The incorporating Board of Directors shall serve initial terms of three years unless otherwise asked and agreed upon by a majority of the Board of Directors.

### **Section 3. Number**

- A. The initial number of directors shall be three (3) and may be increased without further amendment of these bylaws, but at no time may the number of directors be less than three (3).

### **Section 4. Qualifications**

- A. To serve as a director, an individual must be a member in good standing and currently be serving as an officer.

### **Section 5. Powers**

- A. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Alabama, to conduct the affairs of the corporation in accordance with these bylaws.

- B. The Board of Directors may by general resolution delegate to committees, or to officers of the corporation such powers as they deem appropriate.

## **Section 6. Committees**

- A. The corporation shall have committees as may from time to time be designated by a quorum of directors.
- B. Each committee may adopt rules for its own governance consistent with these bylaws or with guidelines given by the Board of Directors.
- C. Each committee will consist of a chairperson, and the chairperson will optionally appoint additional committee members as necessary.
  - 1. Each chairperson is nominated by a board member and is elected by a simple majority of a quorum of members in good standing at the next available business meeting.

## **Section 7. Indemnification**

- A. Directors shall not be personally liable for debts, liabilities, or other obligations of the corporation.
- B. The corporation shall indemnify directors fully as is permissible under the laws of the state of Alabama.

## **Section 8. Regular Meetings**

- A. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors.
- B. These meetings may include conference calls, virtual meetings, monthly or annual meetings held in person, or any other meeting otherwise called by a majority of the Board of Directors.

## **Section 9. Special Meetings**

- A. Special meetings may be called by the President or a majority of the Board of Directors.
- B. Persons authorized to call special meetings shall provide notice of the time and location of such meetings.
- C. The purpose of the special meeting will be provided. The Board of Directors may not consider any other subject during the special meeting, except by unanimous vote of the directors in attendance.

## **Section 10. Annual Meetings**

- A. Directors must meet each year for an annual review and state of the corporation report. This annual meeting can coincide with the annual membership meeting held for election of officers.
- B. The time and location of such a meeting shall be noticed in writing.

## **Section 11. Notice and Waiver**

- A. Notice of regular and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement.

## **Section 12. Quorum**

- A. A quorum shall consist of a simple majority of the directors.

## **Section 13. Vacancy**

- A. A director may resign by giving written notice to any member of the Board of Directors.

- B. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining directors, even if less than a quorum remains.
- C. Each person so elected shall serve the duration of the unexpired term, or until the next annual meeting.

## **Section 14. Removal**

- A. Any director may be removed by majority vote of the remaining directors for:
  - 1. Failure to act in the best interests of the corporation
  - 2. Failure to participate in required meetings without approval
  - 3. Lack of sympathy with the stated purpose of the corporation
- B. Should the membership at any time feel one or more of the directors are not adequately representing their interests they may request removal of the directors in question.
  - 1. The request for removal must be submitted in writing in the form of a petition.
  - 2. If the petition is signed by ten percent (10%) or more of the membership in good standing this will force a vote of all of the membership regarding removal.
  - 3. The removal will pass with a two thirds majority of the membership in good standing voting in the affirmative.

## **Section 15. Compensation**

- A. Directors shall receive no compensation for their service as directors.
- B. Any board member serving the organization in any other capacity may receive compensation for any other services rendered to the corporation.

## **Article IV. Officers**

### **Section 1. Designation of Officers**

- A. The officers of the corporation shall be the President, Vice President, Secretary, and Treasurer.
- B. Each officer shall have authority to carry out the duties prescribed in these bylaws.
- C. One person may hold more than one office, except no person may hold the office of President and Secretary concurrently.
  - 1. Each officer is entitled to only one vote regardless of the number of offices or titles they may hold.
- D. The Board of Directors may appoint by resolution any other offices deemed necessary to conduct the business and affairs of the corporation.
- E. The Board of Directors may rename the office held by any officer.

### **Section 2. Election and Term**

- A. The initial officers of the corporation shall be designated by the incorporators, and shall serve for one year.
- B. Officers shall be elected by a quorum of the members in good standing at the annual meeting.
- C. Officers shall serve for one year excepting for the officer's death, resignation, or removal.

### **Section 3. Qualifications**

- A. To be qualified to serve as an officer, a member must
  - 1. Be a member in good standing
  - 2. Maintained membership in good standing for a minimum of **nine (9) months**

### **Section 4. Indemnification**

- A. Officers shall not be personally liable for debts, liabilities, or other obligations of the corporation.
- B. The corporation shall indemnify officers fully as is permissible under the laws of the state of Alabama.

### **Section 5. Removal**

- A. Any officer may be removed at any regular or special meeting of the Board of Directors for:
  - 1. Failure to carry out the duties of the office as prescribed by these bylaws
  - 2. Conduct detrimental to the corporation
  - 3. Lack of sympathy with the stated purpose of the corporation.
- B. Any officer proposed for removal is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such a meeting.
- C. Removal will pass with a simple majority vote of the Board of Directors.
  - 1. **In the event of a tie, the vote shall pass by a quorum of the members in good standing**

### **Section 6. Compensation**

- A. Officers shall receive no compensation for their service as directors.
- B. Any officer serving the organization in any other capacity may receive compensation for any other services rendered to the corporation.

### **Section 7. Vacancy**

- A. An officer may resign by giving written notice to any member of the Board of Directors.
- B. A majority vote of the Board of Directors may fill any vacant office, even if less than a quorum of directors remains in office.
- C. Each person so elected shall serve the duration of the unexpired term, or until the next annual meeting.

### **Section 8. Duties**

- A. The President is responsible for:
  - 1. Supervising and controlling the affairs of the corporation.
  - 2. Contribute to meeting agendas.
  - 3. Seeking consensus on day-to-day decisions for the space.
  - 4. Acting on the direction of the Board of Directors.
  - 5. Acting as the public representative of the Makerspace.



6. Performing any other duties that may be prescribed by the Board of Directors.
- B. The Vice President is responsible for:
1. Performing all duties and exercising all powers of the President when the President is absent or is otherwise unable to act.
  2. Acting as public representative of the Makerspace.
  3. Helping president seek consensus on day-to-day decisions for the space.
  4. Encouraging knowledge of equipment operations and safety, including ensuring proper safety documentation is provided and posted as applicable.
  5. Helping members and visitors to feel welcome.
  6. Performing any other duties that may be prescribed by the Board of Directors.
- C. The Secretary is responsible for:
1. Taking, publishing, and maintaining records of all meeting minutes.
  2. Maintaining, and preserving all business documents and records.
  3. Publishing all public business documents, [public meeting records and other records](#).
  4. Giving all notices as are required by law or by these bylaws.
  5. Performing any other duties that may be prescribed by the Board of Directors.
  6. [Convening, closing, and maintaining the effectiveness of meetings](#).
  7. Ensuring meeting actions are within the bounds of the governing documents.
  8. Ensuring all legal requirements are met to maintain 501c3 status.
  9. Regularly checking the post office box and distributing mail to designated individuals.
- D. The Treasurer is responsible for:
1. Having charge and custody of all funds of this corporation.
  2. Depositing all funds into account(s) as designated by the Board of Directors.
  3. Distributing all funds from account(s) as designated by the Board of Directors.
  4. Keeping and maintaining adequate and correct account records of the corporation's properties and business transactions.
  5. Rendering accounting reports presented as directed by the Board of Directors.
  6. Collecting membership dues.
  7. Performing any other duties that may be prescribed by the Board of Directors.

## **Article V. Advisory Board**

### ***Section 1. Appointment***

- A. Advisory board members shall consist of any person from the community that is nominated and elected by the board of directors.

## **Section 2. Terms**

- A. Advisors may serve until death, resignation, loss of sound mind, or removal by the Board of Directors as directed by these bylaws and the laws of the state of Alabama.

## **Section 3. Meetings**

- A. There will be no set meetings for Advisors.

## **Section 4. Powers**

- A. Advisors will have no voting rights and will serve strictly in an advisory role.

## **Section 5. Compensation**

- A. Advisors shall receive no compensation for their service as Advisors.

## **Article VI. Restrictions on Actions**

### **Section 1. Assets and Earnings**

- A. All the assets and earnings of the corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto.
- B. No part of any net earnings shall benefit any employee of the corporation or be distributed to its directors, officers, or any private person, except that the corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

### **Section 2. Permitted Activities**

- A. Notwithstanding any other provision of these bylaws, the corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- B. The corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any directors, officers, and private property of the subscribers, directors or officers shall not be liable for the debts of the corporation.

### **Section 3. Political Involvement**

- A. No substantial part of the corporation's activity shall be used for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation, except such actions as allowed by the 501(h) section of the tax code.
- B. The corporation shall not participate in any political campaign, will not engage in political campaigns, or interfere with any political campaign on behalf or in opposition to any candidate for public office.

### **Section 4. Further Restrictions**

- A. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

1. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
2. Engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
3. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
4. Make any investment on such a manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
5. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

## **Article VII. Disposition of Monies**

### ***Section 1. Contracts***

- A. The Board of Directors may authorize, by general resolution, a director or directors, an agent, or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the corporation.

### ***Section 2. Checks, Drafts, and Orders of Payment***

- A. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the corporation shall be signed by the officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.

### ***Section 3. Deposits***

- A. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

### ***Section 4. Gifts***

- A. The directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of property on behalf of the corporation.

### ***Section 5. Loans***

- A. No director, officer or agent shall have the authority, on behalf of the corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors.
- B. The authority designated by this provision shall be limited to a single and specific instance.

### ***Section 6. Dissolution***

- A. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, including the costs and expenses of such dissolution, dispose of all the assets of the corporation exclusively for the exempt purposes of the corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors.

- B. None of the assets will be distributed to any officer or director of the corporation.
- C. Any such disposed assets shall be disposed by, and in the manner designated by, the state court having jurisdiction over the matter.

## **Article VIII. Code of Conduct**

### ***Section 1. Statement of Nondiscrimination***

- A. Notwithstanding any provision of these bylaws, the corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of gender, gender identity, sexual orientation, race, color, ethnicity, or national origin.

### ***Section 2. Statement of Responsible Stewardship***

- A. Notwithstanding any provision of these bylaws, the corporation shall manage its funds responsibly and prudently. This should include the following considerations:
  - B. It spends a reasonable amount of its budget on programs in pursuance of its mission
  - C. It spends an adequate amount on administrative expenses to ensure effective management of the group and its facilities
  - D. It maintains an appropriate level of funds to maintain its mission and purpose and not accumulate excessive funds.
  - E. It ensures that all spending policies and practices are fair, reasonable and appropriate to fulfill the mission of the organization
  - F. It provides financial reports that are factually accurate and complete in all material aspects.

### ***Section 3. Statement of Responsible Fundraising***

- A. Notwithstanding any provision of these bylaws, the corporation shall be truthful in all solicitation materials that are made available to all donors.
- B. The corporation will respect the privacy concerns of individual donors and will expend all donated funds consistent with the donor's intent.
- C. The corporation shall disclose important and relevant information to potential donors.

## **Article IX. Adoption, Amendment, and Revision**

### ***Section 1. Adoption***

- A. Adoption of the bylaws will occur by resolution and vote of all directors.
- B. Adoption and ratification will be documented in a separate record.

### ***Section 2. Amendment***

- A. The Board of Directors shall have the power to amend, alter, and repeal the bylaws of the corporation by majority vote.
- B. Any amendment, alteration, or repeal shall be documented within the meeting minutes, and at the end of this document within the revision history.

### **Section 3. Review and Revision**

- A. A review of these bylaws will occur at least annually by the Secretary to ensure minor changes are recorded and adherence to document control governance is maintained.
- B. A review of these bylaws will occur at least once every two (2) years by the Board of Directors to ensure major changes to organization and procedure are made and recorded to accurately reflect operation of the corporation.
- C. Revision history will be maintained at the end of this document.
- D. Major revisions will be designated with an increase in the revision number leading the decimal.
- E. Minor revision will be designated with an increase in the revision number following the decimal.

<b>Revision History</b>		
<b>Revision #</b>	<b>Date</b>	<b>Revision Details</b>
1.0	06/##/2013	<ul style="list-style-type: none"><li>● Initial Issue</li><li>● Original copy on file with the IRS</li></ul>
2.0	02/20/2018	<ul style="list-style-type: none"><li>● Complete Revision</li></ul>
3.0	3/17/2020	<ul style="list-style-type: none"><li>● Modification to sections in blue</li><li>● Corrected spelling errors</li></ul>