

NON-PROFIT BYLAWS OF MAKE ROANOKE

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Virginia and the Articles of Incorporation of MAKE Roanoke. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Virginia, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 — Name and purpose

SECTION 1– Name

1. The name of the Corporation is MAKE Roanoke.

SECTION 2 – Purpose

MAKE Roanoke exists to promote knowledge, skill, and creativity in science, technology, crafts, and the arts. We strive to foster these values in an inclusive and safe environment. To these ends, MAKE Roanoke shall provide the following:

1. An inclusive and collegial social framework for members to inspire and collaborate with others of similar interests;
2. A maintained communal space providing safe access to tools and supplies for projects; and
3. Events to promote education and collaboration between members and the greater Roanoke community.

ARTICLE 2 – Membership

SECTION 1 – Membership tiers

1. MAKE Roanoke tiers are to be structured as:
 - a. Board Members – person/persons listed as incorporators or elected individuals governing the Corporation
 - b. Members – person/persons paying a fee for use and access to said group/ space
 - c. Probationary Members - person/persons paying a fee for use and access to said group/space, but with restrictions to rights and privileges, as outlined in Article 2 Section 3 and the Member Handbook

SECTION 2 – Eligibility

1. In order to become a Member, an applicant must complete the membership application, pay the monthly membership fee, and abide by the Member Handbook.
2. A new Member must either be sponsored by a current Member in good standing or must go through a probationary period, as outlined in Article 2 Section 3 and the Member Handbook.
3. All membership applications must be approved by the Board or their designee.
4. Members must be at least the age of majority in the Commonwealth of Virginia.
5. The Corporation reserves the right to limit membership based on the capacity of the space.

SECTION 3 – Rights and Responsibilities

1. Members shall have the right to:
 - a. One vote each on:
 - i. The election of Board Members
 - ii. Any merger and its principal terms
 - iii. Changes in the Bylaws
 - iv. Any issue put before the membership
 - b. Voice their opinion and vote their preference or abstain from voting in the affairs of the Corporation
 - c. A key or other method of entry to the physical workspace and access for the days and times specified in their membership agreement

- d. Reasonable inspection rights of corporate records
 - e. Sponsor a qualified person to be a Member
 - f. Store a reasonable amount of equipment and/or materials at the space, with exact details to be specified by the Board
 - g. All rights afforded Members under the law, and any other rights granted by resolution of the Board
- 2. Probationary Members shall have all the rights of Members, except:
 - a. Probationary Members may not vote in affairs of the Corporation
 - b. Probationary Members may not serve as Board Members
 - c. Probationary Members may not sponsor a new Member
 - d. The Board may terminate a Probationary Member's membership with a simple majority vote in lieu of the full Board termination of membership process listed in Article 2 Section 5
- 3. All Members and Probationary Members shall be responsible for:
 - a. Timely payment of monthly dues
 - b. Providing their current address, contact information, and preference for electronic receipt of communications
 - c. Thoughtfully and respectfully contributing to MAKE Roanoke's direction and policies
 - d. Continuing to support the purposes of the Corporation
 - e. Obeying any rules set forth by a resolution of the Board
 - f. Upon termination of membership, forfeiting their method of entry in addition to any other property owned by MAKE Roanoke to a Board Member or an agent designated by the Board for this purpose
 - g. Uphold MAKE Roanoke's Purpose and Member Handbook

SECTION 4 — Suspension of Membership

- 1. Membership may be suspended with a resolution passed by a simple majority vote of the Board in accordance with MAKE Roanoke's voting procedures. Reasons for suspension are limited to non-payment of dues/fees and violations of MAKE Roanoke's Member Handbook.
- 2. A suspended member will not be able to access the space.
- 3. In order for the suspension to be lifted, the suspended Member must go through the same application and sponsorship process as occurs on acceptance of a new Member. The Member must then provide payment of any dues owed plus one month beyond the end of the suspension period.
- 4. The re-application requirement may be waived at the discretion of the Board.

5. After 30 days in suspension, the membership in question will automatically be terminated unless extended by the Board.

SECTION 5 — Termination of Membership

1. A person ceases to be a member of the Corporation upon any of the following:
 - a. Resignation of the member, with reasonable written notice to the Board, provided in accordance with the Membership Agreement
 - b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board
 - c. Failure of the Member to pay dues, fees, or assessments as set by the Board within 30 days after they become due and payable
 - d. The Member's death
 - e. Occurrence of any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications
 - f. Termination of membership by the Board according to the procedures in Article 2 Section 5, or in the case of a Probationary Member, by simple majority vote of the Board
 - g. Completion of 30 days in suspended membership status
2. Resignation shall not relieve a member of unpaid dues or other monies owed.
3. Membership may be terminated by the Board for any reason according to the following procedures:
 - a. The termination procedure may be initiated by a simple majority of the Board, based on the good faith determination that the Member has failed in a material and serious degree to observe the MAKE Roanoke Member Handbook or has engaged in conduct materially and seriously prejudicial to MAKE Roanoke purposes and interests.
 - b. The Member will be given prior notice, by any method reasonably calculated to provide actual notice to the Member, of the proposed termination and the reasons for the proposed termination.
 - c. The Member shall be given an opportunity to be heard, either orally or in writing, before the effective date of the proposed termination.
 - d. The hearing shall be held, or the written statement considered, by the Board. The Board and/or the Member may provide witnesses and/or testimony to be considered in the decision.

- e. The Board will decide whether or not the membership should be terminated, or if the Member should be sanctioned in some way, through a simple majority vote of the Board in accordance with MAKE Roanoke's voting procedures. The decision of the Board will be final and binding on the Member.
 - f. The Board shall make reasonable efforts to mediate and resolve issues with Members, however a period of suspension shall not be required prior to a vote to terminate a membership.
- 4. Upon resignation or termination, Members will be removed from the access list for the door and members-only mailing list.
 - 5. A person whose membership was terminated by a means other than their resignation will no longer be permitted in the physical space. The termination will remain in effect for a period of one year, unless vacated by the Board.

SECTION 6 – Pause of Membership

- 1. Members may petition the Board for a temporary pause of their membership. The granting of any such pause is entirely at the discretion of the Board.
- 2. Any Member in pause will be denied access to the space and tools during the pause, except during times when the space is open to the public.
- 3. Any Member in pause status will not have voting rights during the pause.
- 4. Any project storage space allocated to the Member will be retained by the Member during the pause, subject to availability as determined by the Board.
- 5. The membership pause fee shall be determined by the Board (see Article 2 Section 7) and may be waived at the discretion of the Board.
- 6. The maximum allowed duration of a pause is at the discretion of the Board.
- 7. How often a pause may be granted to a given Member is at the discretion of the Board.

SECTION 7 — Dues & Fees

- 1. The amount of the monthly membership dues, fees (including but not limited to startup fees, membership pause fees, and class fees), security deposit, and any other membership obligations will be determined by the Board, in accordance with the Board voting procedures.
- 2. Terms for all membership dues, unless otherwise noted, shall be contiguous.

3. The term for a given payment of dues shall start on the first day on which payment is received.

ARTICLE 3 — Meetings

SECTION 1 — Regular Meetings

1. Regular meetings of the Members shall be held at minimum once quarterly, at a time and place designated by the Board. A Board Member of MAKE Roanoke or an appointed representative must be present for and preside over the meeting.

SECTION 2 — Annual Meeting

1. An Annual Meeting of the Members shall take place once per calendar year, the specific date, time, and location of which shall be designated by the Board.
2. At the Annual Meeting the Members shall elect the Board members whose term will end in the upcoming calendar year (see Article 4 Section 1), vote or otherwise have input on topics presented by the Board, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the coming year.
3. Notice for the Annual Meeting shall be conspicuously posted at the registered office and electronically sent to all Members at least 14 days in advance.
4. A Board Member of the Corporation or an appointed representative must be present for and preside over the meeting.

SECTION 3 — Special Meetings

1. A petition signed by a simple majority of Members may also call a special meeting. A Board Member of the Corporation or an appointed representative must be present for and preside over the meeting.
2. Special meetings may also be called by the Board, provided one week's notice is given for any matters brought to a vote in accordance with Article 3 Section 4.

SECTION 4 — Voting

1. Voting must take place at an official regular meeting or annual meeting or special meeting. All issues to be voted on shall be decided by a simple majority of present voting members, proxies, and votes provided electronically to the Board except where otherwise stated in these laws.
2. Prior notice of matters to vote on shall be provided to all members via an official communication to their email address of record, at least one week in advance of any such vote.
3. If a special meeting is called by a simple majority of the membership in accordance with Article 3 Section 3, no prior notice needs to be provided for matters brought to a vote.
4. Voting requires one-third of the voting Members of the Corporation represented in person, by electronic means, or by proxy.
5. Procedures for tie breaking will be set by the board and published in the membership handbook.

SECTION 5 - Board Meetings

The Board will meet to discuss and vote on Corporation business at minimum once per quarter. Board meetings may be held in person or virtually, at a place and time determined by majority vote of the Board.

ARTICLE 4 — Board Members

SECTION 1 — Composition

1. There shall be a minimum of three Board Members.
2. All Board Members must be Members in good standing with MAKE Roanoke.
3. Each Board Member shall serve for a 24-month term from the time of their election, and until a duly elected successor is trained.
4. The following required roles will be filled, and selected, by current Board Members:
 - a. Chair
 - b. Treasurer
 - c. Secretary

- d. Clerk

SECTION 2 — Responsibilities

Board Members

1. Board Members participate in Board Meetings and associated business.
2. All Board Members have equivalent voting rights, and Board decisions are made by a simple majority vote.
3. Board Members may assist the other Board Members with their duties as needed.
4. Each Board Member serves as a representative of the Corporation to the public and in all functions where a Chair may be called for by law or any other outside requirements, and is responsible for public-facing communication.
5. Two Board Members must sign any documents legally binding the Corporation.
6. The Board shall conduct or supervise all activities associated with the general management of the Corporation.
7. A Board Member may have zero to many roles. However, no single Board Member may serve as the Treasurer and the Clerk simultaneously.

SECTION 3 — Board Member Roles

Chair

1. The Chair or the duly appointed representative shall organize and preside over all meetings of the membership. The Chair or their duly appointed representative is responsible for enforcing the rules of meeting procedure as detailed in these documents.

Treasurer

The Treasurer is responsible for monitoring all financial assets of the Corporation. This includes but is not limited to:

1. Keeping record of the Corporation's budget and expenditures
2. Filing taxes
3. Preparing financial reports to the Board or as required by law

Secretary

The Secretary is responsible for the following, but may with advance notice, appoint a temporary representative to perform these tasks in their absence. If no advance notice of absence is given, any present Board Member(s) may appoint a temporary representative. Responsibilities include:

1. Being present at all meetings of the membership and the Board
2. Taking accurate and impartial meeting minutes and notes
3. Recording the results of all elections and votes
4. Making the aforementioned information available to the membership in a timely manner
5. Ensuring that the Corporation files its annual report and any other papers required to maintain legal status by the law of Virginia or Federal law
6. Ensuring that notices defined in the Bylaws are delivered in accordance with the Bylaws
7. Managing media relations and public outreach as well as official communication, both internally and externally
8. Maintaining the Corporation's online presence including but not limited to the website, Social Media accounts, etc.

Clerk

The clerk is responsible for maintaining access to financial accounts and issuing payments.

Responsibilities include:

1. Providing monthly financial statements of accounts to the Treasurer
2. The payment of rent and utilities for any space leased by the Corporation
3. The collection of membership dues from Members
4. The disbursement and reimbursement of funds authorized to be spent under the procedures detailed in these bylaws.

SECTION 4 — Elections

1. Elections for Board Members shall take place at the Annual Meeting.
2. All Board Members shall be elected by the process determined in these Bylaws for Voting.
3. Each Member in good standing shall be given an opportunity to be a candidate for each Board Member position.
4. If there is more than one candidate for a Board Member position, the candidate who obtains the highest number of votes from Voting shall be elected.

5. In the case of a tie, a run-off election will be held. If the run-off results in a tie, the existing Board will select the winner.
6. Any Member in good standing has the right to nominate any Member in good standing for The Board.
7. Only nominated candidates can un-nominate themselves.

SECTION 5 — Resignations and Terminations

1. Any Board Member may resign at any time by written notice delivered to the other Board Members of the Corporation.
2. A resignation is effective when the notice is delivered unless the notice specifies a future date.
3. Any Board Member may be terminated in their role by a Vote of No Confidence per the following procedure:
 - a. 25% of the Membership must request a Vote of No Confidence be called at least one day prior to an official meeting.
 - b. Members may initiate a special meeting per Article 3, Section 3.
 - c. The Vote of No Confidence will be carried out according to Article 3, Section 4 — Voting. A member may cast a vote 'To Remove the Board Member' or 'To keep the Board Member'.
 - d. If the Vote of No Confidence is passed, the Board Member is immediately terminated from the Board.
 - e. If the Vote of No Confidence is not passed, the Board Member remains.
4. In the case of Board Member vacancy, such as a Termination or Resignation, an election shall be held within 1 month to fill the position.
5. Members shall elect the replacement Board Member from among the candidates who have been nominated and accepted their nomination by the processes determined in these Bylaws for Voting and Elections.
6. The replacement Board Member will assume the term of the replaced Board Member.

SECTION 6 — Authority

1. The Board can make decisions and policies regarding routine business, including:
 - a. Recurring fees, membership costs, costs, operations, and other business considered routine for the function of the Corporation
 - b. Proper member conduct, member warnings and suspensions
2. The Board shall notify the membership about non-routine business.
 - a. Notification shall be given at least one week in advance of any Board Vote regarding non-routine business. Notification will be made through an announcement via email to each member's address of record and through a post to the official members email discussion group. Notification shall explain the non-routine business in sufficient detail for a member to make an informed

decision about the business. All reasonable information available to the Board shall be made available to any Member upon request.

- b. If at least 25% members request a full membership vote on non-routine business by contacting the Board or by posting their request to the official members email discussion group before the date of the Board Vote, the business shall be solely decided by the membership according to the procedures in Article 3 Section 4 — Voting.
- c. Non-routine emergency expenses and decisions. If an expense, decision, or change to normal operations is necessary to preserve life or property and there is not enough time for a potential membership vote, the Board may vote to commit to the expense or make a decision without consulting the membership. The Board shall inform membership as soon as is practical but not more than 72 hours after making a commitment or change.
- d. Non-routine business includes:
 - i. Any single expenditure of more than \$500
 - ii. Any recurring expenditure totaling more than \$1000 in any 12-month period that has not already been in place for more than 30 days before this revision is adopted
 - iii. Any disposal of MAKE Roanoke property with a fair market value of more than \$500
 - iv. Transfer of any MAKE Roanoke property valued at more than \$50 to a Board Member or Board Member's family
 - v. Removal or acquisition of any tool with a fair market value of more than \$500 or any tool that a member or group of members has contributed 50 or more hours to its construction or maintenance in the preceding 12 months
 - vi. Commitment to any debt or obligation with a total value of more than \$500
 - vii. Issuance of any bond, stock or negotiable instrument by MAKE Roanoke or guaranteed by MAKE Roanoke
 - viii. Issuance of any loan more than \$250 or any loan causing the total value of all outstanding loans to be more than \$500
 - ix. Commitment to any partnership, joint venture, merger, reverse-merger, or dissolution
 - x. Commitment to any contract not listed above with an apparent value over \$500 or a term of over 12 months
 - xi. Removal of or substantial changes to any of the individually funded areas (for example: the metal shop, wood shop, laser lab, etc.) with more than \$100 funding or 100 member-hours of dedicated maintenance or construction in the preceding 12 months
 - xii. Any group of expenditures or commitments structured to circumvent the limits above by splitting them into multiple parts
 - xiii. Any issue up for a vote that would reasonably require every Member to directly perform an action or refrain from performing an action

3. A quorum of a simple majority of Board Members is required to pass any Board decision except where otherwise stated in these laws.
4. The Board shall make their meeting agendas and results of decisions known to the Membership.
5. The Membership can appeal Board decisions per the following procedure:
 - a. 25% of the Membership must request an appeal at least one week prior to an official meeting.
 - b. A vote to overturn will be carried out according to Article 3, Section 4 — Voting. A member may cast a vote 'To Overturn the Board Decision' or 'To Keep the Board Decision'.
 - c. If the appeal is passed, the decision is overturned.
 - d. If the appeal is not passed, the decision stands.
6. The Board may appoint standing committees or select delegates as necessary to assist them in their responsibilities. Appointment as a delegate or to a committee is subject to a veto by a majority of the Board. A Member serving on such a committee or as a delegate must be in good standing and is not entitled to compensation, nor a vote on Board matters.

SECTION 7 — Compensation

1. A Board Member shall not be remunerated for being or acting as a representative of the Corporation, but the Corporation may provide insurance and indemnity as permitted by law.
2. All Board Members shall serve without pay.
3. All Board Members shall receive full physical access to the Corporation's facilities to conduct Corporation business.
4. Conflicts of interest shall prevent Board Members from casting votes where such Board Members would profit or otherwise derive gain from such votes.

Article 5 — Fiscal Matters

SECTION 1 — General

The Corporation may use its funds only to accomplish the purposes specified by the Bylaws and Member Handbook.

SECTION 2 — Fiscal Year

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

SECTION 3 — Purchasing Authority

The Board or delegated Member, in accordance with Article 4, Section 6, shall be authorized to make purchases in the name of the Corporation.

SECTION 4 — Deposits

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

SECTION 5 — Checks and Notes

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 accounted for by the Treasurer and signed by the Clerk. The Treasurer shall account for, and the Clerk shall pay for, routine, regularly occurring expenses as approved by the Board.

SECTION 6 — Gifts and Donations

1. The Board and any Member delegated by the Board, 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.
2. Board approval is required for Restricted Donations or donations of motor vehicles in all instances.
3. Material Donations may be accepted by the Board or their delegate.
4. The Treasurer will be notified of any donations and may issue a receipt of donation upon request.
5. Donations not explicitly approved may be rejected. Rejected donations may be disposed of as the Board or their delegate sees fit at the expense of the donor.

SECTION 7 — Material Property

1. Material property that may be obtained from time to time by the Corporation in its name will be controlled by and the responsibility of the Board, or a designee of the Board.
2. All such material property shall be used only for the benefit of the Corporation and its Members.
3. No material property of the Corporation with an aggregate value of more than \$500 may be given to, loaned or placed in the possession of a Member or third party without the expressed permission of the Board.
4. No material property of the Corporation with an aggregate value of less than or equal to \$500 may be given to, loaned or placed in the possession of a Member or third party without the expressed permission of the Board, or a designee of the Board.

5. In cases of ambiguity, contention or conflict regarding location of material property, the matter should be referred to the Board for resolution.
6. The Board must approve the removal, sale, or donation of material property.

SECTION 8 — Dissolution

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

Article 6 — Corporate Books, Records, and Reports

SECTION 1 — Books, Records and Reports

1. The Corporation shall keep all corporate books, records, and reports as required by the laws of the Commonwealth of Virginia.
2. The Corporation's books, records, and reports shall be kept in a secure location, shared and agreed upon by the Board, the account for which must be under the control of the Corporation.

SECTION 2 — Inspection of Documents

1. The Corporation shall make all books and records of the Corporation available for inspection by any interested party for any proper purpose at any reasonable time by submitting a written request to the Secretary of the Corporation.
2. The request shall state the purpose for which the inspection is requested.
3. The books and records shall be made available for inspection within a reasonable time after the request is received by the Secretary.
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.

SECTION 3 — Right to Copy

Any reasonable inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy.

SECTION 4 — Maintenance of Corporate Books and Records

In addition to what is otherwise defined in these Bylaws, the Corporation shall keep records of minutes of all Board Meetings, Regular, Annual and Special Meetings, and any meetings of committees, indicating the time and place of holding.

SECTION 5 — Periodic Report

The Board shall cause any annual or periodic report required under the Articles of Incorporation, these Bylaws, or provisions of law to be prepared and delivered to an office of the state or to the Members of this Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 7 — Amendment of Bylaws

1. These By-Laws shall be amended at an official meeting by a simple majority vote of **all members**. Members may vote in-person, by proxy, or through votes provided electronically to the Board.
 - a. Note: This means that if fewer than half of all members vote, not even a unanimous outcome from these voters can change the bylaws! A majority of all members is required to affirm a bylaws change, a majority of those voting is not necessarily sufficient.
2. The proposed changes will be made available to all Members via email notification and website at least 30 days before the official meeting at which the vote will be held.

ARTICLE 8 — Certification

1. This shall certify that the attached is a true and correct copy of the Bylaws of this Corporation, and that such Bylaws were duly adopted by the Incorporator and approved by the Board Members of this Corporation.