

Lansing Makers Network Bylaws

December 11th, 2017
Adopted: October 2, 2018

Article I. Name and Purpose

Section 1 Name

The name of this corporation shall be Lansing Makers Network and is hereafter referred to as the Corporation.

Section 2 Nature of Corporation

The Corporation, a nonprofit corporation formed under State of Michigan statutes is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code

Section 3 Specific Purpose

The specific objectives and purposes of the Corporation shall be to:

1. Maintain shared workspace, tools, storage, and other resources for use by members on projects related to art, science, and technology,
2. Facilitate personal growth in art, science and technology through classes and programs
3. Encourage the environmentally responsible, use, reuse, and repair of technology through education and research
4. Cultivate local entrepreneurship in the fields of art, science, and technology
5. Encourage the exchange of knowledge on local, national, and global levels through conferences, collaborative projects, and other activities
6. Create and perpetuate a community and culture that supports the purposes of the Corporation
7. Conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.

Section 4 Construction

The Corporation shall be organized on a directorship basis.

Section 5 Registered Office
The registered office of the Corporation in Michigan is that shown in the Articles of Incorporation, or in a resolution of the Board of Directors filed with the appropriate Department of the State of Michigan changing the registered office.

Section 6 Corporate Seal
The Corporation may have a corporate seal of a design and form to be determined by the Board of Directors.

Article II. Membership

Section 1 No Voting Membership
The Corporation may refer to other persons or entities associated with it as “members” even though these persons or entities are not voting members as set forth in these bylaws, but no such reference shall constitute anyone as a member within the meaning of the Michigan Nonprofit Corporation Act of 1982.

Article III. Board of Directors

Section 1 Board Role, Size and Compensation
The Board of Directors (“the Board”) is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall consist of no less than five (5) elected directors and no more than fifteen (15). The board receives no compensation other than the reimbursement of reasonable expenses.

Section 2 Terms and Term Limits
Directors shall serve three (3) year terms and are eligible for re-election to two (2) consecutive terms. Upon adoption of these bylaws, existing Directors shall be considered to be in their first term. Directors terms shall be staggered such that approximately one-third (1/3) of the Board is elected or re-elected each year. The Board may choose to shorten terms as needed to fulfill the staggering of elections.

Section 3 Meetings and Notice
The Board shall meet at least four (4) times per year (quarterly) at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two (2) weeks in advance of the meeting.

- Section 4 Special Meetings*
Special meetings of the board shall be called upon the request of the chairperson or one-third (1/3) of the Board. Notices of Special Meetings shall be sent by the secretary to each board member at least two (2) weeks in advance of the meeting.
- Section 5 Annual Meeting of the Board of Directors.*
As soon as practical and not more than sixty (60) days before the beginning of the new calendar year, an Annual Meeting shall be held to elect Officers, Board of Directors members, and conduct other business. Notice of the Annual Meeting shall be given to the Board in writing not more than sixty (60) days or less than ten (10) days prior to the meeting date. Officers elected at the Annual Meeting shall assume office on January 1 of the next calendar year and shall preside at the first meeting of the calendar year. The following year's Board of Directors and Officers shall be determined by majority vote of the members of the Board of Directors.
- Section 6 Method of Notice*
Except as required by law, any notice required to be delivered in writing shall be delivered by Electronic Mail to the address of record on file with the secretary for each board member.
- Section 7 Waiver of Notice*
Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of Michigan, such notice may be waived in writing signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.
- Section 8 Election Procedures*
The Board Governance Committee shall be responsible for nominating a slate of prospective board members. In addition, any Director may nominate a candidate to the slate of nominees.
- Section 9 Quorum*
A quorum of Directors must be present for business to be conducted and for any motions to pass. A quorum of Directors shall consist of at least fifty (50) percent of Directors.
- Section 10 Vacancies*
When a vacancy on the board exists mid-term, the secretary may receive nominations for new members from the Board Governance Committee two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon and elected by a simple majority of directors present. These vacancies will be filled only to the end of the vacating board member's term.

Section 11 Removal

Any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office. Proper notice regarding the removal must be given in writing fourteen (14) days prior to any regularly-scheduled or special meeting. The resulting vacancy shall be filled in the manner specified in Section 3.11.

Section 12 Resignation

Resignation from the board must be in writing and received by the Secretary. The resulting vacancy shall be filled in the manner specified in Section 3.11.

Section 13 Proxy and Electronic Voting

Voting by proxy at a meeting of the board shall not be allowed. Electronic voting may be allowed when all discussion related to the vote is held via eMail or electronic forum and all board members are able to view and participate in the full discussion. Votes which require advance notice periods as outlined in these bylaws may not be voted on electronically.

Section 14 Non-liability of Directors

The directors of the corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Article IV. Officers

Section 1 Officers and Duties

There shall be four (4) officers of the Board, consisting of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. Their respective duties are as follows:

The Chairperson shall convene all regularly scheduled meetings and shall preside over or arrange for other members of the Executive Committee to preside at each meeting. The chairperson shall also serve as chairperson of the Executive Committee.

The Vice-Chairperson shall have such powers and duties as may be prescribed by the Chair or by the Board. In the event of absence or disability of the Chair, the Vice Chair shall succeed to his or her power and duties in the order designated by the Board.

The Secretary shall chair the Board Governance Committee, be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of the meeting minutes and agenda to each Director, and assuring that all corporate records are maintained.

The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. The Treasurer shall report the financial status of the Corporation to the board at each regular meeting.

Section 2 Terms
Officers shall serve a term of two (2) years.

Section 3 Resignation and Termination
Resignation from an officer position must be in writing and received by the Secretary. An officer may be removed from office with or without cause, by the vote of a majority of the Directors at a scheduled board meeting where the item was placed on the written agenda distributed at least one (1) week in advance of the meeting.

Section 4 Compensation
Officers shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Article V. Committees

Section 1 Committee Formation
The Board may create committees as needed. The chairperson appoints all committee chairs.

Section 2 Executive Committee
The four officers of the board shall serve as the members of the *Executive Committee*. Except for the power to amend the Articles of Incorporation or these bylaws, the *Executive Committee* shall have all the powers and authority of the Board in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full board.

Section 3 Finance Committee
The Treasurer shall serve as the chairperson of the Finance Committee, which shall include three (3) other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the Corporation are public information and shall be made available to the Directors and the public.

Section 4 Governance Committee
The Secretary shall serve as the chairperson of the Governance Committee, which shall include three (3) other board members. The Governance Committee is responsible for monitoring the Board's due diligence function as it relates to governance, recommending any structural changes to assure that

the Board fulfills its legal and moral obligations, monitoring effectiveness of governance policies, recommending governance standards for Board and committee operations, monitoring adherence to said standards and engaging the Board in dialogue for change including recommending changes to the full board for consideration.

The Governance Committee shall also submit the slate of nominees for election to the Board with consideration for the optimum composition for the Board including diversity screens, skills, and behaviors.

Article VI. Staff and Agents

Section 1 President and CEO

The Board of Directors may hire a President/CEO who shall serve at the will of the Board. The President/CEO shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the President/CEO's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the President/CEO or any other employee. The President/CEO shall make such reports at the Board and Executive Committee meetings as shall be required by the Chairperson or the Board. Nothing herein shall confer any compensation or other rights on any President/CEO, who shall remain an employee terminable at will, as provided in this Section.

Section 2 Fiscal Agents

The Corporation may designate such fiscal agents, investment advisors and custodians as the Board may select by resolution. The Board may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor or custodian.

Article VII. Execution of Instruments, Deposits, and Funds

Section 1 Execution of Instruments

The board may authorize any officer 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, and such authority granted may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose or in any amount.

Section 2 Deposits

All funds of the Corporation shall be deposited regularly to the credit of the

Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 3

Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the nonprofit purposes of the Corporation pursuant to its acceptance policies as adopted by the Board.

Section 4

Property

No Director shall have any right, title, or interest in or to, the property of the Corporation.

Section 5

Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

Article VIII. Liability

Section 1

A Director or volunteer officer's liability to the Corporation for money damages for any action taken, or for any failure to take action as a Director or volunteer officer shall be limited to the following:

1. The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
2. Intentional infliction of harm on the corporation;
3. A violation of section 551 of Michigan's Nonprofit Corporation Act for accepting or receiving a distribution contrary to the Act;
4. An intentional criminal act; and/or
5. For liability imposed under section 497(a) of Michigan's Nonprofit Corporation Act, upon the termination of a derivative proceeding.

Article IX. Indemnification

Section 1

Personal Indemnification; Exceptions.

The Corporation shall indemnify any present or former Director, officer, employee or agent of this Corporation, and may extend any such indemnification to any employee or agent as deemed appropriate, to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses actually incurred by such person relating to his or her conduct as a Director, officer, employee, or agent of this Corporation, except that the mandatory indemnification required by this sentence shall not apply: (i) to a breach of the duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or

(iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case, where such person shall be adjudged liable to the Corporation.

Section 2 *Reliance; Exercise of Powers of Indemnification.*

Service on the Board of Directors of the Corporation, or as an officer thereof, is deemed by the Corporation to have been undertaken and carried on in reliance by such persons on the full exercise by the Corporation of all powers of indemnification which are granted to it under this Article and the Michigan Nonprofit Corporation Act as amended from time to time. Accordingly, the Corporation shall exercise all of its powers whenever, as often as necessary and to the fullest extent possible to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent provided above, unless the Michigan Nonprofit Corporation Act or other applicable legal principles limit or deny the Corporation's authority to so act. This Article and the indemnification provisions of the Michigan Nonprofit Corporation Act (to the extent not otherwise governed by controlling precedent) shall be construed liberally in favor of the indemnification of such person.

Article X. Insurance

Section 1 *Insurance*

The Corporation shall put forth a bona fide effort to maintain continuous liability insurance

Article XI. Dissolution

Section 1 *Dissolution*

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII. Amendments

Section 1 *Amendments*

These bylaws may be amended when necessary by two-thirds (2/3) majority of the Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

