

## I NAME, LOCATION AND SEAL

1. The name of the corporation is BANGOR MAKER SPACE (the “Corporation”).
2. The Corporation shall maintain a registered office in the State of Maine. This office may coincide with the physical location of our workspace. In the event that the Corporation does not have a physical workspace, the registered office shall be determined by the Board.
3. The corporate seal shall be a common wafer seal unless otherwise determined by the Board of Directors. Failure to affix the seal to a document does not affect its validity.

## II PURPOSE

Bangor Makerspace is organized exclusively for charitable, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code (26 CFR §1.501(c)(3), or as revised). The mission of the Bangor Makerspace includes, but is not limited to:

1. Providing space, equipment and resources for members, and to be a shared community asset.
2. Creating a welcoming and inclusive environment for experimentation in technology and art.
3. Encouraging continued learning through workshops, classes, seminars and mentoring.
4. Outreach to disadvantaged groups and individuals to encourage learning and practice in STEM/STEAM (Science, Technology, Engineering, Art and Mathematics).

## III MEMBERSHIP

There are three types of Member: Full, Non-voting, and Suspended. No person may hold more than one membership, or one type of membership.

1. Eligibility. Non-voting membership is available to any person 18 years of age or older, with the following conditions.
  - (a) Approval by two or more Directors.
  - (b) Verification by a Director of a completed membership form. This form shall include contact information and such other information as the Board may determine; the completed form will be passed to the Secretary for recording. Applicants for membership must also display a government-issued photo ID.
  - (c) Payment of initial membership fees, in an amount and times as determined by the Board.
  - (d) Individuals who have been expelled are no longer eligible for membership.
2. Voting. Full Members are entitled to vote at the Annual Meeting. Non-voting Members and Suspended Members are not permitted to vote.
3. Dues. Full and Non-voting Members must pay dues, in an amount and times as specified by the Board.
4. Becoming a Full Member. A Non-voting Member may choose to become a Full Member after 90 continuous days as a Non-voting Member. Full Members may choose to become Non-voting Members at any time.
5. Suspension. Members may be suspended by a majority vote of the Board.
  - (a) Suspended Members have no rights relative to the Bangor Makerspace.

- (b) A majority of the Board may vote to reinstate a Suspended Member to their previous membership status (Full or Non-voting), if done within 90 days of the initial suspension. After 90 days, the Suspended Member ceases to be a member in any form; if they choose to do so, they may reapply for membership under the terms of Part (1), Eligibility.

Members may be suspended for non-payment of dues, or for any of the reasons outlined in the next point, Expulsion.

6. Expulsion. Members may be expelled from Bangor Makerspace by any two Directors at a Board Meeting.

Expelled individuals cease to be a member in any form, and they forfeit any dues already paid. Reasons for expulsion include, but are not limited to: harassment, theft, unsafe practices, or behavior inconsistent with the purpose of the Bangor Makerspace as specified in (II).

7. Voluntary Termination of Membership. Any Full or Non-voting Member may inform the Board, in writing, that they have ceased, or will cease, to be a Member. If that person wishes to rejoin Bangor Makerspace, then they may do so under the terms of Part (1), Eligibility.
8. Death or Incapacity. Members who die or are otherwise incapacitated cease to be Members, as determined by a majority of the Board.

## IV ANNUAL MEETING

There shall be an Annual Meeting of all Full Members on the first Tuesday of October, at 7 pm, or at such other time as the Board may determine. The Annual Meeting will take place at the Corporation's workspace, or such other location as the Board may designate.

1. The purpose of the Annual Meeting is limited to electing Board members.
2. The Annual Meeting requires a quorum of 60% of all Full Members. Those who are physically present and those who submitted a written ballot prior to the meeting count toward quorum. If there is no quorum, or if the meeting fails to occur for some unforeseen reason, then the Meeting will be deferred for one week, to the next Tuesday.
3. Proxy voting and voting by telepresence are not permitted.
4. Nomination to the Board.
  - (a) Anyone who has continuously been a Full Member over the previous six months may nominate an individual for a Directorship, including self-nomination, subject to the eligibility of the nominee.
  - (b) Those nominated may decline to accept nomination.
  - (c) Nominations must be made and accepted no later than one week before the Annual Meeting. A list of those who have been nominated, and for which positions, shall be posted in the workspace (provided that the Corporation has such a space) and in an easily accessible electronic form.
  - (d) If only one person is nominated for an Officer position, then that person fills the position unopposed; no vote is required. If no more than three people are nominated for the At-large positions, then no vote is required.
  - (e) If there have been no nominations for a position, or fewer than three nominations for the At-large Directors, then nominations for that position will take place during the Annual Meeting, but not otherwise.

5. Voting.

- (a) Voting is done by ranked choice. See the Appendix for details.
- (b) Full Members who are not physically present may vote by providing a written ballot to the Secretary prior to the Annual Meeting.
- (c) The default order in which the positions will be voted on is: President (first), then Treasurer, Secretary, Vice President, and At-large Directors (last). The Meeting may choose to fill the positions in a different order.

## V BOARD OF DIRECTORS

1. Board Members The Board of Directors (the “Board”) consists of the following members.

- (a) President. The President serves as a representative of Bangor Makerspace to the public, and in all functions where a President may be called for. The President is responsible for ensuring that the Corporation files its annual report, and any other documents required to maintain non-profit status under Maine and Federal law.
- (b) Vice President. The Vice President assists the President. In the event that the President cannot fulfill his or her responsibilities, the Vice President will fulfill the obligations of the President.
- (c) Secretary. The Secretary is responsible for maintaining the records of the Corporation and for recording minutes of Board Meetings and Annual Meetings.
- (d) Treasurer. The Treasurer monitors all financial assets of the Corporation. This includes but is not restricted to accounting; collection of dues; payment of rent and utilities; and disbursement and reimbursement of funds authorized to be spent.
- (e) Three At-large Directors. At-large Directors assist the other members of the Board with their duties.

2. Officers. The President, Vice President, Secretary and Treasurer are Officers of the Corporation. The At-large Directors are not Officers of the Corporation. A “Director” is any member of the Board.

3. Eligibility.

- (a) The President and Vice President are required to have been Full Members for at least six consecutive months before becoming eligible to serve in those roles.
- (b) Directors other than the President and Vice President need not be Members of the Corporation.
- (c) No individual may fill more than one position on the Board.

4. Term of Office. Terms last until the next Annual Meeting, and the term of any Director who was a Full Member at the time of their election ends if they cease to be a Full Member for any reason.

5. Term Limits. No individual may serve more than three consecutive terms as an Officer unless no one else is willing to serve.

6. Resignation. Directors may resign by written notice delivered to the President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a future date. A successor may be chosen before the effective date, but the successor will not take office until the effective date of the resignation.

7. Removal from the Board. Directors may be removed from the Board by a majority vote at a Board Meeting. The individual whose removal is being considered may not vote on their own removal.
8. Vacancies The Board shall fill any vacancies.
9. Responsibilities and Powers of the Board.
  - (a) The Board is responsible for ensuring that the Officers of the Board are performing their duties as defined by these bylaws, and providing any assistance that they may need to perform those duties.
  - (b) The Board may delegate decisions regarding any matter to committees or to individuals.
10. Compensation. No Director will receive compensation for their service.
11. Conflicts of Interest. In cases where a Director has a financial, personal, or official interest in any matter before the Board, or the appearance of such an interest, then that person will refrain from voting on the matter, and they do not count toward reaching a quorum.
12. Indemnification. Directors are fully indemnified under the terms of MRSA 13B-§714.

## VI BOARD MEETINGS

1. Meeting Times. The Board will meet every month, on the third Thursday, at 7 pm, at the Corporation's workspace, or such location and time as the Board may determine. These are "Board Meetings."
2. Agenda. The Agenda for each Board Meeting shall have been set at the previous meeting. This Agenda shall be posted in paper form in the workspace (if one exists) and in an electronic form that is easily accessible to all Full Members.
3. Emergency Meetings. When circumstances arise that could not reasonably have been foreseen, any Director may call an emergency Board Meeting. The person calling the emergency meeting sets the Agenda. A reasonable effort must be made to provide this Agenda to the Full Members, in advance, by posting it at the workspace and electronically.
4. Quorum and Voting. No business may be conducted at any Board Meeting without a quorum of at least 50% of the currently serving Directors in attendance.
  - (a) Quorum is measured continuously; if a Director leaves the Meeting, then that Director no longer counts toward quorum.
  - (b) If attendance falls below quorum, then the Meeting immediately adjourns.
  - (c) Directors may attend and vote remotely, provided that a majority of those who are physically present agree to permit remote attendance.
5. Recording. The Secretary, or some other Director, will record the minutes of the meeting. These minutes shall be made available to all Full Members, in paper form at the workspace and in an easily accessible electronic form.
6. Full Members. Any Full Member may observe Board Meetings, but only Directors may address the meeting, unless the Board has voted to permit non-Directors to speak. Other individuals may observe or address the Board, subject to a majority vote of the Board.
7. Executive Session. By majority vote, the Board may meet in executive session. Other than Directors, only those whose presence is approved by a majority may observe or address a Meeting in executive session.

## VII CONDUCT OF MEETINGS

All meetings will be conducted under a simplified form of Robert's Rules. The guiding principle is that only one thing (one "motion") may be discussed at a time.

1. Meetings are normally opened by the President. If the President does not open the meeting, then it may be opened by any Director or Full Member.
2. By default, the person who opens the meeting serves as the moderator. Being the moderator does not limit the ability to make motions or vote on matters before the Meeting.
3. No one may speak without first being recognized by the moderator. The moderator will be fair and impartial.
4. Brief and polite interruptions are permitted for matters such as an inability to hear, request for clarification on what is happening, safety, and the like.
5. The first step of decision-making is "making a motion."
6. If an initial motion is seconded, then it will be discussed. If no second is made, then the motion dies.
7. Once a motion has been made and seconded, then no other motion may be considered or discussed, with the following exceptions.
  - (a) *Motion to table.* This is a proposal to cease consideration of the original motion. If a motion to table is seconded, then there is an immediate vote on whether to table (no discussion).
  - (b) *Motion to amend.* This is a motion to amend the wording of the original motion. If the motion to amend is seconded, then the meeting must discuss and vote on which of the two proposed wordings to use. It is not permitted to make another motion to amend until the first motion to amend has been resolved.
  - (c) *Motion to limit discussion.* This may be a total time limit, a time limit on individual speakers or any other mechanism intended to save time. If the motion is seconded, then an immediate vote (no discussion) takes place on whether to limit discussion.
  - (d) *Motion to recess.* The length of the break must be stated in the motion. If the motion is seconded, then there will be an immediate vote (no discussion) on whether to recess.
  - (e) *Motion to secret ballot.* If seconded, then there is an immediate vote (no discussion). If the motion is approved by one-third or more, then the original motion will be decided by secret (paper) ballot.
  - (f) *Motion to vote by roll call.* If approved, each individual, by name, has their vote recorded in the minutes. This is permitted only during Board Meetings.
  - (g) *Motion to vote (call the question).* If seconded, then an immediate vote (no discussion) takes place, with two-thirds or more required to close debate. If debate is closed, then a vote on the original motion is taken, with no further discussion.
  - (h) *Motion to choose moderator.* State the name of the proposed individual. Anyone may be proposed, regardless of their relationship to the Corporation (or lack of relationship). If this motion is approved, then the proposed person immediately takes over the role of moderator.
8. Unless otherwise stated, all votes are by majority.

9. The moderator may allow motions to pass by Unanimous Consent. In this case, the moderator asks whether there is any objection to passage of the motion. If no one objects, then the motion passes. To save time, or in cases where discussion has reached an impasse, the moderator may propose modifying, tabling or introducing new motions by unanimous consent. When there are no objections, this mechanism can be used to reset the terms of discussion.
10. Adjournment. When there is no other motion on the floor, anyone may move to adjourn. After seconding, the moderator will typically allow adjournment by unanimous consent, although a vote will be taken, after discussion, if there is any objection.
11. Rejection of Motions. The moderator may reject consideration of a motion if, in the moderator's judgment, the motion is confusing or obstructive. The moderator may reject a motion to adjourn if business remains to be addressed.

## VIII BUDGET

The Treasurer is responsible for updating the budget. The Board may create a committee to assist the Treasurer with this task.

1. At each monthly Board Meeting, the Treasurer shall present a budget for the coming month. The Board may adjust the budget before approving it.
2. At each monthly Board Meeting, the Treasurer shall present a projected budget for the coming year. This is the Treasurer's best prediction for what the year will bring, and does not require Board approval.
3. The Treasurer may make reimbursements or expenditures of no more than \$100 for maintenance, supplies, repair, or other enhancements, without approval by the Board, provided that sufficient funds exist. These expenditures will be reported to the Board at the next monthly meeting of the Board.
4. Each of the three items above shall be incorporated in the minutes of the Board Meeting.

## IX BOOKS AND RECORDS

1. Any Full Member or Director has the right, at any reasonable time, to examine and copy all books, records, accounts, minutes and past agendas of all meetings.
2. These bylaws, and any modifications to them, shall be posted in paper form at the workspace of the Corporation, provided a workspace exists.
3. Accounts and records will be kept in a manner consistent with generally accepted accounting standards.
4. Minutes of any executive session of a Board Meeting are confidential, and shall be segregated from other records. These records are not open to Full Members who are not also Directors.

## X AMENDING THE BYLAWS

These bylaws may be amended by a majority of the Board. The proposed wording must appear on the Agenda at least 30 days before the meeting where the change to the bylaws is considered. If the proposed wording is changed at any point in the process, then the clock starts over, and another 30 days is necessary.

## XI DISSOLUTION

1. The Corporation may be dissolved by two-thirds or more of all currently serving Directors. The proposed dissolution must appear on the Board Agenda at least 30 days before the meeting where the dissolution is considered.
2. If dissolution is approved, then assets may be liquidated to pay off any debt of the Corporation or to facilitate passing the value of the liquidated assets to another charitable organization.
3. Any assets remaining after dissolution will be donated to a 501(c)(3)-compliant organization for charitable, educational or scientific purposes.

## Appendix

The text above is written in a terse style, making it easy to digest. This Appendix is written in a less formal style, but it is part of these bylaws and is binding on the Corporation. The purpose of this Appendix is to explain some of the choices made in the bylaws, to expand on concepts that might not be familiar, and to settle questions that might arise in unusual circumstances.

### Quorum, Majority, Ranked-choice, *etc.*

The percentages used for quorums must be met exactly, or more. Multiply the required percentage for a quorum by the number of people who could vote at the meeting, and that number of people (or more) is required to form a quorum. For example, suppose that a Director has resigned so that there are only six Directors; it would then take three Directors (50%) to hold a Board Meeting. Normally, there are seven Directors, and four people are required for a quorum.

This is how to compare “yes” *versus* “no” votes to determine whether a motion passes. Let  $y$  equal the number of “yes” votes and  $n$  equal the number of “no” votes. The total is then  $t = y + n$ . Abstentions and those not present at the meeting are ignored in the total. When voting is said to be “by majority,” it means that  $y/t$  must be *more than* 0.50 (*i.e.*, 50%). A similar calculation is done in cases where a vote is to be by two-thirds, three-quarters, 60%, *etc.*, although the value of  $y/n$  may or may not be required to be *more than* the given fraction; it may suffice for  $y/n$  to *merely equal* the fraction; see the particular wording.

These bylaws allow for votes to be validly taken in a way that some people might consider to be unfair. For example, four Directors is sufficient for a quorum at a Board Meeting when there are seven Directors. At a Board Meeting of four Directors, it may happen that a vote by majority breaks down with two people voting “yes,” one “no” and one “abstain.” In this case, the motion passes, even though only two of the seven Directors voted for it.

Voting by proxy is always disallowed; it opens up too many questions about how the proxy is made and verified. Remote voting at an Annual Meeting is disallowed for similar reasons.

Officers are chosen at the Annual Meeting by ranked-choice voting. If there are only two candidates for an office, then ranked-choice voting is the same as ordinary voting, and the Meeting may choose to use a show of hands or secret ballot. The Meeting may also ask for an informal show of hands prior to the official vote so that candidates who are unlikely to be selected may withdraw, thereby simplifying the process of voting and tallying.

If there are three or more candidates for an Officer position, then each voter will list their choices (on paper), ranked from most preferred to least preferred. If a candidate is the first choice of more than 50% of the ballots, then that is the chosen candidate. If no candidate has more than 50% of

the first-choice votes, then the candidate with the lowest number of first-choice votes is eliminated, and the second choice for these ballots is raised to first-choice, third-choice to second-choice, *etc.*, and the process repeats. Continue until a candidate has more than 50%. In the event of a tie, the Meeting must come up with some *ad hoc* mechanism: settle by coin-toss; ask the candidates to answer questions or give a speech, and vote again; or come up with some other method.

At-large Directors are also chosen by ranked choice. No candidate may appear more than once on a single ballot. Take the top three choices from each ballot, and total the number of these votes for each candidate over all the ballots. The top three vote-getters will serve for the coming year. If there is a tie, then eliminate the candidate with the lowest number of votes and repeat the process. In the rare event of a tie after the ranked-choice process has run its course, the Meeting must resolve on some *ad hoc* means of settling the tie.

Full Members may vote at the Annual Meeting by providing their choices in writing to the Secretary prior to the Meeting. Because people may be nominated for an office during the Meeting, a ballot given in advance may include individuals who were not nominated at the time the ballot was submitted. When tallying this ballot, ignore anyone listed on the ballot who is not a candidate when voting takes place. That is, eliminate all the non-candidates from the written ballot and use the remaining individuals, in their original rank, as that person's ballot.

## Meetings and Records

After a meeting is opened, as in (VII), the person recording should note the date and time of the Meeting, and who opened the Meeting.

The minutes should include a statement of how many people are in attendance so that it's clear that quorum was met. For Board Meetings, the minutes should indicate the attendees by name.

At Board meetings, the first order of business is to approve the minutes of the previous Meeting. These minutes are the official record of decisions taken, and the Secretary may have made a mistake. Mistakes may be rectified, but this is not an opportunity to retract decisions taken at a previous Meeting. Below, where it is stated that minutes are to be signed, it is these approved minutes that should be signed.

If an earlier Meeting failed to take place, due to lack of quorum or some other circumstance, make a note in the current minutes that the previous meeting didn't take place, and why.

Minutes of Meetings are not expected to contain a word-by-word account of what was said. The more important or contentious the issue, the more detailed the minutes should be, but a few sentences will almost always suffice.

What is crucial is an accurate and complete statement in the minutes of any motions that were approved. If an entire document was adopted (as policy, say), then that document should be part of the minutes. This is why the more formal process of (VII) may be important. There should be no uncertainty about what actions were taken. At the same time, it's not necessary to record every failed or procedural motion.

The tally of votes should be recorded, although it will often be the case that things pass by unanimous consent. The tally should include a count of those who abstain by voting "present," so that it is clear that a quorum was present. In Board Meetings, the default is for a tally to be given without indicating who voted which way, but the Board could choose to make a particular vote by roll call so that there's a record of each Director's vote; or the Board could choose to vote by secret ballot so that the Directors themselves don't know how each person voted.

The non-confidential minutes of any decision taken in executive session by the Board simply reports the decision as taken, with no indication of the tally or who voted which way. It may not be appropriate for the non-confidential minutes to report anything at all about decisions taken in



executive session; for example, when expelling a Member. The minutes of an executive session, segregated as in (IX), may indicate further details.

Other items may be included in the minutes, like the Treasurer's report, as in (VIII), or other reports or presentations by committees or individuals.

The final order of business at a Board Meeting is to approve an Agenda for the next Board Meeting. Things get on the next Agenda through the usual process of motions, seconding, *etc.*, although unanimous consent usually suffices. The Board has wide latitude in the decisions it makes, but items that are to be addressed should appear on the Agenda so that everyone is aware of the item and has time to consider the best way to address it.

Minutes of Meetings shall be signed by the Secretary, or other Director, after they are approved, and placed in the records of the Corporation. In cases where a decision is likely to be contentious or otherwise important, it is good practice for several Directors to sign the relevant minutes. When a decision is taken in executive session, all Directors who were present should sign the minutes. A signature attests to the fact that the minutes are accurate, to the best of that person's knowledge.

The only business done at the Annual Meeting is election of Directors, but this meeting needs to be recorded in the same way as other Meetings. Note who was nominated in advance by including the list of nominations that was posted in advance, whether people were nominated at the meeting itself, and the tally of votes, including any written ballots submitted prior to the Meeting. An accurate list of Full Members shall be included in the minutes so that it's clear who was eligible to vote. The outgoing Directors and each of the newly elected Directors should sign these minutes, thereby attesting to the fact that the minutes are accurate, and that these individuals were duly chosen and accept their roles as Directors.

## Not the Bylaws

The items below are NOT PART OF THE BYLAWS. They are items that are of ongoing interest: commentary on the bylaws, documents to help implement the bylaws, adopted policies, *etc.*

Putting these items here, within a single document, makes it's easier to make references to the bylaws, and it is helpful to collect everything of ongoing interest in one place.

# Commentary on the Bylaws

This is a summary of some of the issues that arose as the bylaws were written. When changes are considered in the future, it may be helpful to have a record of the paths we considered, and the perceived pros and cons. These were some of the more strongly debated issues.

## 1. Weekly Meetings.

Up until nearly the end of the process, the bylaws used a two-headed framework for decision-making. They provided for a weekly meeting at which the membership could make binding resolutions on any non-financial issue. This form was chosen because there were strongly expressed views that the membership should have the ability to override the board and retain as much power as possible – “no tyrannical board” was a phrase used.

During the final discussion prior to voting in the bylaws, the idea of a formal weekly meeting was unanimously rejected by the people at this gathering (roughly 60% of all members were present). It was felt that the formality required to make the weekly meetings into a true decision-making body wouldn't be worth it; and that the Board will act in the organization's best interests.

## 2. Expelling People.

In earlier versions of the bylaws, expulsion was to be handled by some combination of the Board and the weekly meetings, and the weekly meetings were able to override the Board. The concern was that the Board might expel people unjustly, and the weekly meeting should have the ability to keep the Board in check.

Later, people realized that formalizing a membership-wide discussion of alleged misbehavior in such a public way opens up the organization to lawsuits about the proceedings. This kind of discussion could easily become slanderous and defamatory.

The realization that certain issues really *must* be handled by the Board seemed like the point at which people realized that ceding power to the Board wasn't such a bad thing. Once weekly meetings were taken off the table, they could have no role in expelling people.

## 3. Remote Voting.

This was a contentious and much discussed issue. Once it was decided to strip the weekly meetings of voting power, the problem became moot for those meetings, but the issue remained for the Annual Meeting.

One problem with remote voting at any meeting is that there needs to be a clear audit trail so that there can be no question about whether people are who they appear to be; it's not enough for everyone to agree “yeah, that's him.” In theory, we have the computer skills to allow for some kind of authentication of credentials, but it would be a lot of work to set up and maintain.

For the reasons above, we went with absentee ballots for people who could not attend the Annual Meeting in person. Absentee voting has the further advantage over remote voting that *everybody* can vote, no matter what they may be doing at the time of the Annual Meeting. Allowing for absentee ballots led us to use a ranked-choice system since it's possible for people to be nominated during the Annual Meeting and the full slate of candidates may be unknown until voting takes place.

Ultimately, *nobody used the absentee ballots*. After all the debate and tweaking, nobody ultimately bothered, so it may make sense to eliminate any form of voting that is not in-person. This would simplify the bylaws and the entire meeting process. Ranked-choice voting worked fine, but the primary reason we used it was to make absentee voting possible.

## 4. Three At-large Directors or One At-large Director.

This was another point on which a few people had strong opinions. Some of the pros and cons expressed were

For 3: A larger board is more representative.

For 3: Many hands make light work.

For 3: People may feel personally valued and contribute more, if they are directors.

For 3: A larger Board leaves room for old hands and new people at the same time. Continuity.

For 1: A smaller board is more efficient.

For 1: A board of seven makes the quorum four, and a board of five makes the quorum three. If someone tunes out and doesn't attend meetings, it may be harder to reach quorum with a larger Board.

For 1: The two "extra" At-large Directors will have their time eaten up by Board business. They could spend that energy in ways that are more helpful to the organization.

# Running the Annual Meeting

What follows is a script and some guidance for the Annual Meetings.

1. Check that everyone is on the sign-in sheet. There is a sign-in sheet in the records that could be used. Make sure that everyone present is a Full Member. Only Full Members may vote.
2. The moderator opens the meeting, and business proceeds as in (VII).  
The only business to be done is the election of directors, but it may be necessary and appropriate to consider various resolutions before voting proceeds.
3. The bylaws indicate a default order in which to elect people (President first, then Treasurer, Secretary, Vice President, At-large), but the Meeting can change the order. For example, if it's felt that a particular role (like Secretary) will be difficult to fill, then it may be appropriate to fill that role first.  
To change the order, someone should make a motion to do so, as in (VII), or the moderator may suggest it and seek unanimous consent.
4. Consider each role in whatever order the Meeting chooses. Take nominations, vote, and fill each position before considering the next position.
5. The bylaws provide for nominations to be made at least one week before the meeting; see IV-(4c). If only one person has been nominated for an officer position, or no more than three for the At-large positions, then there is no voting for that position; see IV-(4d).
6. Take nominations for any positions that haven't been filled, as in IV-(4e).
7. Before each vote takes place, allow candidates to say a few words: "Vote for me because..."
8. If there are only two candidates for an office, then it is faster to vote by show-of-hands. Voting by show-of-hands is the default when there are only two candidates, but the Meeting may choose to vote by secret ballot, as described in (VII). In the minutes, record the tally of votes for each candidate.
9. By default, if there are three or more candidates for an office, voting is done by written ballot. To save time, the moderator may suggest starting (or replacing) the process by a show-of-hands rather than proceeding immediately to written ballots. If anyone objects, then there is not unanimous consent, and it may be appropriate to discuss the matter and vote on whether to use a show-of-hands. Whether the process of debating and adopting the show-of-hands approach is more efficient than simply proceeding with written ballots depends on the situation. If anyone makes a motion to use show-of-hands, then it is out of the moderator's control, and the process of (VII) must be used to resolve the question.

If people agree to a show-of-hands, then, for each candidate ask how many Full Members consider that person to be their first choice. Hopefully, it will be clear that one (or more) of the candidates is unlikely to prevail, and they will withdraw. In theory, the entire process could be done by counting hands, but it would be too easy for a person to double-vote or to miscount the hands; so, to be fair, leave it up to the candidates whether they are willing to withdraw. Candidates who are not present at the Meeting can't withdraw. Once the show-of-hands process and voluntary withdrawal of candidates has reduced the slate to a more manageable number, proceed with written ballots – or, one hopes that show-of-hands is so obvious that the entire process can be done without written ballots at all.

An alternative process that's less prone to error would be for people to physically gather in different groups (a count of bodies rather than a count of hands). This could replace the entire paper ballot process for ranked-choice voting. If there are many candidates and many

voters, then this may be the quickest way, although it requires clear direction and everyone's cooperation – and enough space to do it.

None of the ideas above permit secrecy. People may prefer to vote in secret, which is entirely reasonable. Or, people may prefer that the process of ranking and winnowing happen more openly, so that each step is observed by everyone, by counting hands (or bodies).

10. When written ballots are used, tallying may be a multi-step process, and it is easy to make a mistake. Have two (or more) independent teams (or individuals) tally the votes. For each round, each team should count the number of votes for each candidate; don't proceed to the next round until the teams agree on the tally for the current round. The Secretary should record the tally for each round, and note it in the minutes.
11. Selecting the three At-large Directors is inherently more complicated. Proceed immediately to written ballots in this case.
12. Don't forget to tally the absentee ballots! A form for these ballots is in the records.
13. After all roles have been filled, the meeting adjourns.

Some items to consider for future Annual Meetings...

1. Change the bylaws so that, during the week leading up to the Annual Meeting, a person can only be nominated for one role. That will simplify voting and make people think harder about which role makes the most sense for them. Or maybe allow people to be nominated for a single officer role plus at-large.

Either suggestion would make the order in which people are chosen less important.

2. Change the bylaws to eliminate the ability to vote absentee. Nobody used them in 2022, even after much wrangling to make them possible. This would make the elections easier to administer, it would reduce the importance of the order in which offices are filled, and it would allow plurality voting rather than ranked-choice (although ranked-choice has advantages).

## Policy on Running Board Meetings

Board Meetings, and Meetings in general are discussed in the bylaws in (VI) and (VII), with further discussion in the Appendix. This policy gives further guidance on how to run Board Meetings.

1. Start by approving the minutes from the previous meeting. This should be a trivial task, done by unanimous consent. If there is disagreement, then, in rare cases, it may be necessary to follow the rules in (VII) to the letter. Once approved, have the directors sign the minutes so that they can be placed in the records.
2. The Secretary reports on the total number of Members in each category, whether there are any new Members, or Members who have dropped off the rolls. Note how many Non-voting Members are eligible to become Full Members. Include these figures in the minutes.
3. The Treasurer's report. Provide the current balance of any accounts, and a statement of what was spent in the previous month, and the purpose for the expenditure; then any income in the last month, and the source. Since the Treasurer is responsible for collecting dues, the Treasurer also reports on any Members who are behind in their Dues.
4. The Treasurer then gives the budget for the coming month. This takes the same form as the previous point, but it's forward-looking. The Board must approve (by majority) this plan, perhaps after some adjustment. Usually this will happen by unanimous consent.
5. The Treasurer's projected budget for the coming year should include a statement of the expected expenditure for each of the next twelve months, the expected income for each of the next twelve months, the expected difference between income and spending for each month, and a total expected difference over the entire year. This is merely a report, and does not require approval.
6. The Treasurer's report should include a printed copy of the items described above so that this copy can be included in the minutes. Having a printed copy allows the meeting to proceed more quickly since a quick glance will give the Directors all the information they need. In most cases, the entire process of accepting and approving the Treasurer's report should take a minute or two.
7. After the Treasurer's report, the moderator can open discussion to other topics on the Agenda, or there may be additional reports from other committees and individuals to deal with first. If standing committees are formed and these committees make regular reports, then this policy should be updated accordingly.
8. Meetings will run most efficiently if they consider items in some order. The moderator may keep things on track by insisting on adherence to (VII), but the moderator can only moderate, not dictate.
9. The last order of business is approval of the next Agenda. Post this Agenda, as outlined in the bylaws, to inform Members and Directors.
10. The provisional minutes, that haven't yet been approved, should be posted as soon as the Secretary has composed them.

If an emergency Board Meeting is held, then the policy is adjusted as follows.

1. State the Agenda for the emergency Meeting in the minutes of the emergency Meeting, and indicate which Director(s) called the Meeting.
2. The minutes of an emergency Meeting should be approved at the next monthly Board Meeting, or an intervening emergency Meeting if that is more convenient.

3. If there is some ongoing emergency, and it is expected that another emergency Board Meeting will be necessary, then formulate the Agenda for that emergency Meeting and/or add items to the Agenda of the next monthly Meeting.



## Records Policy

Managing and retaining records is primarily the Secretary's responsibility; other Directors and committees may help with this, under the Secretary's guidance. This policy outlines how records are to be managed. As our needs evolve, this policy should be updated to keep pace with actual practice.

The permanent records will be kept at the Secretary's home in paper form. Ideally, a secure location at the space would be preferred, but we do not currently have a suitable way to do this. These permanent records should include all Board Meeting minutes and agendas, along with other items that the Board may direct.

Administrator credentials for all social media accounts are held by the Secretary. This includes Discord, Meetup, Facebook, email accounts, websites, and any other electronic medium used by the Corporation. The Secretary shall store these credentials in a form that's secure, but that could be accessed by any Director if the Secretary is unavailable or incapacitated.

Electronic credentials that are held by the Secretary may be shared with non-Directors, as directed by the Board.

To the extent possible, all digital records should be kept in a form that is text-based so that it is human-understandable using a simple text editor. For example, HTML, Markdown and LaTeX are human-understandable without anything other than a text editor, and they can be rendered so that they appear as originally composed by the author using long-established open-source software. Text without any page layout or formatting (beyond the use of space characters) is always a good choice.

There will be unavoidable cases of items that require some form of proprietary software or items that are inherently not text-friendly (e.g., photos and diagrams). Any repository used for digital storage must be entirely unaware of the format of the data. The prototypical example of such a system is an `ftp` server.

The Treasurer may keep his or her own records aside from those of the Secretary, and the Treasurer's duties may require proprietary software, like spreadsheets and accounting software. The Treasurer should provide the Secretary with a text-based summary of the report made at each Board Meeting; one appropriate format is CSV.

A goal that should be kept in mind is to maintain the ability to go back in time – perhaps over a very long period – and answer questions about past activities. That is difficult to do using anything other than text.

Keep a binder or folder on the desk at the entrance. This binder should include the documents called for in the bylaws – agendas, minutes and the bylaws – together with policies and other items of ongoing relevance. The items in this binder must not be originals; somebody could walk off with it.

The bylaws call for information, such as meeting agendas and minutes, to be posted in an “easily accessible electronic form.” This will be accomplished by posting these documents on the website.

## General Policy on Committees

Committees are formed under the authority given to the Board under V-(9) of the bylaws. The Board selects a chairperson and provides initial policy guidance. The Board may replace the chairperson of any committee, and the chair may be any Member or Director. The growth and direction of the committee will be managed by the chair of the committee, in consultation with the Board.

It is difficult to know exactly what a particular committee should do, or exactly how their corresponding policy should be expressed, until the committee tries to do some version of the task they're assigned. Even long-standing committees may find that circumstances have changed. For these reasons, committees formulate their own ambit and policy guidance, in consultation with other committees, the Board, and the broader membership. Bring this to the Board, and it can be made official.

Each committee has a single chairperson, and may have a vice-chair. This makes it clear who is ultimately responsible for meeting the committee's responsibilities. Below the chair, the committee may manage itself with a formal hierarchy and regular meetings, or it may be structured more casually.

One of the decisions that needs to be made for each committee is to whom, and how often, it gives a report. Some committees may report to the entire membership at a weekly meeting, others may report monthly to the Board, and others may report sporadically as needed. Most typically, committees will report at monthly Board Meetings. This helps to ensure that the committee is on task and has the resources it needs, without boring the broader membership with administrative details.

# Infrastructure Committee

This committee manages the physical space. They make sure it's clean and organized, with space for the things we want to do, together with the necessary tools and materials. These are the people who drive the vision for what the space should be. As noted in the "General Policy on Committees," the precise function of this committee will emerge over time.

- Decide how each room is being used, and what is in that room.
- What furniture we need, and where it should go.
- Keep the place clean and tidy.
- Ebay junk we don't need.

There's a lot of stuff in the space that isn't serving any purpose beyond waiting for somebody (someday, maybe, if the spirit moves them) to use for a personal project. Some of this stuff would bring in money, and clearing space is good even if the stuff is thrown in the trash.

- Manage inventory.

This includes consumables, like filament for the 3D printers, and a more general inventory. We need a comprehensive list of all the stuff in the space, and where it came from. Certain things are on loan, and other things were donations. Obviously, we can't go down to the level of individual rubber-bands, but anything of value should be on this list.

Certain aspects of managing inventory may impact the Treasurer, and we need a clear record of what we have.

- Add individuals to the committee with a particular focus.

Each room, broad category of activity, or particular tool should have one person who is in charge, takes responsibility for it, and is the recognized expert. For example, we have a nice selection of 3D printers because somebody knows about them and has put effort into them.

Other individual areas might be sewing/fiber arts, woodworking, electronics and fine arts. As the interests of the membership grows and changes, the tools we have and the associated people taking responsibility for them will change. The goal is for every item in the space to be the responsibility of some specific person(s). If nobody wants to take responsibility for a tool or item, then why do we have it?

- Provide information to the Board (or Treasurer) about how our physical needs translate to financial needs.
- Come up with rules about fair use of the space. When is it OK to spread out with a project? How much personal storage should each person be allowed? For how long?
- Develop safety protocols. The person who knows the most about a given tool or process should be the person who formulates the safety protocols.

## Outreach Committee

Currently, this is a catch-all committee whose job is to coordinate our different “presences.” Broadly speaking, it can be seen as focused on marketing the Space. As noted in the “General Policy on Committees,” the precise role of this committee will come into focus over time. Initially, it should devote itself to:

- Running the weekly meetings, with control over what is presented.
- New member orientation.
- Arm-twisting to get people to have seminars, classes, or to make presentations at the weekly meetings – if that’s desired.
- Encouraging the formation of special-interest subgroups (software, 3D printing, woodworking, electronics, beer-making, ceramics, anything people want).
- Work with the Infrastructure Committee to see that the space has the things people need.
- Scheduling use of the space for special events: game nights, movie nights, vintage computing, repair cafe, *etc.*
- Outreach to the community in a way that helps others. For example, it seems that high school students are required to perform a certain number of hours of community service. We could help them do that.
- Talking to local craft-oriented businesses to see if there is some way of working together. One suggestion was offering the owner of such a business free access to the space in return for teaching a class (at our Space or the business’s).
- Advertising on things like Facebook.
- Talking to the media.
- Gather information from members about what they would like to see us do. Shed light on why people join, and why they leave; try to get them to be honest, even if (or especially if) the criticism hurts.
- Work with the Secretary on past membership rolls. Past members are the most likely future members.
- It was suggested that the Space should have a new project every month. As one member said, “It doesn’t have to be a good project, or life-changing, or anything, but BMS needs content...Making tangible things is self-evident, and can be used repeatedly in many forms of promotion.”
- Help people document projects (that they were going to do in any case) in a way that can be used to market the space. For example, a YouTube video, a timeline documented with photos, or a well-organized GitHub repository.
- Examine ways to use the website that accentuates just how cool we are.
- Implementing policies on social media.
- Brainstorming ideas that aren’t on this list!

The above is a long list, and it seems likely that some of these items will be split off and given to a different committee; or it may be that this committee could be large enough and active enough to handle all of these things. Time will tell. In the short term, the important thing is forward momentum.

At inception, there should be at least three members of this committee, one of whom is the chair: one person focuses on engaging current makers, one person focuses on attracting new makers, and one person focuses on engaging with external organizations.

Some more specific items:

- The outreach committee will provide some means of scheduling use of the space to avoid conflicts.

Certain events may be designated as “exclusive use” by the outreach committee. During these events, use of the space by those not participating in an event may be limited by the event organizer. For example, a lecture-oriented class may be incompatible with the use of loud tools by other members. Organizers of exclusive use events may limit the activities of other members while the event is in session. The organizers of exclusive use events, and those in the space who are not participating in the event, must be reasonable in their expectations.

## IT Committee

This committee provides assistance to the Board, other committees and the general membership. As noted in the “General Policy on Committees,” the particular responsibilities of this committee will develop over time, and is subject to change. Some of the things this committee could help with are:

- Internet access and networking.
- Setting up servers to be used by the Space.
- Maintaining the website. Work with the Outreach Committee on this.
- Assisting members and the Outreach Committee to make individuals’ projects suitable for use in marketing the Space.
- Work with other committees, as needed, to help them accomplish their goals.