

Bylaws

Article 1 - NAME AND PURPOSE

Section 1 - Name

The name of the organization shall be Des Moines Maker Space, henceforth referred to as DSM Makerspace. It shall be a 501(c)3 nonprofit organization incorporated under the laws of the state of Iowa with all regulations enumerated in Chapter 504 Revised Iowa Nonprofit Corporation Act not otherwise enumerated below.

Section 2 - Purpose

DSM Makerspace is organized for the purpose of providing a space in Des Moines for artistic, technical, and educational pursuits.

The purpose of this corporation is:

- to provide a location and tools for people to pursue projects;
- to facilitate the productive exchange of ideas; and
- to engage in community outreach.

Article 2 - MEMBERSHIP

Section 1 - Types of membership

There shall be three classes of membership; full member, supporting member, and ~~community~~ ~~corporate~~ member. Only human persons may apply for or be considered a full member or supporting member, ~~or community member.~~ Only registered business entities, corporations, or not-for-profits recognized by the State of Iowa or the IRS may apply for or be considered a corporate member.

Section 2 - Definition of full membership

Sub-Section 1 - Eligibility

All founders shall be considered immediately eligible for full membership. A founding member shall be defined as any person who attended a meeting and pays the full membership dues before

the designated cut-off date. Once space has been secured, the board will declare a cut-off date or "Grand Opening". For a person to become a full member after the cut-off date, they a) must be a supporting member for at least six months and gain a full member to nominate them for full membership. Or b) may be a supporting member for less than 6 months, but must have three supporting members to nominate them for full membership. Once nominated, their membership will be put to a vote of the other full members, where a simple majority of full members at the next membership meeting is required to pass.

Sub-Section 2 - Privileges

Full members enjoy the following privileges:

- Twenty-four hour access to all areas of the space;
- Eligibility to vote;
- Eligibility to downgrade their membership at any time; and
- All privileges enjoyed by supporting members.
- A full member may downgrade their membership to supporting member or cancel their membership at any time, while retaining the right to become a full member again at any time without the six month wait or vote from the other full members.
- Full Members have the privilege to use the space for functions (parties, meetings, presentations, etc.), provided that:
 - The full member planning the function is responsible for all clean-up and any damage that may occur. If damage is assessed, Membership privileges for the responsible full member can be suspended by a simple majority vote of the board until reparations determined by the board have been made.
 - The full member cannot prohibit any other member from attending the function. Except where the event involves alcoholic beverages, therefore no members under 21 will be allowed to attend without a parent or guardian present.
 - The full member notifies the board of his/her intentions and date of function at least 14 days in advance.
 - Priority will be granted to community events followed by a first come/first serve basis.

Sub-Section 3 - Responsibilities

Full members must fulfill the following responsibilities:

- A full member must pay the monthly fee for full members as voted on by the full members;
- All responsibilities imposed on supporting members except the supporting member fee; and
- When a full member's eligibility expires he or she must forfeit their access to the space and all property of DSM Makerspace to the Security Chief.

Section 3 - Definition of supporting membership

Sub-Section 1 - Eligibility

Any community member who wishes to become a supporting member may do so at any time by fulfilling the responsibilities outlined.

Sub-Section 2 - Privileges

Supporting members enjoy the following privileges:

- Twenty-four hour access to the public portion of the space;
- Use without supervision of tools and facilities for which the member has been trained or approved; and
- Use of all areas of the space when a full member is present.

Sub-Section 3 - Responsibilities

Supporting members must fulfill the following responsibilities:

- A supporting member must pay the monthly fee for supporting members as voted on by the full members;
- A supporting member must contribute to the community regularly;
- When a supporting member's eligibility has expired or they wish to resign, they must forfeit their access to the space and all property of DSM Makerspace to the Security Chief.

~~Section 4 -- Definition of community membership~~

~~A community member is any person who expresses to the Secretary in writing their wish to become a member.~~

Section 4 - Definition of corporate membership

Sub-Section 1 - Eligibility

Any business, corporation, or non-for-profit entity recognized by either the State of Iowa or the IRS is eligible to become a corporate member. Individuals are not eligible for corporate membership. Corporate membership requires an annual commitment and is not available on a monthly basis. A formal contract will be drawn up between the space and the corporation outlining the arrangement between the corporation and DSM Makerspace

Sub-Section 2 - Privileges

Corporate members receive the following privileges:

- A fixed number of restricted supporting memberships, to be negotiated with the board and tied directly to the corporate member's monthly dues.
- Such supporting memberships shall be granted all privileges normally associated

with a supporting membership. Notably, a supporting member is restricted from voting and from serving on the board.

- Individuals admitted under a corporate-sponsored supporting membership may, at the discretion and majority vote of the board, be banned from the premises. In this event, their membership will be transferred back to the sponsoring corporation.

- Eligibility to vote. Regardless of the number of sponsored supporting members, a corporate member will only be eligible for a single vote. This vote must be cast either by the representative of the corporation who signed the corporate membership agreement, or by a proxy representative recommended in writing by said representative of the corporation.

Sub-Section 3 - Responsibilities

A corporate member must fulfill the following responsibilities:

- A corporate member must pay an annual fee as negotiated by the board.
- All supporting memberships sponsored by the corporate membership must fulfill the responsibilities of a supporting member except for the supporting member fee.

* distribution of access tokens to the building will be maintained by the corporation, not DSM Makerspace

Section 5 - Fees and other obligations

Fees for full and supporting members shall be set by a vote of the full members at the yearly meeting by a simple majority. The full members may also choose to set a fixed monetary value for work performed for DSM Makerspace, and to define tasks and duties which qualify. Work performed under those headings can be used to offset member fees. Requests to offset member fees with work can be made in private to the board, with arrangements to be kept private. Even if a member performs enough work, they will never be reimbursed beyond the waiving of their membership fee. Fees and other obligations and responsibilities can be waived or reduced for a member by majority vote of the officers at the member's ~~time of joining~~ request, for a period of time to be determined by the board.

Fees for corporate members will be based at **or within a reasonable percentage of the full membership fee set by the members, and** the number of restricted supporting memberships desired by the corporation.

Section 6 - Resignation and termination

Any member may resign their membership at any time by submitting a notice to the Secretary and fulfilling the responsibilities outlined in the definition of their membership level. A member

may be terminated by a majority vote of the board of directors. If the member has paid dues in advance there will be no refunds and any extra dues will be handled as a donation to the space.

Article 3 - MEETINGS

Section 1 - Regular meetings

A regular meeting shall be held ~~on the first Tuesday~~ in the first month of each quarter. The Secretary will approve and post an agenda for the meeting no less than twenty-four hours before the beginning of the meeting. Any issues which members wish to have discussed and voted upon at the meeting must be submitted in writing to the Secretary no less than forty-eight hours before the meeting.

Section 2 - Annual meetings

A meeting shall be held once a year during the month of September to elect officers, receive reports on the activities of DSM Makerspace over the past year, and vote on the direction of DSM Makerspace for the coming year. Reports will be given by the President and Treasurer regarding the state of the corporation. Any issues which members wish to have discussed and voted upon at the meeting must be submitted in writing to the Secretary no less than forty-eight hours before the meeting.

Section 3 - Special meetings

A petition presented to all voting members and approved by one half (1/2) of voting members may call a special meeting. Such a petition must include the date, time, place and agenda of the special meeting. Notification of the result of the petition shall be presented to all members prior to the meeting.

Section 4 - Quorum

At least half of full members present at a regular or annual meeting shall constitute a quorum.

Section 5 - Voting

All non-election issues to be voted on during a meeting shall be passed by a simple majority of members present who have voting rights on the given issue. If there is more than one option being considered for a given issue, then runoff votes will be held until a majority is reached. Any full member who is not considered delinquent in their responsibilities by the Treasurer or Secretary is eligible for voting.

Section 6 - Proxy Voting

Proxy voting is allowed by an e-mail to the official mailing list or a request in writing to allow another member voting ability.

Section 7 - Notice

Notice will be posted by the secretary on the official website and sent to the official mailing list. Notice [and agenda for any member meeting](#) will be made available at least 10 [business calendar](#) days before the meeting.

Article 4 - BOARD OF DIRECTORS

Section 1 - Role

The role of the board shall be to oversee the day to day operation of DSM Makerspace, organize committees and directors, and run the annual and regular meetings of members. The board shall have the power to spend money in ways pre-approved in a budget approved by the full and supporting members. The board shall have the power to speak, and appoint a representative to speak, on behalf of the organization to all external bodies and persons.

Section 2 - Terms

Officers and directors shall serve in one year terms.

Section 3 - Board size

The size of the board shall consist of the defined officers, plus a number of directors defined by the members. Effort will be made to keep the size of the board an odd number to reduce the risk of tie votes.

Section 4 - Meetings

The board shall meet once a month at a time determined by the board. Board meetings shall be closed to the public, but the board has the option to invite participants as needed.

Section 5 - Elections

Nominations for officers and directors shall be open for no less than fourteen days prior to elections. Nominations can be made to any board member by any full or supporting member. Officers shall be elected or re-elected at the annual meeting by a simple majority of all current full members. Directors with specific responsibilities will be elected in the same way as officers. Director positions without specific responsibilities will be pooled and elected as a group. If a vote does not result in a simple majority for a single person the person with the least number of votes will be eliminated and a revote will immediately be called.

Section 6 - Eligibility

Any full member is eligible to serve on the board or in any officer position.

Section 7 - Compensation

No officer or director will be compensated for their service to DSM Makerspace, insurance may be provided to cover activity related to their duties to DSM Makerspace.

Section 8 - Officers

Sub-Section 1 - President

The President shall convene and preside over meetings of the board, regular, and annual meetings.

Sub-Section 2 - Vice President

The Vice President shall be responsible for fulfilling the responsibilities of any vacant board position, as well as presiding over meetings when the President is unable.

Sub-Section 3 - Secretary

The Secretary shall keep public records of meetings and actions taken by the board and voting members and assure that required corporate records are maintained.

Sub-Section 4 - Treasurer

The treasurer shall be responsible for collecting membership fees, keeping a public record of the organization's finances, and releasing funds when required for organization expenses. The treasurer shall publish policies regarding how money can be appropriated and the processes for doing so. The treasurer shall keep the financial information available to members with minimal notice; the only exception is that any member financial information remains anonymous.

~~Sub-Section 5 - Security Chief~~

~~The Security Chief shall be responsible for providing and recalling access to the spaces when required, as well as the general security of DSM Makerspace property.~~

~~Sub-Section 6 - Facilities Architect~~

~~The facilities architect shall be responsible for planning new construction, organizing/streamlining existing spaces, and making and maintaining relations with landlords.~~

Section 9 - Directors

There shall be as many directors as the members decide are necessary, the directors shall be tasked with specific areas of responsibility and will be given the authority to fulfill those

responsibilities. To make the board an odd number there is the possibility for directors without specific responsibilities.

Section 10 - Vacancies

When a vacancy exists on the board mid-term, elections shall be held at the next regular meeting.

Section 11 - Resignation and termination

Any member of the board may resign at any time by submitting a resignation in writing to the Secretary, President, or Vice President. A member of the board may be terminated by a three-fourths vote of the board, or a two-thirds vote of the full members.

Section 12 - Titles

Any board member, officer or director has the right to change their title for the duration of their term. Once a new title has been adopted, it will be used to address that position for the duration of that term.

Section 13 – Conflict of interests

Any board member, officer or director that has a conflict of interest with a vote may voluntarily withdraw.

Article 5 - BYLAWS

Section 1 - Amendments

These bylaws may be amended by a two-thirds majority at any regular or annual meeting. Amendments may only be proposed by full members and must be announced at least 10 business days before the meeting.

Section 2 - Integrity

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

Amendment I - COMMITTEES

Section 1 - Committees

The board of directors may, by a majority vote of its members, designate a committee consisting of at least one board member as a sitting chairperson, and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the committee authority so delegated, increase or decrease but not below two (2) the number of the members of the committee, and fill vacancies on the committee from the members.

Section 2 - Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Amendment II

The following paragraphs have been eliminated.

Article 4 Section 8

Sub-Section 5 – Security Chief

The Security Chief shall be responsible for providing and recalling access to the spaces when required, as well as the general security of DSM Makerspace property.

Sub-Section 6 – Facilities Architect

The facilities architect shall be responsible for planning new construction,