

## Article 1 - Overview

### 1.1 Name

The name of this corporation is Makers, Artists, and Gadgeteers Laboratory Inc.

### 1.2 Principal Office of the Corporation

- A. The principal office for the transaction of activities and affairs of this nonprofit public benefit corporation is located at 3960 Valley Blvd. Unit G, Walnut, CA.
- B. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended by the Secretary to state the new location.
  - a. Date: \_\_\_\_\_ Address: \_\_\_\_\_
- C. Due diligence will be made to inform all members of the location change before, during, and after any changes take place.

### 1.3 Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Code shall govern the construction of these bylaws. Without limiting the generality of this provision, the masculine includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a corporation and a natural person.

### 1.3 Fiscal Year

The fiscal year for this corporation shall be the calendar year.

## Article 2 - Purpose

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes as defined by the State of California.

The specific purpose is to provide an open, clean and safe environment in which the community abroad may come learn, share, and practice knowledge involving engineering, art and the sciences.

In furtherance of this purpose, our mission and goals are:

- A. To encourage, foster and promote a community for creative research and development of art, science, and technology.
- B. In the context of aforementioned purposes, the corporation shall conduct and engage in scientific, charitable and educational activities in furtherance of the stated purposes within the scope of Section 501(c)(3) of the Internal Revenue Code. Activities include, but are not limited to:
  - a. Classes, workshops, presentations, and group discussions

- b. Providing a location, workspace, storage and other resources for people with common interests in art, science and technology to meet, socialize, educate, collaborate on projects
  - c. Providing access to tools, equipment, safety guidelines, and experienced mentors
  - d. Creating a welcoming environment for teaching and learning at all skill levels for both practical skills and conceptual theory
  - e. Cross collaboration of multiple disciplines for the benefit of cultural, charitable, and scientific causes
  - f. Fostering, by all legal means, the common purposes of all participants
  - g. To conduct or engage in all lawful activities in furtherance of any and all stated purposes
  - h. Activities incidental to the previously stated activities and purposes
- C. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- D. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- E. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code

### **Article 3 - Dedication of Assets**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

### **Article 4 - Membership**

#### **4.1 Types of Membership**

- A. The corporation shall have two (2) classes of members: **Keyed Members** and **General Members**.
- B. This corporation may refer other persons or entities associated with it as "members", even though those persons or entities are not voting members as set forth in this Article 4 of these bylaws, but no such reference shall constitute anyone as a member within the meaning of the Corporations Code section 5056 unless that person or entity shall have qualified for a voting membership as detailed in these bylaws. References in these bylaws to "members" shall mean members as defined in Corporations Code section 5056, i.e., the members of the classes set forth in Section 4.1 (Types of Membership) of these bylaws. By amendment of its articles of incorporation or of these bylaws, the

corporation may grant some or all of the rights of a member of any class to any person or entity that does not have the right to vote on matters specified in Section 4.4 (Rights and Responsibilities) of these bylaws, but no such person or entity shall be a member within the meaning of Corporations Code section 5056.

- C. Guests are non-members who do not qualify or have not previously agreed to the terms of membership. Guests are only allowed access to the facilities during meetings open to the public, public events, or in the presence of a Keyed Member with their sponsorship as outlined in Section 4.4(C) (Rights and Responsibilities). A guest shall have no voting rights during any meetings they attend.

## **4.2 Eligibility**

- A. Any person proposed to be a member by an existing Keyed Member and dedicated to support the corporation's purposes shall be eligible for membership upon approval of the membership forms by the Board of Directors or any officer delegated that duty, no objection from the members present, and timely payment the membership dues and fees as determined by the Board of Directors for each class of membership.
- B. Members must be legally an adult of at least eighteen (18) years of age.
- C. Individuals are only considered members in the month(s) they have paid membership dues, initial membership dues are paid on registration and thereafter on a regular, recurring schedule determined by the Board of Directors.
- D. If it is shown that appearing to a public meeting for nomination to membership to be unreasonable, the eligible person may forgo the above nomination procedures (in Parts A and B of this Section) by having the consent of three (3) or more board members and the assurance of at least one Keyed Member who will be obligated to, upon guaranteeing for the individual's goodwill and interest towards this corporation's purpose and goals, to announce at the earliest public meeting both the new member's eligibility, and the guarantor's trust that the new member will follow all rules set forth by the board, all rights and responsibilities their membership affords, and promise to uphold the purpose and mission of this corporation.

## **4.3 Membership Status and Standing**

The standing of a member within the corporation determines the accessibility members have to the facilities and their rights and status as members. Members In Good Standing are granted full rights and responsibilities as determined by their membership type. Delinquent Members are not afforded any right to vote and are only allowed access to the facilities in the presence of a Keyed Member, other than themselves, or at a time determined and for reasons approved by the Board of Directors, such as collecting any property the individual may have at the facility.

- A. A member is considered In Good Standing when they have shown to obey the rules set forth by the Board of Directors and are current with membership dues.
- B. A member is considered Delinquent when they break the rules or guidelines defined by the corporation or are late with payment of their membership dues in excess of two (2) days, unless waived or relieved as described in Section 4.5 (Membership Dues, Fees, and Assessments) of these bylaws.

C. A member shall be considered Delinquent when they are suspended.

#### 4.4 Rights and Responsibilities

Membership rights defined in Parts A and C of this Section shall only apply to members that are In Good Standing as defined above in Section 4.3 (Membership Status and Standing). Responsibilities defined in Parts B and D of this Section shall apply to all members regardless of standing.

- A. All members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.
- B. In addition, all members of the corporation have the right to:
  - a. Vote, as described under the procedures outlined in these bylaws, on:
    - i. Decisions of special meetings petitioned by membership
    - ii. Decisions of guest speakers
    - iii. Decisions of themes or topics of scheduled weekly meetings
    - iv. Any other decision or proposal to be decided by a Vote of the Membership as requested by the Board of Directors
  - b. Voice their opinion, vote and/or abstain from voting
  - c. Any other rights granted by resolution of the Board of Directors and/or explicitly detailed in other portions or amendments of the bylaws.
  - d. Granted access to the facilities during regular meetings and in the presence of Keyed Members.
  - e. Disregard, only for themselves, fees assessed specifically to non-members for classes, workshops and other events. Fees not specific to non-members shall not be disregarded, including but not limited to costs for supplies, guest or instructor fees, and other charges to cover expenses related to the event.
  - f. Reasonable inspection rights of corporate records as described in Article 11 (Books, Records, and Reports) of these bylaws
- C. All Members shall be responsible for:
  - a. Timely payment of dues, fees and other assessments, as applicable
  - b. Providing contact information and updating the information as necessary
  - c. Continuing to support the purposes and goals of the corporation
  - d. Obeying any and all rules, guidelines and policies of the corporation
  - e. Upon expiration of eligibility or membership cancellation, the member must return their method of entry and any other property owned by the corporation to the Board of Directors or an agent or officer designated for this purpose.
  - f. Obeying laws of any jurisdiction in which they or the corporation are legally bound
- D. In addition to the above rights in Section 4.4A, all Keyed Members shall have the right to:
  - a. A key or other method of entry to the physical workspace,
  - b. Access to the physical workspace using the given method of entry while the method of entry is functional

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- c. Store a reasonable amount of supplies and equipment at the workspace as pertaining to their usage of the space in accordance with purposes of the corporation,
  - d. Nominate a qualified person to become General Member or Keyed Member
  - e. Sponsor no more than five (5) guests for access to the facilities at any given time other than scheduled Public Meetings for which the Keyed Members assume certain responsibilities as defined in the following section. Any additional sponsorships by the member must be approved by the Board of Directors after receiving a written request by the Keyed Member.
  - f. Evict from the physical workspace any person or member for violating any rules or guidelines set forth by the Board of Directors, or creating a perceived safety hazard to themselves, other persons, or equipment.
  - g. Propose for membership any person or entity that will uphold and further the purposes of the corporation.
- E. In addition to the above rights and responsibilities, all Keyed Members hold the following additional responsibilities:
- a. Keyed Members will assume full responsibility for any guests they have sponsored while at the Corporation's facilities, including but not limited to the health and safety of their guests, the certainty that the guests are well informed of the rules set forth by the Board, and any property damages that occur during the visits under the sponsorship of the Keyed Member.

#### **4.5 Membership Dues, Fees, and Assessments**

The amount of the monthly membership dues shall be determined by the Board of Directors during the Annual Meeting of the corporation taking into consideration all opinions and concerns of current members at the time of the meeting.

- A. The Board of Directors shall determine the dues for all membership classes in a such way that the corporation shall be financially sustainable
- B. Dues for General Members shall be less than the dues for Keyed Members, with consideration to the affordability of the pricing
- C. Membership dues may, for a set period of time, be relieved or waived due to financial hardship or relocation by submitting a written petition to the Board of Directors and approved by more than three-fourths (3/4 or 75%) of the total Directors at the time of petition.
- D. For any other petition for relief or waiver of membership dues that the Board of Directors deem reasonable, the petition shall be entered as a vote for approval by a vote of the membership at a duly called meeting.

#### **4.6 Non-Transferability of Membership**

No membership or right arising from membership shall be transferred. All membership rights cease on the member's death, dissolution or incapacity.

### **Article 5 - Suspension and Termination of Membership**

## 5.1 Termination of Membership

- A. A person ceases to be a member of the corporation
  - a. by delivering his or her resignation in writing to the Board of Directors,
  - b. on any event that renders the member ineligible for membership, or failure to satisfy membership conditions, such as, but not limited to, death, dissolution, incapacitation or prolonged unconsciousness,
  - c. on being expelled, or otherwise forcefully terminated by the procedures set forth by the Board of Directors,
  - d. on having been a Delinquent member for five (5) days in the case of General Members, and thirty (30) days in the case of Keyed Members except by discretion of the Board of Directors.
- B. Any member may resign by filing a written resignation with the Board of Directors or by mailing or delivering it to the address of the corporation.
- C. Resignation, Suspension or Termination shall not relieve a member of debts or monies owed or responsibilities of the person to the corporation or any of its members, including, but not limited to, the return of personal belongings and corporation assets in possession of the resigned member to its owner and any other agreements made between the resigned member and the corporation or other persons.
- D. Membership may also be terminated for any reason by resolution passed by more than four-fifths (4/5 or 80%) of the voting members as described in the following procedure:
  - a. Notice of termination shall be given by any method reasonably calculated to provide actual notice to the member.
  - b. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - 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 members.
  - e. Approval for member termination hearing must first be made by the Board of Directors after receiving a written statement of reasons for termination from the membership.
  - f. The members shall then vote on whether the membership is to be terminated on a date determined by the Board of Directors upon approval.
- E. The corporation, if and when necessary, shall limit membership based on the capacity of the physical workspace or the capability of the Board of Directors to oversee membership eligibility, rights and responsibilities.
- F. Upon resignation, suspension or termination, members will be removed from the membership list, lose all rights afforded to members and, if applicable, have their method of entry collected and must retrieve all belongings, equipment and/or supplies stored at the physical workspace.

## 5.2 Suspension of Membership

- A. Membership may be suspended for non-payment of dues by the Board of Directors
- B. Any suspended member may restore their membership upon payment of dues owed up to date of suspension and through one month beyond the end of the suspension date.
- C. Members may petition the Board of Directors for relief of membership dues and fees in

case of financial hardship or prolonged absence, and will not be considered Delinquent after having done so in a timely manner before date of collection.

- D. A majority of the Board of Directors can vote to suspend the membership of a member, at which time their access to the space will also be suspended.

## **Article 6 - Meetings**

### **6.1 Place of Meeting**

Meetings of the members shall be held at any place within or outside California designated by the board or by written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, Members' meetings shall be held at the corporation's principal business office. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

### **6.2 Regular Meetings**

Regular meetings of voting members shall be held on a weekly basis to keep the members involved and informed about ongoing decisions involving the corporation.

- A. The meetings shall be held at the registered principal office address noted in Section 1.2 (Principal Office of the Corporation) or at another location determined by the Board of Directors.
- B. A different meeting place may be designated for an arbitrary week by written petition signed by more than three-fourths ( $3/4$  or 75%) of voting members.
- C. The meeting schedule and location shall be made available to all members in advance of the meeting time.
- D. Members are encouraged, though not required, to attend regular weekly meetings.
- E. Decisions that require a vote of the membership shall not be made absent a quorum.

### **6.3 Annual Meetings**

- A. An annual meeting of members shall be held at minimum once for each fiscal year. The Board of Directors shall set the date, time, and location.
- B. The date, time and place of the annual meeting shall be announced by the Board of Directors to give reasonable notice to all members as described in Section 6.5 (Notice of Meetings) of these bylaws
- C. The date and time can be changed by the procedures for a Vote of the Membership, as defined in these bylaws.
- D. Annual Meetings of the membership exist in order to:
  - a. Comply with legal requirements
  - b. Elect the Board of Directors
  - c. Elect all officers,
  - d. Review and vote on the standing rules, bylaws and policies of the corporation,
  - e. Receive reports on the budget and activities of the corporation,

- f. Approve the budget and determine the direction of corporation in the coming year,
  - g. Update and/or amend the bylaws, as necessary, and
  - h. Any other issues that members have placed before the membership to be discussed at the annual meeting, pursuant to the proposal and voting rules stated in these bylaws concerning Votes of the Membership.
- E. Decisions will be made by general consensus confirmed by majority vote, except for changes to bylaws which must be passed in accordance with Article 13 of these bylaws
- F. Quorum for the annual meetings shall be at least fifty-six percent (56% or 14/25) of available voting members, including proxy voters if any.
- a. Absent a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- G. The Board of Directors may veto any action, proposal or vote which may compromise the financial, legal responsibility, or integrity of the corporation if the veto is approved by a majority of Directors present.
- H. Any matter of action, approved through a vote of the membership or otherwise, deemed during planning or execution to be impossible, illegal or otherwise injudicious to fulfill shall be vetoed by the Board of Directors.

#### **6.4 Special Meetings**

The Board of Directors or four-fifths (4/5 or 80%) or more of the members may call a special meeting of the members for any lawful purpose at any time. Notice must be provided of such meetings as described in Section 6.5 (Notice of Meetings) of these bylaws.

#### **6.5 Notice of Meetings**

- A. Notice of annual meetings of members, shall be written and shall be given at least thirty (30) but no more than three hundred and sixty (360) days before the meeting date.
- B. Notice of regular meetings may be given personally, by electronic transmission, made publicly accessible in a prominent location or any other means reasonably expected to provide actual notice to all members. If electronic transmission is used, notice shall be sent to the member using information in the records given by the member to the corporation, such as, but not limited to, email address or phone number
- C. Special meetings require at least ten (10) days notice, to be considered delivered only when all voting members are personally notified and given an opportunity to sign a special meeting petition.
- D. For all meetings, the notice shall state the nature of the business to be transacted by members.
- E. The time and place of upcoming meetings shall be conspicuously posted at the registered office, made public on the website, and/or electronically delivered to all voting members.
- F. Announcements regarding changes to meeting date, time, or venue shall be made to the entire membership with a minimum of thirty (30) days notice.

#### **6.6 Remote Attendance**



- A. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication, including but not limited to conference telephone, electronic video screen communication, electronic chat, or other communications equipment, provided all of the following apply:
- a. Each member participating in the meeting can communicate with all of the other members concurrently;
  - b. Each member is provided with a means of participating in all matters under consideration, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
  - c. The corporation verifies that
    - i. a person communicating through electronic transmission or other communications equipment is a member with voting privileges, and
    - ii. all motions, votes, or other actions required to be made by a member were actually made by, or on properly delegated behalf of, a member.
- B. On matters requiring Director approval, directors must make their vote directly without delegation or proxy. Directors must attend the meeting themselves as a Director in order to vote on matters placed before the Board of Directors

## **Article 7 - Votes of the Membership**

### **7.1 Eligibility**

Subject to the California Nonprofit Public Benefit Corporation Law, all members in good standing on the record date as determined under Section 4.3 (Membership Status and Standing) of these bylaws shall be entitled to vote at any meeting of members.

Each member entitled to vote may cast at most one vote on each matter submitted to a vote of the membership.

### **7.2 Quorum**

- A. Quorum for a vote of the membership shall require attendance of at least fifty-six percent (56% or 14/25) of the total eligible voters on the day of counting the votes.
- B. When a quorum is present, all issues, except otherwise specified in these bylaws or otherwise required by the California Corporate Code, shall be decided by affirmative vote of at least three-fifths (3/5 or 60%) of the voting members present.
- C. For the purposes of calculating the quorum, votes submitted via authenticated online polls as described in the Section 7.3 (Remote Voting) may be eligible for inclusion.

### **7.3 Remote Voting**

On discretion of the Board, matters of vote may be made available through electronic transmission in a poll or ballot to collect votes as long as the voting system reasonably authenticates users as members eligible to vote. Once the poll has been circulated there shall be a period of no less than 7 days to vote on the topic. After the deadline the poll shall allow no further votes while the results are tabulated with other voting methods described within the

bylaws. On voting matters made available in this manner, votes shall not be counted more than once per voting member if that entity voted using other means. However, each unique member may be counted for the purposes of deciding quorum even if they did not vote using other means.

#### **7.4 Member Actions**

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed in the records with minutes of meetings. The action by written consent shall have the same force and effect as a unanimous vote of the members.

### **Article 8 - Directors**

#### **8.1 Numbers and Eligibility**

- A. The Board of Directors shall serve without pay and consist of at least five (5) and no more than eight (8) members.
- B. All directors must have been a Keyed Member for at minimum 3 months within the year prior to their directorship.
- C. No more than 49 percent of the persons serving on the Board may be "interested persons" as defined by the California Corporate Code section 5227, which includes (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.
- D. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate their qualifications and reasons for candidacy, to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

#### **8.2 Powers and Responsibilities**

##### **A. General Powers**

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

##### **B. Specific Powers**

Without prejudice to the general powers set forth in the above Section 8.2A (General Powers) of these bylaws, but subject to the same limitations, the board shall have the

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power to do the following:

- a. Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation if any; and require from them security for faithful service.
  - b. 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 may be general or confined to specific instances. Except for matters pertaining to the ordinary and necessary operation of the business of the corporation and as otherwise provided in Section 5214 of the California Corporations Code, unless so authorized by the Board, 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 to render it liable monetarily for any purpose or in any amount.
  - c. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or county; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.
  - d. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
  - e. Adopt, use and modify a corporate seal; (Failure to affix the seal to corporate documents shall not affect the validity of such documents.)
  - f. Prescribe, use and alter any forms of membership certificates for use as proof of membership status and standing;
- C. Any policy affecting the organization at-large shall, unless otherwise stated in these bylaws or required by the California Corporate Code, be decided upon by a vote of the membership.
  - D. The Board of Directors is responsible for making sure the officers of the corporation are performing their duties as defined in these bylaws, and providing any assistance that the officers may need in performing those duties.
  - E. As a representative of the corporation, all Board of Directors assume inherent fiduciary duties and responsibilities to the members of the corporation and the community it serves.
  - F. This corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer without the approval of the California Attorney General, provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of their duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.
  - G. Any planned purchases for tools, equipment, facility upgrades, or discretionary budgets that exceed three-tenths ( $\frac{3}{10}$ , or 30%) of the expected gross income for the month in which it was budgeted must be ratified by a vote of the membership.

H. Directors may inspect corporate documents and records at any reasonable time.

### **8.3 Nominations and Elections**

- A. Elections for Directors shall take place at the Annual Meeting, or a Special Meeting if there are vacancies resulting in fewer than the required minimum seats on the Board before the Annual Meeting.
- B. The Board of Directors may call a Special Meeting for an election of directors at any time if there are any vacancies on the Board.
- C. All director seats shall be open for appointment at the Annual Meeting.
- D. At the Annual Meeting, all directorship seats shall be available for election regardless of whether the seat was filled during the previous Annual Meeting or at a Special Meeting.
- E. Any member may nominate any eligible member or members for the election of directors. Eligible members may nominate themselves.
- F. Nominations shall be available before the Annual Meeting in the period of time decided by the Board of Directors prior to the meeting. This period of time shall be at minimum one week to allow reasonable time for any eligible candidate to receive their nomination. Notice of this period of time for nominations shall be noticed to all members as defined by Section 6.5 (Notice of Meetings)
- G. Any nominated member may decline their nomination thereby withdrawing from the election.
- H. Nominations shall be available during the Annual Meeting if there are fewer nominations than available seats at the time of the election.

### **8.4 Voting for Directors**

All eligible nominees shall be entitled to be a vote of the membership. Voting shall commence as described below:

- A. Each eligible nominee shall be voted on as a separate and independent matter
- B. Each member present may cast at most one vote in approval of each nominee, declare any opposition to the nominee, or abstain from the vote.
- C. The votes are not cumulative---a member shall be unable to accumulate more than one vote for a nominee by reserving a vote on previous or upcoming nominees.
- D. The previous provisions for vote count and value as defined in in Section 8.4 Parts A, B and C may, if otherwise legally required by Corporate Code, be changed on written petition to the Board of Directors at least one week before the election. Upon approval by the Board, the vote counting process shall be clearly articulated and understood by all voters present before the voting begins.
- E. After all nominees have received their votes, available directorship seats shall be appointed in the order of highest to lowest number of approval votes cast for each nominee.
- F. In the event that more than one member is eligible for a vacant seat due to equal number of votes, the seat appointment shall be decided by
  - a. mutual agreement of all nominees eligible for that seat; or
  - b. for two-way ties, a coin of United States legal tender shall be flipped by the

- chairman or president at the meeting; or
  - c. for ties of three or more, a drawing of lots overseen by the chairman or president at the meeting
- G. If directorship seats are still available after all nominees have been appointed, any previous directors, up to the number of available seats, may choose to retain their seat in the Board.
- H. In the event that there are more directors attempting to retain their seats than available vacant seats, the retention of directorship of directors already on the Board shall be decided in the manner described in this Section 8.4 Part F

## **8.5 Resignations and Terminations**

- A. Pursuant to California Corporate Code, any or all directors may be removed with or without cause by written petition of the membership if:
- a. the corporation has fewer than 50 members and the removal is approved by a majority of all members (section 5033), or
  - b. the corporation has 50 or more members and the removal is approved by a vote of the membership at a timely noticed and properly called meeting
- B. Any Director may resign at any time by written notice delivered to the Board of Directors. The resignation is effective immediately upon delivery unless the notice specifies a future date.
- C. Another Director may be appointed, using the process defined in Article 8 of these bylaws, to any present or imminent vacancy, however, any such appointment shall not take effect and the appointee shall not assume directorship powers, duties and responsibilities until the seat is actually vacant.

## **Article 9 - Officers**

### **9.1 Powers, Duties and Responsibilities**

- A. In their areas of responsibility, officers are expected to work, in good faith, to the best of their ability, towards the goals of the corporation, the community and its members.
- B. Officers may enlist the help of other willing members and non-members in fulfilling their responsibilities. No such helpers shall be granted or assume any official power unless that power was given to them otherwise by the Board of Directors.
- C. The Board of Directors hereby grant necessary powers and responsibilities to these officers in order for them to execute their assigned duties.
- D. Officers may enlist the help of other members and non-members in meeting their responsibilities.

### **9.2 Eligibility**

- A. Nominees for any Executive Officer position must be a Keyed Member for at least six consecutive months prior to their nomination.
- B. Nominees for any Duty Officer position must be a Member for at least two consecutive months prior to their nomination.

- C. Officers must be willing and able to fulfill their duties, and any ancillary or incidental duties, as defined in Article 9 of these bylaws.
- D. Directors may serve as officers as long as they fulfill all other eligibility requirements.

### **9.3 Executive Positions**

The Executive Officers of this corporation shall consist of a President, a Secretary, and a Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

#### **1. President**

The President serves as a representative of the corporation to the public and in all functions where a president may be required by law or any other outside requirements. The president is responsible for:

- a. Communications with and to the public on behalf of the corporation;
- b. Ensuring the corporation files its Annual Report and any other paperwork or submission required to maintain legal nonprofit status;
- c. Chairmanship duties during any meeting where he is presiding, or delegation of chairmanship duties if he is not available to do so;
- d. Enforcing the rules of meeting procedures

#### **2. Secretary**

The Secretary is the principal clerk and custodian of the corporation's records. The Secretary shall be responsible for:

- a. collecting and maintaining a list of the issues on the agenda for each membership meeting, and circulating that list to the members for them to vote on at the upcoming meeting
- b. recording and keeping, in the corporation's permanent records, all minutes of official meetings, whether it be of membership, directors, or committees
- c. supervise and ensure reporting notices and announcements are made properly to all eligible members
- d. maintaining any records of proceedings, decisions, votes or discussions as it pertains to the corporation

#### **3. Treasurer**

The Treasurer is responsible for maintaining and monitoring the financial status and all assets and liabilities of the corporation. This includes but is not limited to:

- a. Keeping record of the corporation's budget,
- b. Collecting of membership dues from members;
- c. Maintaining the full membership list and any status changes arising from payment or failure to pay dues and assessments;
- d. Record, monitor and fulfill on behalf of the corporation any contractual obligations of rent, utilities, and any other debt or financial obligation in which

- the corporation rightfully engages;
- e. Budgeting available funds for necessary and discretionary expenses such that the corporation remains financially solvent;
  - f. Filing taxes and related financial reports;
  - g. the disbursement and reimbursement of funds authorized to be spent under the procedures detailed in these bylaws; and
  - h. preparing financial reports to the Board;

#### **9.4 Duty Officer Positions**

The officers of the corporation shall consist of a Public Relations Duty Officer, Chief Technical Duty Officer, a Chief Operations Duty Officer, a Quartermaster, and such other Duty Officers, as the Board may from time to time deem advisable. These positions may remain unappointed if decided by the Board or no person is available for the role. Any number of offices below may be held by the same person so long as that person is eligible.

In their areas of responsibility, Duty Officers are expected to build consensus and work towards the goals of the corporation and its Members.

##### **1. Public Relations Duty Officer**

The Public Relations Duty Officer serves as a representative of the corporation to the public and shall be responsible for:

- a. public communication such as, but not limited to community outreach, event advertising, and social media accounts;
- b. managing events and activities that interact with the general public and community; and
- c. presenting ideas for upcoming events and activities

##### **2. Chief Technical Officer**

The Chief Technical Officer is responsible for maintenance and ensuring usability of the technological infrastructure. This includes, but is not limited to, the website, electronic feeds such as RSS/Atom, and internal network of the physical space.

##### **3. Chief Operations Officer**

The Chief Operations Officer supervises activities and events and shall be responsible for:

- a. Managing and ensuring the security, tidiness and safety of the corporation's facilities and any persons within the facilities; and
- b. Planning and logistics of official events and activities, including, but not limited to classes, workshops, open house, fundraisers, and other community gatherings

##### **4. Quartermaster**

The Quartermaster supervises tools, equipment and materials at the organization's facilities and shall be responsible for:

- a. maintaining and updating a list of all equipment, tools, computers, computer peripherals, and all other inventory of donated or acquired items under the possession or care of the corporation;
- b. keeping detailed records of the movement of all items under the possession or care of the corporation which leave and come onto the premises of the corporation's location; and
- c. keeping and maintaining current lists for the Treasurer of any donated items, their assessed value, and if necessary, any movement or transfer of such items.

### **9.5 Nominations**

- A. Any Director may nominate an eligible person for Executive Officer positions. The Director may nominate themselves as long as they are eligible.
- B. Any Keyed Member may nominate an eligible person for Duty Officer positions. The Keyed Member may nominate themselves as long as they are eligible.
- C. The nominated candidate may decline the nomination, thereby withdrawing from the election.
- D. All nominations for Officer positions are due one week before the Annual Meeting.
- E. At the time of the election, additional nominations for a particular Executive Officer position may be made during the election before the voting begins only if there exists no more than one valid nomination for that position,
- F. At the time of the election, when there is only one valid nomination for a Duty Officer position, the nominee shall be appointed without a vote.
- G. Nominations for a Duty Officer position may be made during the election when there are no valid nominations.
- H. If there are no eligible nominees, the current holder of the position may choose to serve an additional term or select any eligible and willing member as replacement.
- I. Elections for all officer positions shall take place at the Annual Meeting.
- J. In the event of a vacancy of an officer position, a Special Meeting may be called to appoint a member to the position. The Board of Directors assume any duties and responsibilities of the absent position until a replacement assumes the position.
- K. All officer positions are available for nominations before the Annual Meeting. Executive Officer terms end at the Annual Meeting following their election, regardless of whether they were elected through Special Meeting or the previous year's Annual Meeting.

### **9.5 Voting for Officers**

- A. Each nominee to an officer position shall be voted as a separate and independent matter
- B. Each member present may cast, at most, one vote in approval of each nominee, declare any opposition to the nominee, or abstain from the vote.
- C. The votes are not cumulative; a member shall be unable to accumulate more than one vote for a nominee by reserving a vote on previous or upcoming nominees.
- D. After all nominees have received their votes, available positions shall be appointed to



the nominee with the highest number of approval votes.

- E. In the event that more than one member is eligible for a position due to equal number of votes, the appointment shall be decided by:
  - a. mutual agreement of all nominees eligible for that seat; or
  - b. for two-way ties, a coin of United States legal tender shall be flipped by the chairman or president at the meeting; or
  - c. for ties of three or more, a drawing of lots overseen by the chairman or president at the meeting

## **9.6 Resignation and Termination**

- A. Any officer may resign at any time by written notice delivered to the Board of Directors. The resignation is effective immediately upon delivery unless the notice specifies a future date.
- B. Any Executive Officer may be terminated in their role by resolution passed by majority vote of the Board of Directors.
- C. Any Duty Officer may be terminated in their role by resolution passed by majority vote of the members.
- D. Another officer may be appointed, using the process defined in Article 9 of these bylaws, to any present or imminent vacancy, however, any such appointment shall not take effect and the appointee shall not become officer until the position is actually vacant.
- E. Upon receipt of a resignation resulting in a vacant position, nominations may begin, and shall be open for at least one week before the election. The appointment of the nominee shall then be decided by the process defined in Section 9.5 (Voting for Officers)

## **Article 10 - Committees**

### **10.1 Power to Create Committees**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may do the following:

- A. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law or these bylaws, also requires approval of the members or directors or approval of a majority of all members or directors;
- B. Appoint vacancies on the Board or on any committee which has the authority of the Board;
- C. Fix compensation of the directors for serving on the Board or on any committee;
- D. Amend or repeal bylaws or adopt new bylaws;
- E. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;

- F. Create committees of the Board or the appointment of members thereof;
- G. Use corporate funds to support a nominee for director if there are more people nominated for directorship than can be elected;
- H. Approve any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as special approval is provided for in Corporations Code Section 5233(d)(3), these bylaws, and the Conflict of Interest Policy adopted by the Board.

## **10.2 Meetings and Actions of Committees**

Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution, or, if none, by resolution of the committee. Minutes of each meeting shall be kept and filed in the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

## **10.3 Executive Committee**

Pursuant to Section 10.1 of these bylaws, the Board may appoint two or more directors of the corporation to serve as the executive committee of the board. The executive committee, unless limited by a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the executive committee shall not have the authority of the board in reference to those matters enumerated in Section 10.1 (Power to Create Committees) of these bylaws. All actions of the executive committee shall be reported to and required to be ratified by a majority of the Board of Directors and Executive Officers before action is taken.

## **10.4 Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not directors. These additional committees shall act only in an advisory capacity to the Board of Directors.

# **Article 11 - Books, Records and Reports**

## **11.1 Annual Report**

- A. The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors and members of the corporation, such a report shall contain the following information in appropriate detail:
  - a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
  - c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes for the fiscal year;
  - d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
  - e. Any information required by Section 11.2 (Annual Statement of Specific Transactions and Indemnifications) of this Article;
  - f. An independent accountant's report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records, but in conformity with generally accepted principles applied on a consistent basis.
- B. This requirement of an annual report shall only apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.
- C. If the board approves, the corporation may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

### **11.2 Annual Statement of Specific Transactions and Indemnifications**

- A. As part of the annual report to all members, or as a separate document if no annual report is issued, this corporation shall send, within one hundred and twenty (120) days after the end of the corporation's fiscal year, a statement of any transaction or indemnification of any kind described in Section 6322, subdivision (d) or (e) of the California Nonprofit Public Benefit Corporation Code, including the following:
- a. Any transaction
    - i. in which the corporation, or its parent or subsidiary, was a party,
    - ii. in which an "interested person" had a direct or indirect material financial interest, and
    - iii. which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000.
    - iv. For this purpose, an "interested person" is either:
      - 1. Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
      - 2. Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.
  - b. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Section 12.1 (Indemnification) of these bylaws, unless that indemnification has already been approved by the Board or, if required, the Attorney General under Corporations Code Section 5238(e)(2)
- B. The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if

the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

### **11.3 Permanent Records**

- A. The corporation shall keep current and correct records at, or accessible at, the registered office or principal place of business of the corporation. The records shall include:
  - a. adequate and correct books and records of account;
  - b. minutes of meetings and proceedings of membership, board and committees;
  - c. membership records including their disclaimer of liability, name, address, and class of membership;
- B. Any such records shall be kept either in written form, or in any other form capable of being converted into clearly legible tangible form or any combination of the two.

### **11.4 Member's Right to Inspect**

- A. Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:
  - a. Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on written demand submitted to the corporation at least five (5) days prior to the inspection date, which must state the purpose for which the inspection rights are requested; or
  - b. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand must state the purpose for which the list is requested.
- B. The secretary shall make this list available to the member on or before the later of ten (10) days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.
- C. The corporation may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.
- D. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.
- E. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

### **11.5 Inspection of Accounting Records and Minutes**

On written demand to the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

### **11.6 Inspection of Articles of Incorporation and Bylaws**

This corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, that shall be open to inspection by the members at all reasonable times during office hours. Alternatively, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

### **11.7 Inspection Rights of Directors**

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of such documents.

### **11.8 Public Records**

The corporation may make available minutes of meetings and proceedings on the corporation's website. In the interest of privacy, minutes and proceedings made available in this manner may have member's names removed or replaced with unique identifiers. Upon request, the original minutes and proceedings shall be made available by the procedure dictated by Section 11.4 (Member's Right to Inspect) of these bylaws.

## **Article 12 - Indemnification and Insurance**

### **12.1 Indemnification**

- A. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Section of these bylaws, shall have the same meaning as in that section of the Corporations Code.
- B. On written request to the board by any person seeking indemnification under

Corporations Code section 5238(b) or section 5238(c) the board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporation Code section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

- C. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Article 12 of these bylaws in defending any proceeding covered by that Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

## **12.2 Insurance**

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's or agent's status as such.

## **Article 13 - Amendments**

### **13.1 Adopted Only by Vote of the Membership**

- A. Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any part of them, may be altered, amended, or repealed and new bylaws adopted by a two-thirds (2/3 or 67%) vote of the membership at any Annular or Special Meeting provided a quorum is present and proposed amendments made available to members for review.
- B. These bylaws may not be amended to include any provision that conflicts with law or with the corporation's Articles of Incorporation. However, any such conflict, if found, shall not affect enforceability of other provisions of these bylaws.
- C. Proposed amendments to these Bylaws shall be submitted in writing to the Board of Directors at least two weeks in advance of the meeting at which they will be considered for adoption.

## **Article 14 - Conflicts of Interest**

### **14.1 Voluntary Abstain and Recusal of Interested Directors**

Any member of the Board of Directors who has a financial, personal, or official interest in, or

conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse themselves and will vacate his seat and refrain from discussion and voting on said item.

#### **14.2 Contracts and Transactions of Interested Directors**

- A. No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless
  - a. the material facts regarding the director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction;
  - b. such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors;
  - c. before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
  - d. the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.
- B. This section does not apply to a transaction that is part of an educational or charitable program of this corporation provided all the following are true:
  - a. The program was approved or authorized by the corporation in good faith and without justified favoritism; and
  - b. results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.
- C. In addition to provisions in this Article, the Board of Directors shall follow and enforce the terms set forth in the Conflict of Interest Policy concerning any known conflicts of interest or interested persons.

## CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Makers, Artists, and Gadgeteers Laboratory Inc, a California Nonprofit Public Benefit Corporation; that these bylaws, consisting of the previous twenty-three (23) pages, are the bylaws of this corporation as adopted by the Board of Directors and the Membership on \_\_\_\_\_; and that these bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_ in \_\_\_\_\_, California.  
Date with Time Location (City)

Signed: \_\_\_\_\_

by: \_\_\_\_\_,

Secretary of Makers, Artists and Gadgeteers  
Laboratory Inc