

# Board Meeting Minutes

Kwartzlab Society Inc.\*

2010-06-10

**Meeting #** 35

**Location** KwartzLab Society Inc., Unit 106, 283 Duke Street West, Kitchener ON

**Date** Thursday, June 10, 1930EST

**Distribution** To all Kwartzlab Society Inc. Board Members

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## Directors

**Present** Ben Brown, Cedric Puddy, Eric Gerlach, Robert Gissing, Stephanie Smith

**Absent** Alexandra Dysinski, Darin White

**Quorum** Yes (5/7)

## Others

**Kwartzlab Society Members** Paul Walker, Darcy Casselman, Andrew Mackie, Jessica Clayman

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These minutes are considered complete and correct. Please advise the Secretary (secretary@kwartzlab.ca) of any errors or omissions. Otherwise, these minutes will be considered an accurate record of the discussions.

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\*Recorded by Stephanie Smith, Secretary



# PROCEEDINGS

## 1 Call to order

The President Eric Gerlach acted as Chair for the meeting, and called the meeting to order at 1948 EST. The Secretary, Stephanie Smith, recorded the minutes. A quorum of directors was present, and the meeting, having been duly convened, was ready to proceed with business.

## 2 Approval of the Agenda

The agenda was presented by the President. As the topic of "Bylaws" appears under both Old and New Business, the Secretary proposed that the entire Bylaw discussion be held under Old Business. The agenda, with this amendment, was approved by the general consent of the Board.

## 3 Approval of Previous Minutes

The Board unanimously approved the submitted meeting minutes for November 11, 2009, November 18, 2009, November 27, 2009, December 2, 2009, and December 17, 2009.

Robert Gissing requested that the remaining 16 meeting minutes, to be considered at the next Board Meeting, be approved via a drinking game.

## 4 Report from the Treasurer

The Treasurer submitted a financial report to the Board, for review. (See Appendix A.) He also confirmed that the membership has been notified regarding the HST-related dues increase. He has canceled all outstanding PayPal subscriptions.

There was further discussion regarding Milkman Dan & the Mailman. Although a favourite, the provided comic was not of that oeuvre.

## 5 Old Business

### 5.1 Website & Mailing Lists

#### 5.1.1 Update for action 13.2 on Ben Brown: convert website design to drupal template.

No update.

### 5.2 Health & Safety Committee

#### 5.2.1 Update for 29.2 on Everyone: bring in phone for H&S; activate with Eric Gerlach's SIM.

Katrina Somers has donated a Nokia smartphone to KwartzLab; the Board accepts it with thanks.

As this phone is overkill for what we need in an emergency cell phone, it was suggested that with Katrina's approval we might sell the phone, and use the money to (1) purchase a cheaper phone, and (2) purchase some additional shelving/storage solution for the lab.

#### 5.2.2 Board Procedure and Committee Appointments

No update.

### 5.2.3 Report from the Health & Safety Committee

Jessica Clayman reported that the Health & Safety Committee will conduct a yearly inspection of the premises, timed around the KwartzLab anniversary party (September/October). A check-list for this inspection is still pending.

There was a brief discussion regarding the usefulness of an “Administracrap” calendar for all the things which need to be done on a routine basis. Ideally, this calendar could send out automated reminders to the appropriate parties.

#### Action

	WHO	WHAT	WHEN
36.1	Stephanie Smith	implement administracrap calendar module in drupal	

## 5.3 Space Expansion

### 5.3.1 Plan of Action for the Tool Room

Ben Brown reported to the Board that the tool room is much cleaner now. The Board thanks Ben Brown, Alex Williams, Karl Williams, Paul Walker, Bevan Lantz, and Robert Gissing for their hard work.

Ed Blanchard will be in to work on the wiring.

Alex Williams has begun working on an inventory of tools.

## 5.4 Workshops

### 5.4.1 Update for action 27.3 on Eric Gerlach: Read through insurance policy and figure out workshops and instructors.

No update.

## 5.5 Art Wall

Robert Gissing reported to the Board that he will be on CKWR Monday evening at 1930EST (“Monday Night with the Arts”), with Bernie, to talk about Bernie’s installation at the lab. He will also introduce Jessica Clayman, as the new curator for the Art Wall project at KwartzLab.

## 5.6 Bylaws & Elections

### 5.6.1 Update on action 35.2 on Ben Brown: Post poll to membership regarding whether they would prefer to vote directly on offices, or have the newly appointed board appoint offices.

Completed.

### 5.6.2 Bylaws Draft

Eric Gerlach presented the Board with a draft of the Bylaws which amalgamates the old Bylaws, and both his and Ben Brown’s additions. There was a detailed discussion, specifically regarding the new clauses pertaining to nominations and elections.

It was noted that these nomination procedures will not apply to the coming election, and the election procedures will only apply if the Bylaws are passed before the AGM.

Topics of note:

1. There was some disagreement regarding whether or not an election should be called in the event of a vacancy on the board. Alternatively, the Board could appoint an interim Director, or even operate with a diminished Board, provided quorum was still met.
2. The question of whether to use a binary or ranged voting system was very divisive. Is it better to allow for greater expressiveness in voting, or to keep the system as simple as possible?
3. Should 24 hours necessarily be given for Board meetings, when not all directors are present to consent? There have been instances this past year where the Board has needed to call a meeting on short notice, and not all Directors were able to be reached (i.e., for the signing of the lease). This clause does help protect individual directors from specific “shady” scenarios, but is potentially more restrictive than we need to be.
4. The Bylaws should explicitly state that one director may hold more than one office (i.e., the President may also be the Chair of the Board.)
5. An abandonment clause needs to be added which allows the Board to terminated a member who stops paying dues but does not actively withdraw.

#### Action

	WHO	WHAT	WHEN
36.2	Eric Gerlach	revise the Bylaws Draft, and post to the Members’ list for feed-back	
36.3	Eric Gerlach	open nominations for Board Elections	

## 5.7 Maker Faire Detroit

Ben Brown indicated that response to Maker Faire Detroit, both within KwartzLab, and among the larger community, has been disappointing. KwartzLab likely won’t be organizing any sort of formal presence at the Faire.

## 5.8 Fire Inspection

### 5.8.1 Update on action 35.3 on Ben Brown: ensure we have 3 good fire extinguishers in our unit.

Completed.

## 6 New Business

### 6.1 New Members

**Motion** *Be it resolved that Christopher Villock is admitted to membership in KwartzLab Society Inc.*

**So moved by** Eric Gerlach

**Seconded by** Stephanie Smith

**In Favour** 5

**Opposed** 0

**Abstained** 0

The Board was reminded, after the vote, that all membership status votes are supposed to be conducted via secret ballot.

**Motion** *Be it resolved that the Board retro-actively suspends the Board procedure requiring a secret ballot for new member admittances.*

**So moved by** the President

**Seconded by** Stephanie Smith

**In Favour** 5

**Opposed** 0

**Abstained** 0

#### Action

	WHO	WHAT	WHEN
36.4	Stephanie Smith	notify Chris of his admittance	

## 7 Action Item Review

#### Action

	WHO	WHAT	WHEN
13.2	Ben Brown	convert website design to drupal template	
27.3	Eric Gerlach	Read through insurance policy and figure out workshops and instructors	
36.1	Stephanie Smith	implement administracrap calendar module in drupal	
36.2	Eric Gerlach	revise the Bylaws Draft, and post to the Members' list for feedback	
36.3	Eric Gerlach	open nominations for Board Elections	
36.4	Stephanie Smith	notify Chris of his admittance	

## 8 Adjournment

The Board meeting was adjourned at 2109EST.

**So moved by** Eric Gerlach

**Seconded by** Ben Brown

**In Favour** 5

**Opposed** 0

**Abstained** 0