

Board Meeting Minutes

Kwartzlab Society Inc.*

2009-09-09

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

Date Wednesday, September 09, 1930EDT

Distribution To all Kwartzlab Society Inc. Board Members

Directors

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

Absent Alexandra Dysinski

Quorum Yes (6/7)

Others

Kwartzlab Society Members Bevan Lantz, James Bastow

Guests

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.

*Recorded by Stephanie Smith, Secretary

PROCEEDINGS

1 Call to order

The President, Eric Gerlach, called the meeting to order at 1948 EDT, and 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 printed agenda was amended to reflect the agenda posted to the wiki. The Agenda was presented by the President, and approved by general consensus of the Board.

3 Approval of the 2009-08-18 Board Meeting Minutes

The 2009-08-18 Board Meeting Minutes were approved by general consensus of the Board.

4 Approval of the 2009-09-04 Board Meeting Minutes

The 2009-09-04 Board Meeting Minutes were approved by general consensus of the Board.

5 Report from the Treasurer

Ben Brown provided a budget report & last month's bank statement (see attached). We've come in under budget so far.

6 Old Business

6.1 Insurance

Presentation

Eric Gerlach presented to the Board that there is no update regarding Insurance.

Actions

WHO	WHAT	WHEN
Eric Gerlach, Robert Gissing & Ben Brown	will submit the insurance paperwork, and arrange monthly payments for the policy	

6.2 Buildout

6.2.1 Security

Presentation

James Bastow presented to the Board a summary of his plan for the space's physical door security. He is prepared to immediately take the project over from Michael Kowalski. The initial system will meet the following minimal design goal: token swipes, strike unlocks, access is logged.

The initial system will have no storage ability, but it will be networked. Access logs can either be saved to a USB thumb drive, or emailed.

We should be able to use a generic door strike, bringing the price down to less than \$200.00 RFID tokens will range in price from approximately \$1 to approximately \$3 per unit. The more expensive tokens offer additional (challenge & response) security.

Once he has the RFID reader & door strike, James can have the initial system installed within a couple of days.

Discussion

There was a Discussion regarding ways we might be able to increase the security of the door itself.

Actions

WHO	WHAT	WHEN
Robert Gissing	will draft a letter to Kaplay, advising him that we are making a permanent installation which we intend to take with us when we leave	

6.2.2 Ceiling

Presentation

Eric Gerlach reported to the Board that the he & Cedric have finished cleaning the ceiling.

6.2.3 Windows

Presentation

Darin White reported to the Board that he has finished cleaning the window panes.

Robert Gissing reported to the Board that he will replace the broken window panes over the coming week-end, and also that he intends to paint the interior window trim black.

Actions

WHO	WHAT	WHEN
Robert Gissing	will replace broken window panes	over the coming weekend
Robert Gissing	will paint the interior window trim	

6.2.4 Painting

Discussion

There was a Discussion regarding progress made in painting the space.

Decisions

1. The Board agreed by general consensus to not purchase additional primer until the current bucket is actually emptied.

6.2.5 Furniture and what we want in the space

No further business to discuss.

6.2.6 Flooring

Discussion

There was a Discussion regarding plans for the space flooring. Jeff Schmidt has offered to donate some tiles, however we are still waiting to receive them. If we haven't received the tiles by the time we're ready to work on the kitchen floors, we may just paint them as a temporary measure.

Actions

WHO	WHAT	WHEN
Robert Gissing	will contact Jeff regarding the floor tiles	

6.3 Logo

No update on logo.

6.4 Website/Mailing Lists

Actions

WHO	WHAT	WHEN
Ben Brown	will update his website template to include the new logo, and post the template online for our review	

6.5 Reimbursement for Mark Sheery

Decisions

1. Motion Passed: Be it resolved that Kwartzlab Society Inc. will reimburse Mark Sherry for his dry ice purchase.

Motion Moved by Robert Gissing

Seconded by Eric Gerlach

In Favour 6

Opposed 0

Abstained

6.6 Grand Opening

6.6.1 Party

Alcohol

Presentation

Darin White presented to the Board that we have received our liquor license for the Grand Opening Party.

Fire Code

There is no further business related to Fire Code.

6.6.2 Other Events

There is no further business related to Other Events.

6.7 Converting club members to corporate members

Decisions

1. Motion Passed: Be it resolved that James Bastow is admitted to membership in Kwartzlab Society Inc.

Motion Moved By Eric Gerlach

Motion Seconded By Darin White

In Favour 6

Opposed 0

Abstained

6.8 Engaging Politicians & Municipalities

Discussion

There was a Discussion regarding what overtures have been made to local politicians and municipal groups. Invitations for the mayors should be hand delivered on Friday.

Actions

WHO	WHAT	WHEN
Eric Gerlach	will update the mayoral invitations to just list the mayors	
Darin White	will post an announcement listing our upcoming speaking engagements & presentations	
Darin White	will give Robert Gissing a copy of his presentation deck	

6.9 SoOnCon Update (was: Hackerspace alliances)

Presentation

Darin White presented to the Board an update on the SoOnCon Event. There is an organization call-in every Thursday evening, which we are all welcome to participate in.

6.10 Hackerspaces.org Call-In

Presentation

Eric Gerlach presented to the Board a summary of previous week's Hackerspaces.org call-in, which he and Darin White participated in. He reviewed two ideas that Pumping Station 1 shared, which we may want to consider for Kwartzlab as well:

1. Hosting an all-night hackathon, wherein people can come with their laptops and work on software projects.
2. Hackers-on-a-Train, a hackerspace "con" to take place on AmTrak, as it travels through hackerspace towns in the US.

Discussion

There was a Discussion on the importance of connecting with other hackerspaces. Darin White will be visiting hacDC in October; we may want to send him with some sort of token "Kwartzlab" gift.

6.11 Bylaws to approve for general meeting

Discussion

There was a Discussion regarding the current draft of the bylaws. There are a couple changes which have all ready been discussed, but don't yet appear in the draft:

- If the board raises the initial or monthly dues by more than 10%, members must ratify within 30 days
- Changed quorum to 10 members or 1/4, which ever is higher
- Hiatus – specify start & and date for hiatus

There was a detailed Discussion regarding how to deal with members whose accounts are in arrears. This is only a concern if it becomes a chronic problem. Bylaws should explicitly specify that in order for an account to be brought up to date, all previous months must be paid in full.

There was a discussion regarding whether or not members on hiatus should retain voting rights during their hiatus.

Decisions

1. Motion Passed: Be it resolved that the Kwartzlab Society Inc. bylaws are:

Definitions

"members meeting" shall also include annual meetings and general meetings.

New membership approval process

1. Persons wishing to become members of KwartzLab must file an application with the Board. The Board shall determine the form of the application. The Board shall notify the membership via the "Members" mailing list when they receive such an application.
2. A person who has fulfilled the requirements of paragraph 1 may be admitted to membership by a resolution of Board at a meeting duly called for that purpose. The Board must give notice to the "Members" mailing list at least five calendar days before the resolution is to be considered by the Board.

3. A person admitted to membership by the Board of Directors shall have no privileges until their initial dues and first monthly dues are paid. The Board may by resolution set a schedule for pro-rated dues for the first month of membership, based on the date of the member's approval.

Dues

1. The Board of Directors may by resolution set the dues for the corporation, which may be either or both of:

- a) Initial dues, i.e. dues which are payable before a person can become a member;
- b) Monthly dues, i.e. dues which are recurring and payable on the last day of each month (for the following month).

2. If the Board passes a resolution which raises the initial or monthly dues by more than 10% confirmed at a general meeting of the Corporation duly called for that purpose. Such a meeting must be held within 30 days of the initial adoption of the resolution. If the resolution is not confirmed within 30 days, the resolution is rendered invalid.

Meetings of Members

1. KwartzLab may give notice of any members meeting via email to the address on record with the corporation as recorded on the "Announce" mailing list, and this shall constitute sufficient notice for the meeting.

- a) Notice of any members meeting shall be given at least ten calendar days before the meeting.
- b) Notice for annual and general meetings shall contain the agenda, or a link to the agenda published on the KwartzLab website, for the meeting.

2. The quorum for members meetings shall be ten members or one quarter of the total membership of KwartzLab Society Inc., whichever is higher.

3. Members may not vote via proxy at members meetings.

Membership hiatus

1. A member may apply to the Board to have their membership placed on hiatus for a period of no less than two months. Such application must specify the start and end dates of the hiatus. The Board may approve a member's hiatus by resolution at meeting of the Board.

2. During the time a member is on hiatus, they are not required to pay dues, nor shall they have any of the privileges afforded a member, except for the privilege of voting at members meetings called after the hiatus was requested.

3. A member may voluntarily terminate their hiatus at any time by notifying the Board of Directors they wish to do so and paying their monthly dues for the current month. No discounts shall be given for partial months.

Suspension or Termination of Memberships

1. KwartzLab may suspend or terminate the membership of a member by passing a special resolution (2/3 vote) at a general meeting duly called for that purpose. A suspended member shall have no privileges of membership during the time of the suspension. All dues shall continue to be assessed for suspended members.

2. A resolution under paragraph 1 is not valid unless:

- a) Prior written notice is given to the member setting forth the grounds on which the suspension or termination is sought;
- b) This notice is given to the member no fewer than 10 calendar days before the general meeting called to consider the resolution of suspension or termination;
- c) an opportunity is given to the member to appear, either personally or by a person authorized under the Law Society Act to represent the member, to make submissions at the general meeting called to consider the resolution of suspension or termination of that member.

3. Suspension for Minor Infractions

a) The Board of Directors may suspend a member for a term of no greater than one month by resolution at a meeting of the Board duly called for that purpose if:

i) The member is in arrears on their monthly dues.

b) A resolution under sub-paragraph a) is not valid unless:

i) The member is given notice setting forth the grounds on which the suspension is sought (email notice shall be sufficient);

ii) This notice is given to the member no fewer than five calendar days before the meeting of the board of directors called to consider the resolution;

iii) an opportunity is given to the member to appear, either personally or by a person authorized under the Law Society Act to represent the member, to make submissions at the meeting of the board called to consider the resolution.

c) If the member suspended under this paragraph rectifies all the condition(s) in sub-paragraph a) for which they were suspended, the Board shall forthwith take any action required to restore that member's status.

Motion Moved by Eric Gerlach

Seconded by Ben Brown

In Favour 6

Opposed 0

Abstained

6.12 Presentations before Municipal Councils

No new business.

7 New Business

7.1 "Charter Members" who haven't paid September Dues

Discussion

There was a lengthy discussion regarding what to do with pending "Charter Members" who have paid the initial sign-up fees, but have not completed the application to become members of Kwartzlab Society Inc., nor have paid September dues.

It was noted that the signup fee equals 2 months membership dues. As such, any pending member who waits more than 2 months to bring their membership up to date has financial incentive to reapply as a new member anyway, after Oct 31.

Decisions

1. Motion Passed: Any email addresses on the members list which do not belong to active members of Kwartzlab Society Inc. will be immediately removed from the mailing lists with notice.

Motion Moved by Darin White

Seconded by Robert Gissing

In Favour 6

Opposed 0

Abstained

2. Motion Passed: Be it resolve that, subject to ratification at a general member meeting, the opportunity for charter members to join the corporation as full members shall end Oct 31. After that date, they must re-apply as new members.

Motion Moved by Eric Gerlach

Seconded by Stephanie Smith

In Favour 6

Opposed 0

Abstained

Actions

WHO	WHAT	WHEN
Stephanie Smith	will post an announcement to the members list, stating that all non-member accounts will be unsubscribed from the lists	
Stephanie Smith	will remove all non-member accounts from the mailing lists and members group on the website	

7.2 Reimbursements

Decisions

1. Motion Passed: Be it resolved that Ben Brown is reimbursed \$441.26 for dump/disposal fees, primer, print, tape, drop-sheets; U-Haul truck rental, and 30x internal and external keys (for general membership).

Motion Moved by Eric Gerlach

Seconded by Darin White

In Favour 5

Opposed 0

Abstained Ben Brown

2. Motion Passed: Be it resolved that Eric Gerlach is reimbursed \$18.11 for 7x external keys (for board members).

Motion Moved by Stephanie Smith

Seconded by Ben Brown

In Favour 5

Opposed 0

Abstained Eric Gerlach

3. Be it resolved that Stephanie Smith is reimbursed \$58.80 for NUANS search & report.

Motion Moved by Eric Gerlach

Seconded by Darin White

In Favour 5

Opposed 0

Abstained Stephanie Smith

7.3 General Members Meeting Agenda & Announcement

Decisions

1. Motion Passed: Be it resolved that the first general members meeting will be held at the Headquarters of the Corporation (which will be 106-283 Duke Street West, Kitchener Ontario at that time), at 1930EDT. The Agenda for this meeting will be:

1. Approve Bylaws
2. Ratifying Charter Members Resolution

Motion Moved by Eric Gerlach

Seconded by Cedric Puddy

In Favour 6

Opposed 0

Abstained

8 Next Board Meeting

It was agreed by general consent that the next Board meeting will be held at 283 Duke Street West at 1930EDT on Wednesday September 16, 2009.

Cedric Puddy & Darin White announced that they will be unable to attend this meeting, due to a prior commitment.

Actions

WHO	WHAT	WHEN
Darin White	will submit an update on SoOnCon prior to the next Board meeting	

9 Adjournment

The meeting was adjourned by general consent of the Board at 2127EDT.



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BUSINESS - CHEQUING - 5209204 \$2,778.44 OK

Last 31 Days

Balance Date: Sep 09, 2009

Bottom

<u>▼ Date</u>	<u>Description</u>	<u>Debit</u>	<u>Credit</u>	<u>Balance</u>
Sep 08, 2009	DEPOSIT			
Sep 04, 2009	EMAIL TFR C2LP5MnQ		1,738.00	\$2,778.44
Sep 02, 2009	CHQ#00003-0100117579 <u>View Cheque</u>		105.00	\$1,040.44
Aug 31, 2009	COMM PLUS FEE	945.00		\$935.44
Aug 31, 2009	EMAIL TFR C2r1eWmE	4.95		\$1,880.44
Aug 28, 2009	TFR-FR MILSOM L		52.50	\$1,885.39
Aug 25, 2009	TFR-FR MILSOM L		2.50	\$1,832.89
Aug 18, 2009	CHQ#00001-0200353640 <u>View Cheque</u>		50.00	\$1,830.39
Aug 14, 2009	DEPOSIT	1,372.50		\$1,780.39
Aug 11, 2009	PAYPAL PTE LTD MSP		100.00	\$3,152.89
Aug 11, 2009	PAYPAL PTE LTD MSP		0.11	\$3,052.89
Aug 11, 2009	DEPOSIT		0.10	\$3,052.78
Aug 10, 2009	EMAIL TFR C2G675Et		3,042.68	\$3,052.68
			10.00	\$10.00

Total: \$2,322.45 \$5,100.89

▼ Date

Description

Debit

Credit

Balance

Top

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Startup Costs (including any applicable taxes)

	Original	Adjusted	Actual	Remaining
First & Last	\$1,600	\$1,600	\$1,373	\$228
Security (1)	\$500	\$500	\$0	\$500
Furniture (tables, chairs, etc)	\$200	\$200	\$0	\$200
Electrical (power bars, etc)	\$100	\$100	\$0	\$100
Incorporation	\$400	\$400	\$314	\$86
Accounting (2)	\$250	\$250	\$0	\$250
Lawyer	\$200	\$200	\$0	\$200
Internet & Phone Setup (3)	\$100	\$100	\$0	\$100
Build-out (was Misc, 25%)	\$838	\$800	\$0	\$800
Total	\$4,188	\$4,150	\$1,686	\$2,464

Monthly Expenses (GST not included)

	Original	Actual
Rent + Utilities	\$900	\$900
Banking Fees	\$17	\$5
Phone (incl. PST)	\$65	\$0
Internet (incl. PST)	\$70	\$50
DOLI (incl. PST) *	\$45	\$0
Liability (incl. PST) *	\$63	\$0
Security (Monitoring)	\$35	\$0
Financial Review	\$83	\$0
Lawyer	\$42	\$0
Total	\$1,320	\$955

* Need updated costs

Current Reimbursement Requests

Name	Amount	Description	Budget Item
Ben Brown	\$13.00	Dump/disposal fees	Build-out
Ben Brown	\$279.49	Primer, paint, tape and drop-sheets	Build-out
Ben Brown	\$81.65	U-Haul rental	Build-out
Ben Brown	\$67.12	30x Internal, 30x External Keys	Misc
Mark Sherry	\$6.69	Hardware (nuts and bolts)	Build-out
Eric Gerlach	\$18.11	7x External Keys (for board members)	Misc
Steph Smith	\$58.80	NUANS Search and Report	Incorporation Fees