

# Bylaws of Sad Bee, Inc. (d/b/a Hive13)

July 8, 2019

## 1 Overview

### 1.1 Name

The name of the Corporation is **Sad Bee, Inc.**

### 1.2 Purposes

1. Said Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of **Section 501(c)(3)**<sup>1</sup> of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Corporation's mission is to promote technology through education and collaboration.

## 2 Membership

### 2.1 Membership Classes

1. Sad Bee, Inc. shall have levels of Membership as defined by the Membership Addendum located at the following url: <https://github.com/Hive13/bylaws-and-membership-addendum/raw/master/membership-addendum.pdf> which are subject to the approval of the Membership by quorum vote.

### 2.2 Eligibility

1. In order to be a Member, a person must apply via the membership application, support the purpose and scientific goals of the organization and must pay the monthly membership fee as determined the **Membership Addendum**.

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<sup>1</sup><http://www.law.cornell.edu/uscode/text/26/501>

2. Any eligible person may be approved as a Member, at any meeting with any Director or Officer and upon payments of their first periodic dues, general approval of Members present, and completion of the membership application form and waiver of liability.
3. In order for a Membership to be valid, the official membership application must be signed by an Officer or Director as defined by these bylaws.
4. Members must be at least 18 years of age.

## 2.3 Rights and Responsibilities

1. All Members shall have the right to:
  - (a) vote on:
    - i. the election of Directors and Officers,
    - ii. any merger and its principal terms,
    - iii. any election to dissolve the Corporation, and
    - iv. any issue put before the Membership
  - (b) voice their opinion and vote their preference or abstain from voting in the affairs of the corporation.
  - (c) any other rights granted by resolution of the Board of Directors or provided by law, and
  - (d) any extra rights as listed under the **Membership Addendum**.
2. All Members shall be responsible for:
  - (a) timely payment of monthly dues as determined by the **Membership Addendum**,
  - (b) providing their current address, contact information, and preference for electronic receipt of communications,
  - (c) thoughtfully contributing to **Sad Bee, Inc.**'s direction and policies,
  - (d) continuing to support the purposes of the Corporation,
  - (e) obeying any rules set forth by the Board such as a noise curfew,
  - (f) returning any and all property of **Sad Bee, Inc.** to any Officer or Director upon cessation of Membership for any reason, and
  - (g) any extra responsibilities as listed in the **Membership Addendum**.

## 2.4 Termination of Membership

1. A person ceases to be a member of the Corporation
  - (a) by delivering his or her resignation in writing, electronically and/or via postal mail, to the **Board of Directors**,

- (b) on his or her death,
  - (c) on having his or her Membership terminated, or
  - (d) on not having been in good standing for 3 consecutive months, except by special arrangement at the discretion of the **Board of Directors**.
- 2. Resignation shall not relieve a Member of unpaid dues or other monies owed.
- 3. Membership may be terminated for any lawful reason by resolution passed by at least **two-thirds (2/3)** of all of the Members currently serving as **Directors** and/or **Officers**.
  - (a) Notice of termination shall be given by any method reasonably calculated to provide actual notice to the Member.
  - (b) The notice of termination must be accompanied by a brief statement of the reasons for the proposed termination.
  - (c) The Member shall be given an opportunity to be heard, either orally or in writing, before the effective date of the proposed termination.
- 4. Membership may also be terminated for any lawful reason by resolution passed by more than **three quarters (3/4th)** of the necessary quorum at a **Special Meeting**.
  - (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 termination must be accompanied by a brief statement of the reasons for the proposed termination.
  - (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 Membership.
  - (e) The Membership shall then vote on whether the Member is to be terminated.
- 5. The corporation reserves the right to limit membership based on the capacity of the space.
- 6. Upon resignation or termination, Members shall also have their Rights and Responsibilities revoked.
  - (a) Terminated Members shall be entitled to a pro-rated refund of any Membership dues paid for the period after which the termination takes effect.
  - (b) At the discretion of the Board of Directors, terminated Members may be forbidden to enter any Corporation premises. Arrangements to retrieve Member personal property under supervision shall be made with the consent of any Officer or Director.

## 2.5 Suspension of Membership

1. Membership may be suspended for any amount of time up to **one hundred eighty (180) days** for any lawful reason by the approval of a majority of a quorum of the **Board of Directors**.
2. Membership may be suspended for any amount of time up to **seventy-two (72) hours** for any lawful reason with the approval of at least two Officers and/or Directors. During this period, the suspending Officers and/or Directors may require the suspended Member to vacate any Corporation premises.
3. Suspensions may be also lifted, temporarily or permanently, by a majority vote of a quorum of the **Board of Directors**, or by a **Vote of the Membership** passed by more than **three-quarters (3/4)** of the necessary quorum at a **Special Meeting**. As a condition of lifting a suspension, that Member may be required to go through the membership application process as a new member.
4. Suspended Members shall also have their **Rights and Responsibilities** suspended for the duration of their suspension.
  - (a) Suspended Members shall be entitled to a pro-rated refund of any Membership dues paid for the period of the suspension. Dues do not accrue during a suspension.
  - (b) At the discretion of the Board of Directors, the suspended Member may be forbidden to enter any Corporation premises during the suspension. Arrangements to retrieve Member personal property under supervision shall be made with the consent of any Officer or Director.

## 2.6 Dues

1. The amount of the first membership dues must be determined by the **Board of Directors** and after that the monthly membership dues must be determined at the annual general meeting of the corporation.
2. The **Board of Directors** shall determine the dues for members such that the corporation shall be financially sustained.
3. All members are in good standing except a member who has failed to pay his or her current monthly membership fee, or any other subscription or debt due and owing by the member to the corporation, and the member is not in good standing so long as the debt remains unpaid.

## 3 Meetings

### 3.1 Regular Meetings

1. Regular meetings of the Membership shall be held on a weekly basis.

2. The meeting shall be held at the registered address or at a location determined by the **Board of Directors**.
3. A different meeting place may be designated and agreed up by Votes of the Membership as defined in these Bylaws. Regular meetings of voting Members shall be held **every Tuesday at 19:15 EST**.

### 3.2 Annual Meetings

1. An Annual Meeting of Members shall be held in the month of **July, beginning in 2009**. The President or their delegate shall fix the date, time, and location.
2. **The Secretary** shall notify Members as provided in the section of these bylaws entitled **Notice of Meetings**.
3. The date and time can be changed by the procedures for a **Vote of the Membership**, as defined in these bylaws.
4. 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 and policies of the Corporation,
  - (e) receive reports on the budget and activities of the Corporation, approve the budget and determine the direction of the Corporation in the coming year.
  - (f) update the Bylaws, and
  - (g) 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 for **Votes of the Membership**.
5. The date, time and place of the Annual Meeting must be announced so as to give reasonable notice to members as described in the section of these bylaws entitled **Notice of Meetings**.
6. Decisions will be by made by general consensus confirmed by vote, except for changes to the Bylaws which must be passed with **two-thirds (2/3) majority**.
7. Quorum for the Annual Meeting shall be **50%**.
  - (a) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

### 3.3 Special Meetings

1. The **Board of Directors** or **five percent or more** of the Members may call a special meeting of the Members for any lawful purpose at any time.
2. Notice must be provided of such meeting as provided in the section of these bylaws entitled Notice of Meetings.

### 3.4 Notice of Meetings

1. Notice of Annual Meetings of Members, shall be written and shall be given at **least 10 but no more than 60 days** before the meeting date.
2. Notice of regular meetings may be given personally, by email or any other means reasonably calculated to provide actual notice to all members. If email is used, notice shall be sent to the Member at his or her email address shown in the corporation's membership records.
3. Special meetings require **72 hours** notice considered delivered only when all voting Members are personally notified.
4. For all meetings, the notice shall state the nature of the business to be transacted by the Members.
5. For a meeting where elections are held, the notice shall state the names of all persons who are nominees for office.
6. The time and place of upcoming meetings shall be **conspicuously posted** at the registered office and electronically sent to all voting Members.
7. Announcements regarding changes to meeting date, time, or venue shall be made to the entire Membership with a minimum of **48 hours** notice.

### 3.5 Remote Attendance

1. Members may participate in a meeting through use of conference telephone, electronic video screen communication, electronic chat, or other communications equipment so long as all of the following apply:
  - (a) each Member participating in the meeting can communicate with all of the other Members;
  - (b) each Member is provided with the 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;
  - (c) the Corporation verifies that
    - i. a person communicating by telephone, electronic video screen, 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 a Member and not by someone who is not entitled to participate as a Member.
2. Votes by the Directors may not be made by proxy. Directors must attend the meeting of the Board of Directors, either in person or remotely through teleconference methods arranged with the Board before the meeting, in order to vote on matters placed before the Board of Directors.

## 4 Votes

### 4.1 Voting

1. All issues requiring a vote, except when otherwise specified as a **Vote of the Membership** in these Bylaws or required by law, shall be decided by affirmative vote of **more than one half (50%)** of the Members present at any Meeting.
2. Any Member may abstain from any Vote. In this case, that Member shall count towards Quorum on an issue, but shall not count towards determining the minimum number of Votes needed to pass that issue.

### 4.2 Votes of the Membership

1. Quorum for a **Vote of the Membership** shall require attendance of **at least half (50%)** of the existing Membership on the day of the vote.
2. For the purposes of calculating the quorum, properly submitted proxy statements as well as votes submitted as described in the section **Remote Voting** shall count as attendance.
3. All **Votes of the Membership** shall require an affirmative vote of **more than half (50%)** of the Members voting, unless a higher threshold is specified for a particular vote in the Bylaws.

### 4.3 Remote Voting

A poll may be brought up online to handle collection of votes as long as the online voting system authenticates users as Members. Once the poll has been announced to the Membership, there will be a period of no less than **seven (7) days** to vote on the topic. After the deadline, the online poll is locked so no further votes are possible and the results are included with other voting methods described within the Bylaws.

## 5 Directors

### 5.1 Number

1. The Board of Directors shall serve without pay and consist of **five (5)** members.
2. All Directors must be a **Full Member** or equivalent of the Corporation as defined in the Membership Addendum.
3. Each Director shall serve from the time of their election until their successor is elected and qualifies.

### 5.2 Compensation

1. A Director must not be remunerated for being or acting as a Director but:
  - (a) A Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Corporation, and
  - (b) The Corporation may provide insurance and indemnity as permitted by law.

### 5.3 Responsibilities

1. The duties of the Board shall include:
  - (a) upholding and advancing the purposes of the Corporation,
  - (b) being responsible for the legal, contractual, and financial affairs of the corporation,
  - (c) fulfilling all roles as required by Ohio law.
2. Any policy affecting the organization at-large will, unless stated otherwise, be decided upon by the voting Membership.

## 6 Elected Officers

### 6.1 Officers

The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer, a Chief Technical Officer, a Chief Operations Officer, and such other Officers as the Board may from time to time deem advisable. Any Officer may be, but is not encouraged to be, a Director of the Corporation.



#### **6.1.1 President**

1. The President serves as a representative of the Corporation to the public and in all functions where a President may be called for law or any other outside requirements.
2. The President shall organize, preside over, and set the agenda for all meetings of the Membership and of the Board of Directors.
3. The President is responsible for enforcing the rules of meeting procedure as detailed in these documents.
4. The president shall facilitate communication between the Membership at large, the Officers, and the Board of Directors.

#### **6.1.2 Secretary**

1. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees.
2. The Secretary shall supervise the giving of such notices as may be proper or necessary.
3. The Secretary shall supervise the keeping of the minute books of this Corporation.
4. The Secretary shall be responsible for recording all minutes of all official meetings of the membership and the Board of Directors in the Corporation's permanent records.

#### **6.1.3 Treasurer**

1. The treasurer is responsible for monitoring all financial assets of the Corporation. This includes, but is not limited to:
  - (a) keeping record of the organization's budget,
  - (b) the collection of membership dues from Members,
  - (c) the payment of rent and utilities from any space leased by the Corporation,
  - (d) the disbursement and reimbursement of funds authorized to be spent under the procedures detailed in these bylaws,
  - (e) and preparing financial reports to the Board.
2. The Treasurer is responsible for making sure that the Corporation files its annual reporting and any other papers required to maintain legal nonprofit status by the law of Ohio or Federal Law.

#### **6.1.4 Chief Technical Officer**

1. The Chief Technical Officer is responsible for ensuring the maintenance and consistency of the technological infrastructure as needed by the organization. This includes, but is not limited to: the website and the internal network of the physical space, and expanding it as necessary to adjust to the needs of the organization.

#### **6.1.5 Chief Operations Officer**

1. The Chief Operations Officer is responsible for managing the safety, security, and tidiness of the physical space.
2. The Chief Operations Officer is responsible for providing logistical support to events such as meetings, classes, workshops, and parties.
3. The Chief Operations Officer is responsible for managing the area warden program as detailed in the [area warden addendum](#) which is subject to approval of the membership by quorum vote.

### **6.2 Officer Duties**

1. In their areas of responsibility, Officers are expected to build consensus and work toward the goals of the Corporation and its Members.
2. Officers may enlist the help of other Members and non-members in meeting their responsibilities.
3. At the end of their term, Officers are expected to facilitate with the transition process by training the newly elected Officers and helping them become familiar with any day-to-day duties that are not explicitly described in the Bylaws or otherwise.

### **6.3 Eligibility**

In order to be eligible to be Nominated as an Officer or a Director, a person must be a Full Member (or equivalent) as defined earlier in the Membership Addendum for three consecutive months.

### **6.4 Nomination**

1. Any qualified Member has the right to nominate an eligible person for office.
2. Any qualified Member has the right to nominate themselves.
3. Only the nominated candidate can un-nominate themselves.
4. All nominations for Director and Officer positions are due one week before the Annual Meeting.

5. If only one person is timely nominated to run for an office and accepts such nomination, they shall run unopposed.
6. If no person is timely nominated to run for an office, nominations for that position may be made at the Annual Meeting, in person, before the vote. If nobody is nominated in this way, the incumbent may choose to continue in the position or choose to appoint a willing successor.
7. In the event that there is an unfilled officer position at the end of an election, the Board may appoint an interim Officer that shall serve until a replacement officer is properly elected. These interim Officers shall serve no longer than 30 days. If the position is still vacant after the interim, the board must re-appoint a Member to the unfilled position.

## **6.5 Elections**

1. Elections for the Board of Directors shall take place at the annual meeting or another meeting with quorum.
2. All eligible positions shall be elected at the same time, by the process determined in these bylaws for the Votes of the Members, with one exception: Full Members may cast up to three votes for the Directors at large; these votes do not have to be for separate candidates.
3. If there is more than one candidate for the position, the candidate which obtains the highest number votes from voting members present shall be elected; in the case of the Directors, the candidates receiving the 5 highest vote tallies shall be elected.

## **6.6 Resignations and Terminations**

1. Any Officer or Director may resign at any time by written notice delivered to the Board of Directors, Officers, and Membership at Large of the corporation.
2. A resignation is effective when the notice is delivered unless the notice specifies a future date.
3. Any Officer or Director may be terminated in their role by resolution passed by Vote of the Membership.
4. Nominations for Members to run to replace the Officer who has resigned shall open when the officeholder tenders resignation, and remain open for one week.
5. Members shall elect the replacement among the candidates who have been nominated and accepted their nomination using the Votes of the Membership procedures in these bylaws.
6. The replacement's term shall last until the next Annual Meeting.

## **6.7 Term**

The term for each elected Office expires at the next Annual Meeting.

## **7 Committees**

1. Committees may be formed by the Membership at large at any time, provided:
  - (a) The committee does not undertake any action that can jeopardize the legal status of the corporation.
  - (b) The committee does not undertake any action that can jeopardize the safety or security of the Membership at Large or the Corporation.
2. A Chairperson for the committee may be chosen from among the committee members.
  - (a) Officers and Directors may serve as committee chairpersons.
3. Committees will be expected to provide updates on their activities to the Membership at large via reports at the weekly meetings, updates via the mailing list, or any other effective method that the Committee deems appropriate.
4. Meetings of committees may be held without notice at such time and place as shall from time to time be determined by the committees.
5. The Committees of the Corporation shall keep regular minutes and report these minutes to the Membership at Large, the Officers, and the Board of Directors.

## **8 Books, Records, and Reports**

### **8.1 Annual Report**

The Corporation shall send an annual report to the Members of the Corporation not later than 6 months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, and in conformity with generally accepted principles applied on a consistent basis.

## 8.2 Permanent Records

The corporate shall keep current and correct records of the accounts, minutes of the meetings and proceedings, and membership of the corporation. Such records shall be kept at the registered office or the principal place of business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

## 8.3 Inspection of Corporate Records

Any person who is a Member of the corporation shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation. Upon the written request of any Member, the Corporation shall mail such a member a copy of the most recent balance sheet and revenue disbursement statement.

## 9 Fiscal Year

The fiscal year of the corporation shall be the period selected by the Board of Directors as the tax year of the corporation for federal income tax purposes.

## 10 Corporate Seal

The Board of Directors may adopt, use, and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such documents.

## 11 Indemnification

Any officer, director, or employee of the corporation shall be indemnified to the full extent allowed by laws of the State of Ohio.

## 12 Amendments

1. These bylaws shall be amended by a **two-thirds** Vote of the Membership present at any Annual or Special Meeting provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each member with the agenda for the meeting, using the procedures stated in the Votes of the Membership section of these bylaws.
2. Proposed amendments to these Bylaws shall be submitted in writing to the Membership at least one week in advance of the meeting at which they will be considered for adoption.

## **13 Conflict of Interest**

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a 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 himself or herself and will vacate his or her seat and refrain from discussion and voting on said item.

## **14 Certification**

This shall certify that the attached is a true and correct copy of the Bylaws of this Corporation, and that such bylaws were duly adopted by the Incorporator and approved by the Board of Directors of this Corporation.

Dated:

Signed:

Printed Name: