

All Hands Active Bylaws

January 8, 2011

Abstract

This document sets forth the formal structure of All Hands Active in its entirety. We seek to establish, build, and support a collective of individuals organized around the principles of community-driven education in the arts and sciences, and to ensure ready access to the tools needed to pursue the realization of those principles. This will benefit its members in the form of knowledge, invention, and challenge, and will support the surrounding community through classes, outreach, and becoming a knowledge-based resource.

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Article I Name

The name of this organization is All Hands Active.

Article II Office

The principal office of All Hands Active is Ann Arbor, MI in the county of Washtenaw.

Article III Purpose

All Hands Active shall create and sustain a collaborative environment that promotes creativity, invention, and learning at the convergence of art, culture, technology, science and awesome. We will do this by:

1. Building and maintaining a physical space to promote the above activities.
2. Encouraging the sharing of the results of projects, experiments, and exploration with the community and world in a transparent, open and available manner.
3. Actively engaging the local community about issues relating to the above through classes, events, and outreach, and other pertinent methods.
4. Fostering a sense of community and cooperation in all undertakings.
5. Creating and perpetuating a community and culture to support all of the above.

Article IV Construction

All Hands Active is organized on the basis of supporting membership under the governance of a member-elected directorship.

Article V Membership

Article V § 1 Qualification of Membership

Members are those individuals associated with All Hands Active who meet the qualifications and any associated fees set forth for membership as deter-

mined by the Board of Directors. These qualifications are reviewed on an annual basis.

Article V § 2 Termination of Membership

Members may be removed if they do not follow their membership agreements as determined by 4/5 majority vote of the Board of Directors.

Article V § 3 Rights of Membership

a. Voting

Each member is entitled to exactly one (1) vote in any matter requiring the vote of all members, namely but not exclusively:

1. biannual elections of the Board of Directors or officers,
2. amendment of bylaws, or
3. member proposals.

A member may choose to abstain their vote on a case-by-case basis. Failure to respond shall be considered an abstained vote.

b. Notification

In all matters requiring notice to members, notice shall be given in person, by mail, or electronically. Notice by mail shall be by first-class, registered, or certified mail to the address of that member on file with the corporation. Notice given by electronic mail shall be directed to the address of that member on file with the corporation. Notice shall also be valid as given through any means that the member has given unrevoked consent for use as a means of notification.

c. Proposals

Members may submit proposals to amend bylaws or other governing documentation, overturn board measures, or call into question the act of any officer. Proposals must have at least three sponsoring members before being submitted to a vote. Proposals to overturn board measures must be submitted within 3 days after their approval by the board, during which time such measures shall not be enacted. A fully sponsored and submitted proposal shall block the 3-day enactment of a board measure. Members have 3 days

after the submission of a proposal to vote on overturning the measure by a majority. If this majority is not met by the end of those 3 days, the measure shall pass. Approved member proposals shall take precedence over board measures.

Article V § 4 Petitions

Members may submit petitions for the vote of the Board of Directors. The content of petitions is unrestricted. Approved petitions shall carry the same binding power of a board resolution.

Article V § 5 Modifications

These rights of members may not be altered, nullified, or otherwise changed by the Board of Directors or any other bodies except by amendment of the bylaws.

Article VI Board of Directors

Article VI § 1 Number and Qualification of Directors

The Board of Directors shall consist of five (5) directors. Directors must be current members of All Hands Active in good standing with no financial conflicts of interest. All members are eligible for nomination to the Board of Directors. Directors may also run for officership.

Article VI § 2 Powers of the Board

The board is endowed with the duty and power to decide upon any matter concerning the execution of the purpose of this organization. The mission of the All Hands Active Board of Directors includes but is not limited to fundraising, grant writing, and maintenance of internal data, metrics, and other matters. The powers of the board also include issues dealing with rent, liability insurance, event insurance, and legal culpability.

a. Measures

Measures may be presented by members of the Board of Directors for the consideration and approval of the Board. Measures approved by the Board of Directors shall not be enacted until 3 days after approval if undisputed

by the members. Should members submit a proposal to overturn a measure, its status shall be dependent on the guidelines above.

Article VI § 3 Referenda

Any member of the Board of Directors may present referenda for the consideration and approval of the Membership. Approved referenda shall carry the same binding power of an approved proposal.

Article VI § 4 Electing Directors

a. Nominations

Qualifying potential directors may be nominated by any current member of All Hands Active, including themselves, upon the announcement of a new term of elections by the current Board of Directors. This announcement will open nominations at least 1 month before the election is to be held.

b. Elections

Qualifying potential directors are elected to the positions for which they were nominated by direct vote of all members as per the regulations described above.

c. Terms

The offices of the Board of Directors shall be granted a term of 6 months. There is no limit on the number of terms to which a director may be re-elected.

d. Meetings of the Board

The Board of Directors shall meet bi-weekly at a time and place to be determined by the Board of Directors. Telepresence, limited to conference calls or video calls, constitutes attendance.

e. Resignation

A director must give written notice of their intent to resign at least 30 days before the date of their resignation.

f. Impeachment

Any director may be called before the membership to be examined for perceived incompetence, fraudulence, misrepresentation, nonpayment of membership dues, chronic absenteeism, or negligence of duties. If the director is found to be impeachable, they may be removed from their position by a 2/3 vote of the membership. Any member, with at least 2 co-sponsors, of All Hands Active may submit a petition calling the performance of any director into question at any time.

g. Vacancy

In the event that a vacancy should arise within the Board of Directors during a term, the remaining directors may unanimously appoint a consenting member to take over the duties of that director. This measure is also subject to the 3-day enactment clause.

h. Compensation

Directors shall receive no compensation from All Hands Active for any of their efforts in service of the organization.

Article VII Voting

Article VII § 1 Members

Voting matters placed before the Membership must be approved by majority to pass. Each member has one (1) vote equal to that of any other member.

Article VII § 2 Board of Directors

Voting matters placed before the Board of Directors must be approved by a 4/5 vote to pass. Each Director has one (1) vote equal to that of any other member in matters requiring the vote of all members. Each Director has one (1) vote equal to that of any other Director in matters requiring the vote of all Directors.

Article VII § 3 Officers

In matters requiring voting of either Directors or the Membership, officers will vote under the auspices of their membership or directorship as laid out above.

Article VIII Officers

Article VIII § 1 Qualifications of Officers

Officers must be current members of All Hands Active in good standing with no financial conflicts of interest. All members are eligible for nomination to an office. The Board of Directors may create, fill, and destroy offices by board measure.

Article IX Insurance

All Hands Active shall put forth a *bona fide* effort to maintain continuous liability insurance.

Article X Reports

Article X § 1 Annual Reports

All Hands Active shall file annual reports as required by law.

Article X § 2 Rights of Inspection

In the interest of transparency, annual and quarterly reports shall be made available to members of the public upon request. All Hands Active may charge a nominal fee to cover its cost in providing such records.

Article XI Maintenance of Corporate Records

Electronic records shall be retained indefinitely, and hard copies for seven years, barring inadvertent loss.

Article XII Dissolution

In the event that All Hands Active must dissolve its corporate charter and liquidate its assets, the Board of Directors shall unanimously approve a nonprofit organization with a similar mission to which to donate all assets.

Article XIII Severability

In the event that any of the above clauses are found illegal or otherwise unenforceable in any jurisdiction, that alone shall not affect the applicability of any other clause in that jurisdiction, or the applicability of that or any other clause in any other jurisdiction.

