

# Bylaws

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By law, this is the core governing document of HacDC.

Amendments are handled as specified in Article VII: Amendments

These Bylaws were approved by the incorporators on May 17, 2008 after consulting with prospective charter members.

## **Article I: Why We Exist**

### **Section 1: General Purposes**

Said corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The mission of the corporation is to improve the world by creatively rethinking technology.

### **Section 2: Specific Purposes**

Subject to and within the limits of Section 1, the corporation shall:

- Build and maintain spaces suitable for technical and social collaboration.
- Collaborate on all forms of technology, culture and craft in new and interesting ways.
- Apply the results of its work to specific cultural, educational, charitable and scientific causes.
- Freely share its research and discoveries, using what is learned to teach others.
- Recruit and develop talented members dedicated to these purposes.

## **Article II: Who We Are**

### **Section 1: Designation of Membership Class**

HacDC has a single membership class with voting rights.

### **Section 2: Voting Membership Class Qualifications**

Any person who supports the purposes laid out in Article I of these bylaws is qualified to become a member.

## **Section 3: Voting Membership Class Election**

The standing rules shall specify procedures for inducting new members. For purposes of these bylaws, all persons listed as initial directors on the Articles of Incorporation shall be considered the initial voting members.

## **Section 4: Voting Membership Dues**

The amount, payment period, due date and acceptable methods for collection of dues shall be reviewed each year at the annual meeting, and shall be specified in the standing rules.

## **Section 5: Voting Membership Rights and Responsibilities**

Each voting member shall have an equal right to voice their opinion and vote their preference or abstain from voting in the affairs of the corporation. Each voting member shall exercise only one vote for each decision before the corporation. Each voting member shall have reasonable inspection rights of corporate records. Each voting member shall be responsible for timely payment of dues, providing their current address, contact information, and preference for electronic receipt of communications. Each voting member is responsible for continuing to support the purposes of the corporation.

## **Section 6: Voting Membership Resignation and Termination**

Any voting member may resign by filing a resignation with any Minister. Resignation shall not relieve a voting member of unpaid dues or other monies owed. Voting membership shall be suspended for non-payment of dues by the Treasurer after a period of three (3) months. Any suspended voting member may restore their membership as shall be specified in the standing rules. Voting membership may also be terminated for any reason by written petition signed by more than three quarters (3/4ths) of the voting members.

# **Article III: How we meet**

## **Section 1: Regular Meetings**

Regular meetings of voting members shall be held as designated in the standing rules.

## **Section 2: Annual Meetings**

An annual meeting of all members shall take place sometime in January, February or March. The President shall select the date, time and place no later than January

31 of each year. The date, time and place of the annual meeting must be posted in the registered office and submitted to members electronically at least two weeks prior to the annual meeting. A petition signed by more than three quarters (3/4ths) of voting members and submitted to the Board of Directors before Valentine's Day may specify a new date, time and place for the annual meeting. At the annual meeting, the voting members shall elect the Board of Directors, review and vote on the standing rules and policies of the corporation, receive reports on the activities of the corporation, approve the budget and determine the direction of the corporation in the coming year.

### **Section 3: Special Meetings**

A petition presented to all voting members and approved by one half (1/2) of voting members may call a special meeting. Such a petition must include the date, time, place and agenda of the special meeting. Notification of the result of the petition shall be presented to all members prior to the meeting.

### **Section 4: Quorum**

At a duly called meeting, at least 25% (one quarter) of the entire voting membership shall constitute a quorum.

This value was lowered from 50% by Bylaws Amendment 1: Revise Quorum.

### **Section 5: Voting**

When a quorum is present, all issues, except when otherwise specified in these bylaws, shall be decided by affirmative vote of more than 50% (one half) of the voting members present.

### **Section 6: Conduct of Meetings**

The conduct of all meetings shall follow the rules of order as specified in the standing rules.

## **Article IV: The Officers**

### **Section 1: Role, Number, Qualification, Term and Compensation**

There shall be four officers, a President, a Vice President, a Secretary and a Treasurer. Each officer must be a voting member and each officer shall serve from the time of their election until their successor is elected and qualifies. No officer may serve more than 3 consecutive terms. No officer shall be compensated for their service as an officer, though the corporation may provide insurance and

indemnity for officers as allowed by law.

## **Section 2: Duties of the President**

The President shall preside over all meetings or designate an alternate, attempt to achieve consensus in all decision-making, ensure the membership is informed of all relevant issues, and serve other duties of a President as required by law or custom.

## **Section 3: Duties of the Vice President**

The Vice President shall be primarily responsible for the information systems and communication processes of the corporation and serve all other duties of a Vice President as required by law or custom, including acting when the President is unable or unwilling to act.

## **Section 4: Duties of the Secretary**

The Secretary shall be responsible for maintaining membership and corporate records and for serving all other duties of a Secretary as required by law or custom.

## **Section 5: Duties of the Treasurer**

The Treasurer shall serve as custodian of corporate funds, collect dues, present a financial report at each regular and annual meeting, assist in the preparation of the budget, make financial information available to members and the public, and serve all other duties of a Treasurer as required by law or custom.

## **Section 6: Duties of the Officers as whole to provide an Annual Report**

The Officers must provide an annual report. The report shall chronicle the activities of the corporation, including specific narratives on the corporation's work, the corporation's annual financial statements, relevant legal filings, and relevant copies of the organization's district and federal tax returns.

## **Section 7: Officers are Directors**

The Officers shall also serve as bona-fide directors on the Board of Directors. Election, resignation, removal and vacancies of the Officers are handled in accordance with procedures laid out in Article V.

# **Article V: The Board of Directors**

## **Section 1: Role, Size, Term and Compensation**

The board of directors shall consist of the four Officers as defined in Article IV and two at-large directors, all of whom are considered directors for the purposes of this article. All directors must be voting members of the corporation. Each director shall serve from the time of their election until their successor is elected and qualifies. No member may serve more than 3 consecutive terms on the board of directors. No director may be compensated for their service as a board member, though the corporation may provide insurance and indemnity for board members as allowed by law.

## **Section 2: Meetings**

The Board of Directors shall meet when necessary, provided all voting members receive notice sent electronically at least five business days prior to the meeting. All voting members may attend a meeting of the board of directors. The notice shall give the time, place, reason for calling the meeting and the agenda for said meeting. Notices shall be conspicuously posted at the registered office and electronically distributed to all members at least five business days prior to a meeting. Minutes shall follow the standing rules for meetings as approved at an annual meeting. Minutes of each board meeting shall be conspicuously posted at the registered office and electronically distributed to members within 48 hours. Minutes shall be considered approved when signed by all board members in attendance.

## **Section 3: Elections**

Each member present shall be given an opportunity to be a candidate for each officer position and each at-large director position on the board. If there is more than one candidate for an officer position, the candidate which obtains the highest number votes from voting members present shall be elected. In the event of a tie, the election is decided by coin flip. If there are no candidates for an officer position, the outgoing officeholder may, if eligible, elect to serve another term. If more than two members are candidates for at-large director, each voting member present shall rank the candidates. The two candidates obtaining the highest preferences from voting members present shall be elected.

## **Section 4: Quorum**

Two-thirds of board members at a duly called board member meeting shall constitute a quorum.

## **Section 5: Voting**

All issues, except when otherwise specified in these bylaws, shall be decided by

affirmative vote of more than half of the directors present at a duly held meeting.

## **Section 6: Resignation, Termination and Vacancies**

Any officer or director may resign by filing a written or electronic resignation with the Secretary or two other board members. An officer or at-large director may be terminated in their role by written petition signed by more than two-thirds (2/3rds) of the voting membership. Vacancies on the board shall be filled at the next regular meeting using the applicable process outlined in Section 3.

## **Article VI: Committees**

On or before September 30, the members shall nominate and approve an audit committee consisting of three voting members who are not members of the board of directors and have not served as a director for 180 days prior to appointment. The audit committee shall have full inspection rights to the affairs and documentation of the corporation. No audit committee shall be convened if the corporation has fewer than nine voting members.

## **Article VII: Amendments**

These bylaws may be amended only when an amendment proposal petition is approved at a membership meeting and signed by more than three quarters (3/4ths) of voting members. Notice of such petition must be submitted electronically to all members.

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