

Fort Collins Creator Hub Bylaws

Article 1 - Name and Purpose

Section 1 - Name

The name of the corporation shall be Fort Collins Creator Hub.

Section 2 - Purpose

This corporation is organized and operated exclusively for educational, scientific, and charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code. The specific purposes for which this corporation is organized are as follows:

1. To promote, support, and advance technical, scientific, and artistic skills.
2. To foster innovation and invention through individual and collaborative projects
3. To provide tool and resource access, education, and mentorship to the local community.

Article 2 - Members

Section 1 - Definition of a Member

A person/persons who is eligible and has not forfeited or terminated their membership.

Section 2 - Eligibility

In order to be a Member a person must:

1. Be supported by at least one Member of the membership committee
2. Sign the membership agreement.
3. Pay the defined monthly membership fee.
4. Have their payment recorded and filed with a completed membership agreement.
5. Be at least 18 years of age.
6. Support the purpose of the corporation.

Section 3 - Forfeiture of Membership

If any of the following conditions are met, the board is obliged to review and vote on a revocation of the person's membership:

1. Failure to pay the defined monthly membership dues.
2. Failure to maintain a safe environment conducive to the purposes of the the corporation.
3. Failure to follow the membership agreement.
4. Any behavior or actions deemed unacceptable by the board.

Section 4 - Termination of Membership

A person's own membership may be terminated immediately at any time:

1. By delivering a signed notification to the board.
2. Upon their death.

Section 5 - Rights of A Member

Each Member shall have the following rights:

1. Usage of the facilities according to the membership agreement.
2. Vote for the Board Members.
3. Propose topics of discussion for Board meetings.

Article 3 - Board Members

Section 1 - Definition of a Board Member

A Board Member is one of five elected Members who governs and sets the direction of the corporation. Each Board Member will serve a term of one year.

Section 2 - Compensation

The Board shall serve without pay or other compensation. The corporation may provide insurance and indemnity for Board Members, as permitted by law.

Section 3 - Eligibility

A Member is eligible to serve on the Board if they meet the following qualifications:

1. Must be a current Member
2. To be eligible to serve on the Board, a person must be a current Member of Fort Collins Creator Hub, and have been a Member for at minimum the past three (3) consecutive months.
3. Be nominated by another current Member.

Section 4 - Elections

Elections of the Board of Direction by the Members are governed by the following:

Section 4.1 - Annual Elections

1. The General Election of the Board will take place annually at a designated meeting of the general membership in the month of October.
2. The meeting date of the General Election must be announced publicly at least 8 weeks in advance.

Section 4.2 - Elections to Fill Vacancies

1. An Election to fill any vacant positions on the board will be held within 15 days of any position becoming vacant.
2. The meeting date of the Election must be announced publicly at least 1 week in advance.

Section 4.3 - Nomination Process

1. To stand for a board position, a Member must first be nominated.
2. Any current Member may nominate any other current Member at any time
3. Members who are nominated for the Board must state acceptance of such nomination, prior to the election in which they stand.
4. Nominations may be made during the period of one week prior to the posted election date, or in person at the designated meeting where the election is to take place.

Section 4.4 - Voting Process

1. A quorum of 25% of the Members is required in order to hold an election.
2. Each Member will be allowed to cast (n) votes, where (n) is the number of positions being voted upon.
3. Votes may be submitted in advance. Votes are considered to be valid if they are submitted to, and accepted by both the President and Secretary. The President and Secretary must concur on the those votes.
4. The votes for each candidate will be tallied and the candidates will then be ranked according to the number of votes each has received.
5. The (n) candidates receiving the most votes will be elected to the position(s) under vote.
6. If this process does not uniquely choose (n) candidates, any ties beyond the (n) positions will be subject to another vote amongst the tied candidates.

Section 5 - Forfeiture or Termination of Board Membership

Section 5.1 - Loss of Eligibility

Any Board Member who fails to maintain their eligibility during their term will forfeit their position on the Board.

Section 5.2 - Resignation

Any Board Member may resign their position by delivering a signed notification to the board at any time. This will trigger an election as defined above.

Section 5.3 - Emergency Corporate Action

A Board Member may be removed by application of the process of Emergency Corporate Action.

Section 5.4 - Full Engagement

A Board Member who is deemed to lack full engagement in Board activities may be removed by a unanimous vote of the Board. The position will be filled according to the standard rules regarding vacancies. Application of this rule in and of itself does not disqualify a Member from any election.

Section 5.5 - Death

Upon their death, a Board Member is no longer eligible to serve.

Section 6 - Rights and Responsibilities

The Board has the responsibility to:

1. Quickly appoint Members to vacant Officer positions.
2. Uphold the principles and purpose of the corporation.
3. Manage day to day operations of the corporation.

The Board has the right to:

1. The ability to create schedules for use of corporate resources and equipment.
2. Administer use of corporate resources and equipment by Members.
3. Maintain corporate resources and equipment.
4. Authorize the usage of Creator Hub funds for the benefit of the by corporation.
5. Enter into agreements and legal contracts on behalf of the corporation. This right may not be delegated out to persons not on the Board.
6. Create committees when deemed necessary. This right may not be delegated out to persons not on the Board.
7. Delegate rights and responsibilities to other persons. This right may not be delegated out to persons not on the Board, unless agreed upon by Board Member.
8. Access, inspect and copy any corporate document given reasonable advance notice.

Section 7 - Conflict of Interest and Internal Disputes

Any Board Member who has a financial interest in, or conflict (or the appearance of a conflict) with any matter pending before the Board, of such a nature that it prevents or may prevent that member from acting in an impartial manner, must abstain from voting on said item.

Section 8 - Board Meetings

In the absence of a quorum, no formal action shall be taken by the Board, except to adjourn the meeting to a subsequent date.

Section 8.1 - Quorum

A quorum is defined as a simple majority of the Board Members, present either physically or electronically.

Section 8.2 - Passing a Motion

Passage of a motion requires a simple majority vote of the Board Members. If a simple majority is not achieved, the motion is not passed.

Section 8.3 - Schedule

Meetings of the Board shall occur no less frequently than once quarterly (every 3 months).

Board meetings may be held at any time when called for by the President or by a majority of Board Members.

Board meetings will be scheduled with at least three (3) days notice.

Agendas shall be provided at least one (1) day in advance to the general membership.

New business will not be accepted after the agenda is published, unless all Board Member agree to the addition.

Section 8.4 - Attendance

All Members may attend the entirety of any Board meeting, except for times when confidential matters are discussed. Where possible, such items should be noted in the agenda beforehand.

Non-Board Members are prohibited from engaging in any of the following activities during a Board meeting:

1. Engaging in debate or other discussion regarding business before the Board except during pre-allotted time.
2. Any other activity deemed inappropriate and/or disruptive by the Board.

Any Member engaging in prohibited activities will be asked to leave by the Board.

Article 4 - Officers

Section 1 - Positions

The Officers shall consist of a President, Vice President, Secretary, Treasurer.

The Officers have the following responsibilities, which may be delegated unless otherwise noted.

Section 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 by law or any other outside requirements. The President is also responsible for public-facing communication.
2. The President is responsible for making sure that the corporation files its annual report and any other papers required by Colorado or Federal law.
3. The President shall organize and preside over all meetings of the membership. The President is responsible for enforcing the meeting procedure as detailed in these documents. The Vice-President shall assume this responsibility first in the President's absence.
4. The President and one other Officer must sign any legally binding documents. This responsibility may not be delegated.

Section 1.2 - Vice President

1. In the event of the President's resignation or termination, the Vice President has the responsibility to assume the President's role until a new election can be held. This responsibility cannot be delegated.
2. The Vice President serves as the liaison between Committees and the Board.
3. The Vice President has the responsibility to assist the President in the fulfillment of their duties at their request.

Section 1.3 - Secretary

1. The Secretary is responsible for the safe archival of any official corporate papers or legal documents.
2. The Secretary is responsible for the scheduling and timely occurrence of Board meetings, Elections, and any meetings of the general membership as requested by the Board.
3. The Secretary is responsible for issuing notices of Board meetings, Elections, and any meetings of the general membership as requested by the Board.
4. The Secretary shall be responsible for the recording, safe archival and distribution of minutes of all Board meetings, Elections, Votes, and any meetings of the general membership as requested by the Board.

Section 1.4 - Treasurer

The Treasurer has the primary responsibility to monitor and oversee all financial transactions as well as all financial aspects of the assets and accounts owned or maintained by the corporation. This includes but is not restricted to:

1. The collection and recording of membership dues from the general membership.
2. The fulfillment of any financial obligations of the corporation, such as rent and utilities for any space leased by the corporation.
3. The filing of taxes.
4. The disbursement and reimbursement of funds as authorized by the Board.
5. The preparation of regular reports to the Board detailing the current status of all corporation's accounts, including all income, expenditures and projections thereof.
6. The preparation of an annual budget for presentation to the Board.
7. Advising the Board on any budget-related issues.
8. Advising the Board on any changes to the financial policies of the corporation.

Section 2 - Selection of Officers

The Board is responsible for appointment of Officers. The President and Vice President shall be selected from the currently serving Board. Other Officer positions may be selected from the general membership. The Board shall appoint an Officer within a maximum of 2 weeks of the vacancy arising.

Section 3 - Forfeiture or Termination of Officer positions

Section 3.1 - Resignation

Any Officer may resign their position by delivering a signed notification to the Board at any time. This will trigger an appointment by the Board as defined above.

Section 3.2 - Vote by the Board

An Officer may be removed by a vote of the Board.

Section 3.3 - Death

Upon their death, an Officer is no longer eligible to serve.

Article 5 - Emergency Corporate Action

Section 1 - Definition

Emergency corporate action is a binding resolution brought about by passing vote of the general membership as defined below. It covers cases where the board is unable or unwilling to represent the wishes of the general membership.

Section 2 - Invocation

A special meeting for the purposes of emergency corporate action shall be called within 2 weeks of the following situations:

1. Notice by the President.
2. A petition signed by greater than 50% of the general membership requests Emergency Corporate Action.

Section 3 - Notice

Special meetings shall be announced no later than one week beforehand, by reasonable means to all Members, and the agenda of the special meeting shall be set by the announcement.

Section 4 - Agenda

No business, other than that specified in the notice may be transacted at a special meeting. Any agenda item specified in the notice shall be voted upon at the special meeting.

Section 5 - Passing a resolution

During a special meeting the membership shall vote whether to enact each item specified in the agenda.

For any action voted upon by the membership to become binding the following conditions must be present:

1. At least 75% of the voting Members must vote in favor of the action.
2. At least 50% of the general membership must have cast a vote.

Article 6 - Voting

Section 1 - Electronic or Postal Votes

Members may submit their votes in advance of any meeting, by any reasonable electronic or physical means. For a vote to be reasonable and valid:

1. It must be independently received and recorded by both the President and Secretary.
2. The President and Secretary must concur on the votes submitted.

Section 2 - Proxy Voting

Members may delegate their votes to another Member in advance of a meeting. For such a delegation to be valid:

1. The notification of delegation must be independently received and recorded by both the President and Secretary.
2. The President and Secretary must concur to whom the vote has been delegated.

Article 7 - Amendments

These Bylaws may only be amended under any of the following circumstances:

1. A special meeting called by the process of Emergency Corporate Action
2. A unanimous vote of the Board, following a publically announced two week comment period during which no more than five Members have objected to the change.

Article 8 - Indemnification of Board Members and Officers

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Board Member, Officer, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of their service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Board Members who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified Board Members, Officers, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Board Member, Officer, or employee under this Article shall apply to such Board Member, Officer, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.