

NON-PROFIT CORPORATE BYLAWS

Art. I. Name of Corporation

The name of this corporation is The Gizmo Dojo (the “Corporation”).

Art. II. Purposes of the Corporation

The Corporation shall be organized and operated exclusively for educational and charitable purposes. Subject to the limitations set forth in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activity, for which Corporations may be organized under Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provision). The Corporation’s primary purpose is to promote the ideals of the Maker movement: education through doing, creative expression, and community. This objective can be attained by establishing a makerspace that will house tools and supplies, provide working spaces, offer classes, and foster community and collaboration both among members and among all makers and maker organizations.

Art. III. Membership

3.01. Eligibility

Any person who supports the above purposes is eligible to apply for membership.

3.02. Membership Categories

The Corporation shall have two (2) categories of membership. Regular membership shall be open to all persons sixteen years old or older, and shall entitle the member to the following rights and privileges:

- (a) Access to use tools, provided the member has met the eligibility requirements and appropriate training.
- (b) Access to any “Members only” events.
- (c) Voting in membership votes.

Family memberships shall be open to any group of people (up to five) living in the same residence, and

shall entitle each member of the Family sixteen years old or older to the rights and privileges afforded to members from time to time by the board of directors. Starving Maker membership shall be open to any person supporting the above purposes, and shall entitle the member to the rights and privileges afforded to Starving Maker members from time to time by the board of directors; provided, however, that in no event shall Starving Maker membership include the right to vote on matters put before the membership of the Corporation.

Members must attend and vote in monthly meetings to retain Active Member status. Any member who has not attended three consecutive meetings shall be considered an Inactive Member. Inactive Members are not included in the calculations for voting quorums. Any member may submit a request to the Board to be moved from Active Member status to Inactive Member status, or vice versa; such request shall not be reasonably denied.

3.03. Dues

All members shall pay dues in such amounts as shall be determined from time to time by resolution of the Board of Directors. Dues paid to the Corporation become the property of the Corporation, and any severable or individual interest of any members terminates upon such payment.

3.04. Membership Suspension and Termination

The President of the Corporation may, at any time, suspend or reinstate the membership of any member not serving as an officer or director membership.. At the next meeting or special meeting of the Board, the Board shall vote to determine the status of all presently suspended members' memberships. A majority of Board members must vote to terminate a member's membership; should less than a majority vote to terminate the member's membership, the member's membership is immediately reinstated.

Art. IV. Meetings of Members

(a) Meetings of members shall be held at a place to be designated from time to time by the Board of Directors.

(b) Members shall meet regularly as determined by the Board of Directors. Directors and Officers shall be elected as prescribed in Articles V and VI of these Bylaws at the meetings held in February and September of each year.

(c) Special meetings of members shall be called by the President or any three Directors of the

Corporation or at least 20 percent of the active voting members and held at such times and places within the State of Colorado as may be ordered by resolution of the Board of Directors.

(d) Fifty percent of all members in Active Member status shall constitute a quorum.

Art. V. Directors

5.01. Qualifications; Number of Directors

Any regular member of this Corporation is qualified to be a director (a “Director” or “Board member”) of the Corporation’s Board of Directors (the “Board”). There shall be at least three and no more than seven Directors of the Corporation, including the officers described in Section 6.01, unless and until such number is changed by amendment of these Bylaws.

5.02. Election

Original Directors of the Corporation have been named in the Articles of Incorporation. The remaining Director vacancies shall be filled as follows: one half of the Directors shall be elected by the members present in person at the March member meeting of the Corporation, and one-half of the Directors shall be elected by the members present in person at the September member meeting of the Corporation. Directors, including the original directors, shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications for office.

5.03. Terms of Office

Each Director and officer shall be elected for a period of one year.

5.04. Duties

It shall be the duty of the Directors:

(a) To perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Corporation, or by these Bylaws.

(b) To nominate and select such officers, agents and employees as may be authorized from time to time by the vote or written consent of a majority of the members of the Corporation.

(c) To supervise all officers, agents and employees of this Corporation to assure that their duties are properly performed.

(d) To register their email addresses with the President of the Corporation, and notices of meetings electronically mailed to them at such addresses shall be valid notices thereof.

5.05. Compensation and Expenses

Directors will serve without compensation, other than to be reimbursed for expenses related to Board service, upon the approval of the Board of Directors.

5.06. Removal

Any individual Director may be removed from office at any time by a majority of the active voting members or by a vote of any three Officers or Board members at any regular or special meeting. If any Directors are so removed, new Directors may be elected at the same meeting, and they shall hold office for the remainder of the terms of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 5.07 hereof.

5.07. Vacancies

(a) Vacancies in the Board of Directors shall exist: (1) on the death, resignation or removal of any Director; (2) whenever the number of Directors authorized by the Articles of Incorporation is increased by an amendment to the Articles of Incorporation; and (3) on failure of the members in any election to elect the full number of Directors authorized.

(b) Vacancies shall be filled by a majority vote of the remaining Directors; such vote shall be effective even if insufficient Directors remain to constitute a quorum. For purposes of clarity, if there is only one remaining Director, the remaining Director may fill the vacancies.

(c) A majority of members of the Corporation may elect a Director at any time to fill a vacancy not filled by the Directors as provided in part (b) of this section. Should all of the Director positions become vacant and there is consequently no Director left to fill vacancies, the vacancies shall be filled by a majority of the members present at a regular or special meeting of members called for that purpose, provided a quorum is present.

(d) Persons elected to fill vacancies shall hold office for the unexpired terms of their predecessors, or until their removal or resignation as provided in these Bylaws.

5.08. Meetings

(1) Regular meetings of the Board of Directors shall be held monthly, the time and place to be determined by the majority vote of the Board of Directors.

(2) Special meetings of the Board of Directors may be called by the President or by the majority of the Board at such time and place as may be designated.

(3) Quorum will consist of two-thirds of the members of the Board of Directors.

(4) A majority vote of the Board of Directors shall decide all matters unless otherwise provided in these Bylaws.

(5) Meeting by telecommunication or electronic communication may be held by any method in which all Directors participating may hear each other. Participating in such a meeting shall constitute presence in person at the meeting.

Art. VI. Officers

6.01. Election

Any regular member of the Corporation is eligible to be an officer hereof. The officers selected shall be President, Vice President, Secretary, Treasurer, Education Coordinator, Media Relations, and Member Coordinator. The President, Secretary, Education Coordinator, and Member Coordinator shall be elected by members at the March meeting, and the Vice President, Treasurer, and Media Relations shall be elected by members at the September meeting.

6.02. Term of Office

All Officers shall serve a term of one (1) year, or until their successor assumes the duties of office, whichever is later.

6.03. Duties

- (1) President — The President shall be the chief executive officer of the Corporation and shall, in general, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors or the members.
- (2) Vice President — The Vice President shall assume the duties of the President in case of the President's absence or incapacitation. The Vice President shall also oversee committee activities.
- (3) Secretary — The Secretary shall be responsible for the keeping and maintaining, or cause to be kept and maintained all minutes of Meeting, keep all approved minutes in a secure location, and send out copies of minutes to the Board. Records of member attendance and voting at Member and Board meetings shall be maintained by the Secretary.
- (4) Treasurer — The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains losses, capital, earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times. The treasurer shall render to the President and Directors, upon request, an account of all transactions and of the financial position of the Corporation. The Treasurer shall deposit all monies and all valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall have other powers and perform such other duties that may be presented by the Board of Directors or the general membership.
- (5) Education Coordinator — The Education Coordinator shall be responsible for organizing classes and other educational events hosted by the Corporation.
- (6) Media Relations — The Media Relations officer shall be responsible for representing the Corporation to the community at large and disseminating information to the members.
- (7) Member Coordinator — The Member Coordinator shall be responsible for accepting new members, tracking membership status, granting access, and collecting dues from members.

6.04. Succession of Officers

In the event of an officer's death, resignation, disability or disqualification, other than the President's, the Board of Directors shall appoint a successor.

6.05. Disqualification of Officers

An affirmative vote by three Board members or Officers at any regular or special meeting shall be effective to suspend any Officer. At that meeting, but no later than the next meeting or special meeting of the Board, the Board shall vote to determine the status of that Officer's position. A majority of Board members must vote to terminate an Officer's position; should less than a majority vote to terminate the Officer's position, the Officer's position is immediately reinstated.

Art. VII. Books, Records, and Reports

7.01. Funds and Disbursements; Bonding

All monies paid to the Corporation shall be placed in a general operating fund, or in other special funds as approved by the Board of Directors. Each disbursement shall be made by check signed by the Treasurer or, in the absence of the Treasurer, by the President. The officers, and other such persons as the Board may designate, may be bonded by a fidelity in an amount set by the Board and paid by the Corporation.

7.02. Accounting Year

The accounting year for the Corporation shall end on June 30.

7.03. Budget

As soon as possible after the September election of an incoming Board of Directors and officers, a budget committee chaired by the Treasurer and including at least 2 other Directors shall compile a budget of estimated expenses for the coming year. After the Board has been seated, the budget committee shall submit such budget to the Board of Directors for approval within 14 days.

7.04. Annual Report to Members

(a) Each year, each member may request a copy of the most recent annual financial report, and it shall promptly be sent to any member who sends a written request for the report.

(b) Not later than 120 days after the close of the accounting year on the date that is specified in Section 7.02 of these Bylaws, the Corporation shall prepare an annual financial report containing a balance sheet, an income statement for the year and the information required by section (c) herein. The report shall be accompanied by either a report by an independent accountant or, if there is no such report, then a certificate by an authorized officer of the Corporation that the statement was prepared without audit

from the books and records of the Corporation.

(c) Within 120 days after the close of the accounting year, the Corporation shall prepare and give to each member a statement of any transaction with the Corporation in which any director or officer had a direct or indirect material financial interest.

(d) The statement in section (c) shall be given to each member in the manner provided for giving notice of meetings to members. This requirement may be satisfied by sending the annual financial report containing this statement.

7.05. Inspection by Directors

Every Director has an absolute right at any reasonable time to inspect all books, records and documents of any kind and the physical properties of the Corporation.

7.06. Loans

Prior to obtaining any financing or incurring any borrowing, a majority vote of Directors must approve such activity.

Art. VIII. Indemnification

The Corporation shall indemnify its officers and Directors to the fullest extent allowed by Colorado law.

Art. IX. Principal Office

The principal office of the Corporation shall be located at the residence of its duly elected President, or at such other place that may be designated by the Board of Directors.

Art. X. Amendments

These Bylaws may be amended or altered by a majority of the active voting members at any regular or special meeting, providing notice for the members includes the proposals for amendments. Any proposed amendment or alteration shall be submitted to the Board or the membership, as the case may be, in writing, at least thirty (30) days before the meeting at which they are to be acted upon.

Art. XI. Dissolution

The Corporation may be dissolved by a unanimous vote by the Board of Directors, or due to inactivity of the Corporation for three years. In the event of a dissolution, all assets shall be transferred to one or more nonprofit associations or nonprofit corporations pursuing broadly similar purposes, or to a government or governmental subdivision, agent, or instrumentality. The distribution of assets shall be decided by a majority vote of the Board of Directors.

ADOPTION

We, the undersigned, are all of the persons named as first Directors in the Articles of Incorporation, and hereby consent to, and do, adopt the foregoing Bylaws, consisting of 9 pages, as the Bylaws of said Corporation.

Dated: September 12, 2015

_____	Tom Germon
_____	Joel Hall
_____	Erik Nelson
_____	Ben Shern

CERTIFICATION

I, Tom Germon, hereby certify:

That I am the duly elected and acting President of The Gizmo Dojo, a non-profit Corporation, and that the foregoing Bylaws, consisting of 9 pages, constitute the Bylaws of said Corporation as duly adopted on September 12, 2015, by the unanimous written consent of the Directors named in the Articles of Incorporation of this Corporation.

Dated: September 12, 2015

_____ Tom Germon, President
