

## BY-LAWS

### ARTICLE 1 — Name and purpose

#### SECTION 1 Name

1. The name of the corporation is ~~Milwaukee Makerspace LLC~~ Makerspace of Milwaukee, Inc.  
To be referred to hence as MMSMoMI.

#### SECTION 2 Purpose

1. The purpose of the MMSMoMI organization is:
- A4. Build and maintain spaces suitable for technical and social collaboration.
  - B2. Collaboration on all forms of technology, culture, and craft in new and interesting ways.
  - C3. Freely share its research and discoveries, using what is learned to teach others.
  - D4. Recruit and develop talented members dedicated to these purposes.

### ARTICLE 2— Membership

#### SECTION 1— Membership tiers

1. MMSMoMI tiers are to be structured as-;
- A4. ~~Officers Board Members~~ - person/-persons listed on LLC as incorporators or elected individuals governing the group.
  - B2. ~~Members~~ - person/-persons- paying a fee for use and access to said group/ space.

#### SECTION 2— Eligibility

1. In order to be a Full Member, a person must be nominated by two existing Full Members, support the purpose of the organization and, must pay the monthly membership fee and pay a security deposit as determined by the officers Board Members.
2. Any eligible person may be elected as member at any regular meeting upon approval of members and payment of dues and completion of the membership application form.
3. Members must be at least 18 years of age.

Comment [t1]: Requirements to be discussed

#### SECTION 3—Rights and Responsibilities

1. All Members shall have the right to:
- A4. One vote each on:
    - 1. the election of officers Board Members,
    - 2. any merger and its principal terms,
    - 3. any election to dissolve the corporation,
    - ~~4. the acceptance or termination of memberships,~~
    - 45. any issue put before the membership,
  - B2. Voice their opinion and vote their preference or abstain from voting in the affairs of the corporation,
  - C3. In addition, all members shall have all rights afforded members under the law, and any other rights granted by resolution of the officers Board.
2. All Members shall be responsible for:
- A4. timely payment of monthly dues,
  - 2B. providing their current address, contact information, and preference for electronic receipt of communications,
  - C3. thoughtfully contributing to Milwaukee Maker Space's MoMI's direction and policies,
  - D4. continuing to support the purposes of the corporation,
  - E5. obeying any rules set forth by the organization.

~~F6.~~ At the time a member's eligibility expires, ~~he-they~~ must forfeit his or her method of entry in addition to any other property owned by ~~Milwaukee-Maker-SpaceMoMI~~ to a member ~~of-or~~ the ~~officers-Board~~ or an agent designated by the ~~officers-Board~~ for this purpose.

3. In addition to the above rights and responsibilities, all Full Members shall have the right to:

- ~~A4.~~ a key or other method of entry to the physical workspace,
- ~~B2.~~ twenty-four hour access to the physical workspace,
- ~~C3.~~ reasonable inspection rights of corporate records,
- ~~D4.~~ store a reasonable amount of equipment and/or materials at the space,
- ~~E5.~~ nominate a qualified person to be a Member.

#### ~~Section-SECTION~~ 4 — Termination of Membership

1. A person ceases to be a member of the corporation

- ~~A4.~~ by delivering his or her resignation in writing to the ~~SecretaryBoard~~,
- ~~B2.~~ on his or her death,
- ~~C3.~~ on being expelled, or

~~D4.~~ on having been a member ~~not~~ in suspension for 3 consecutive months,

2. Any member may resign by filing a written resignation with the ~~Secretary-Board~~ or by mailing or delivering it to the address of the corporation.

3. Resignation shall not relieve a member of unpaid dues or other monies owed.

4. Membership may also be terminated for any reason by resolution passed by more than three quarters (3/4ths) of the voting members at a voting session held in accordance with ~~MMSMoMI's~~ regular voting procedure.

~~A4.~~ Notice of termination shall be given by any method reasonably calculated to provide actual notice to the member.

~~B2.~~ The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the- proposed expulsion.

~~C3.~~ The member shall be given an opportunity to be heard, either orally or in writing, before the effective date of -the proposed termination.

~~D4.~~ The hearing shall be held, or the written statement considered, by the members.

~~E5.~~ The members shall then vote on whether the membership 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 will be removed from the access list for the door. They may remain on the discussion list if they so choose.

Comment [t2]: This item to be discussed

Comment [t3]: This item to be discussed

#### ~~Section-SECTION~~ 5 — Suspension of Membership

1. Membership may be suspended for non-payment of dues, fees or any other obligations to the group.

2. A suspended member will not be able to access the space.

3. Any suspended member may restore their membership within 90 days after suspension upon payment of dues owed plus one month beyond the end of the suspension period.

4. In order for the suspension to be lifted, the suspended member must go through the same vetting process as occurs on acceptance of a new member.

5. After 90 days a suspended member will have their membership terminated.

~~-6. A suspended member who is then terminated will forfeit their security deposit.~~

#### ~~Section-SECTION~~ 6 — Dues

1. The amount of the monthly membership dues, security deposit and any membership obligations must be determined at a general meeting of the corporation.

#### ~~Article-ARTICLE~~ 3 — Meetings

#### ~~Section-SECTION~~ 1 — Regular Meetings

1. Regular meetings of the members shall be held at minimum once quarterly, at a time and place designated by the President. ~~An officer of the Milwaukee Makerspace MoMI~~ or an appointed representative must be present for and officially preside over the meeting.

#### ~~SECTION Section-2~~ — Annual Meetings

1. An annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the President. At the annual meeting the members shall elect ~~officers~~ Board Members, receive reports on the activities of the association, and determine the direction of the association for the coming year. Members will be ~~notified~~ notified via email and via the Milwaukee Makerspace organization's website of annual meetings at least 30 days in advance. A Board Member of MoMI ~~n officer of the Milwaukee Makerspace~~ or an appointed representative must be present for and officially preside over the meeting.

#### ~~SECTION Section-3~~ — Special Meetings

1. Special meetings may be called by the President. A petition signed by fifty one percent of voting members may also call a special meeting. ~~An officer of the Milwaukee Makerspace Board Member of MoMI~~ or an appointed representative must be present for and officially preside over the meeting.

#### ~~SECTION Section-4~~ — Voting

1. Voting must take place at an ~~official~~ regular ~~meet~~ing or ~~annual~~ meeting or special meeting. A quorum of 25% of members must be present for votes held at a regular ~~meet~~ing. A quorum of 25% ~~per~~cent of members or their ~~re~~ proxies must be present for votes to be held at a special or annual meeting. All issues to be voted on shall be decided by a simple majority of voting members.

#### ~~Article-ARTICLE~~ 4 — Board Members

##### ~~SECTION Section-1~~ — Composition

1. There shall be seven Board Members:

- ~~A~~4. President
- ~~B~~2. Treasurer
- ~~C~~3. Communications Director
- ~~D~~4. Operations Director
- ~~E~~5. General Board Member
- ~~F~~6. General Board Member
- ~~G~~7. General Board Member

2. All Board Members must be Members of MMSMoMI.

3. Each Board Member shall serve from the time of their election until the next annual election meeting and a duly elected successor is trained.

~~# Each officer shall serve from the time of their election until their successor is elected and qualifies.~~

##### ~~SECTION Section-2~~ — Compensation

1. ~~An~~ Board Member must not be remunerated for being or acting as an officer representative but the organization may provide insurance and indemnity as permitted by law.
2. All Board Members shall serve without pay.

3. All Board Members shall receive full physical access to the organization's facilities to conduct organization business.

### SECTION Section 3 — Responsibilities

#### President

1. The President serves as a representative of the organization to the public and in all functions where a President may be called for by law or any other outside requirements, and is responsible for public-facing communication.

2. The President is responsible for making sure that the organization files its annual report and any other papers required to maintain legal LLC-status by the law of Wisconsin or Federal law.

3. The President or ~~his (or her)~~their duly appointed representative shall organize and preside over all meetings of the membership. The President or ~~his (or her)~~their duly appointed representative is responsible for enforcing the rules of meeting procedure as detailed in these documents.

4. The President and one other Board Member must sign any documents legally binding the company.

#### Treasurer

The Treasurer is responsible for monitoring all financial assets of the organization. This includes but is not restricted to:

1. keeping record of the organization's budget,
2. the collection of membership dues from members,
3. the payment of rent and utilities for any space leased by the organization,
4. filing taxes,
5. the disbursement and reimbursement of funds authorized to be spent under the procedures detailed in these bylaws,
6. and preparing financial reports to the board.

#### Operations Director (Ops)

1. The Operations Director shall supervise the giving of such notices as may be proper or necessary.

~~2. The Operations Director shall supervise the keeping of the minute books of this organization.~~

~~3. The Operations Director or duly appointed representative shall be responsible for recording all minutes of all official meetings of the membership and the Board Members in the organization's permanent records.~~

4. The Operations Director or duly appointed representative shall be responsible for management of facilities, equipment, their allocation, and use of physical spaces.

#### Communications Director

1. The Communication Director's primary responsibility is to manage media relations and public outreach as well as organization communication, both internally and externally.

2. The Communication Director shall maintain the organization's online presence including but not limited to the website, Facebook account, Twitter, etc.

#### General Board Members

1. General Board Members participate in Board Meetings and associated business.

2. General Board Members have equivalent voting rights to the aforementioned Board Members.

3. General Board Members may assist the other Board Members with their duties as needed.

| ~~SECTION~~ ~~Section~~ 4 — Elections

1. Elections for President, Treasurer, Operations Director, and Communications Director shall take place at the annual election meeting.
2. Elections for General Board Members shall occur one week after the annual meeting.
3. Candidates receiving the first, second, and third-greatest number of votes for General Board Members are elected.
4. All Board Members shall be elected by the process determined in these ~~bylaws~~ By-Laws for Voting.
5. Each member present shall be given an opportunity to be a candidate for each Board Member position.
6. If there is more than one candidate for a Board Member position, the candidate who obtains the highest number votes from Voting shall be elected.
7. If there are no candidates for a Board Member position, the outgoing officeholder may, if eligible, elect to serve another term or select any willing member to serve in that position.
8. Any Member has the right to nominate any Member for The Board.
9. Only ~~the~~ nominated candidates can un-nominate ~~himself or herself~~ themselves.

| ~~SECTION~~ ~~Section~~ 7 — Resignations and Terminations

1. Any Board Member may resign at any time by written notice delivered to the other Board Members of the organization.
2. A resignation is effective when the notice is delivered unless the notice specifies a future date.
3. Any Board Member may be terminated in their role by a Vote of No Confidence per the following procedure:
  - ~~A~~ 1. 10% of the Membership must request a Vote of No Confidence be called at least one week prior to an official meeting.
  - ~~B~~ 2. A minimum of 50% of the Membership must Vote No Confidence.
  - ~~C~~ 3. If the Vote of No Confidence is passed, the Board Member is terminated from their role.
  - ~~D~~ 4. If the Vote of No Confidence is not passed, the Board Member remains.
4. The pending vacancy in the Board may be filled before the effective date, but the successor shall not take office until the effective date.
5. Members shall elect the replacement Board Member among the candidates who have been nominated and accepted their nomination by the processes determined in these ~~bylaws~~ By-Laws for Voting and Elections.
6. The replacement Board Member's term shall last until new officers are elected at the next annual meeting.

| ~~SECTION~~ ~~Section~~ 8 — Authority

1. The Board can make decisions regarding recurring fees, costs, operations, and other business considered routine for the function of the organization.
2. The Board may consult the membership in cases of non-routine business such as but not limited to the purchase of major equipment, reorganization of physical space and its contents, and use of organization funding.
3. A quorum of five Board Members is required to pass any Board decision.
4. The Board shall make their meeting agendas and results of decisions known to the Membership.
5. The Membership can appeal Board decisions per the following procedure:
  - ~~1A~~ 1. 10% of the Membership must request an appeal at least one week prior to an official meeting.
  - ~~2B~~ 2. A minimum of 50% of the Membership must vote to overturn.
  - ~~3C~~ 3. If the appeal is passed, the decision is overturned.
  - ~~4D~~ 4. If the appeal is not passed, the decision stands.

~~Article~~ ARTICLE 5 — Amendment of ~~By-L~~aws

1. These ~~bylaw~~By-Laws shall be amended by a majority vote of all members or their proxies at an official meeting.

~~Article~~ ARTICLE 6 — Certification

1. This shall certify that the attached is a true and correct copy of the ~~bylaws~~By-Laws of this organization, and that such ~~byla~~By-Laws were duly adopted by the Incorporator and approved by the ~~officers~~Board Members of this organization.