

Foothills Community Workshop Bylaws

Article I — Name, Mission, and Purpose

Section 1 — Name

The name of the organization shall be Foothills Community Workshop, and may be abbreviated as FCW. It shall be a nonprofit organization incorporated under the laws of the State of North Carolina.

Section 2 — Mission

FCW is organized exclusively for charitable, scientific, and educational purposes. The mission of this organization is to foster a collaborative and educational environment wherein people can explore and create intersections between technology, science, art, and culture.

- a. Provide work space, storage, and other resources for projects related to technology, science, art, and culture that will benefit the individual members' personal growth in their fields of interest.
- b. Foster a creative, collaborative environment for experimentation and development in technology, science, and art.
- c. Interact with the local public community that our space is situated in through talks, classes, workshops, collaborative projects, and other cultural and educational activities.
- d. Encourage individual members to share their projects and research, exchange knowledge, and promote learning and mentoring in a safe, clean space.
- e. Promote collaboration across disciplines for the benefit of cultural, charitable, and scientific causes.

Section 3 — General purpose

FCW 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.

Article II – Membership

Section 1 – Definitions

- a. *Standard Members* are actively supporting FCW and pay full dues as determined by the Board.
- b. *Associate Members* are actively supporting FCW and pay reduced dues as determined by the Board.
- c. *Charter Members* are defined as Standard members involved directly in the creation or expansion of the organization. More specifically, Charter Members are Standard Members who paid dues prior to FCW renting or owning real estate; or Standard Members who contributed additional funds or materials toward the expansion of FCW. Standard members may apply to also become Charter Members by a unanimous vote of all active Charter Members.
- d. *Family Members* consist of the spouse or significant others and children of a Standard member and are sponsored by the Standard member.
- e. *Exchange Members* are members of other similar organizations who have a written agreement with FCW permitting the use of facilities and equipment at the alternate space.
- f. *Active Members* are Standard, Associate, or Family Members who are in good standing with FCW and have all dues current.
- g. *Suspended Members* are Standard, Associate, or Family Members who ask for suspension. Suspended Members do not pay dues and have the status of a Guest during the suspension period. Suspension is extended to family members of the suspended member. Suspended Members may be reinstated to their prior status via a majority vote by the board.
- h. *Guests* are defined as non-members who are attending FCW meetings or functions.

Section 2 – Eligibility for membership

General – All members must have signed the FCW membership agreement prior to membership. All members must support the mission statement in Article I, Section 2 of the bylaws. Membership is approved by a majority vote of the board.

The following specific requirements are for the various membership classes:

- a. Standard Members must be sponsored by another Standard member or accept a probation period as determined by the Board.
- b. Associate Members must be sponsored by a Standard member or accept a probation period as determined by the Board. Associate members must request an Associate rather than Standard status be approved by a majority of the Board.
- c. Charter members are Standard members elected to Charter status by a unanimous vote of all active existing Charter Members.
- d. Family Members must be living in the same household as the sponsoring Standard member.
- e. Exchange Members must have active status as the equivalent of a Standard Member at another

organization which has an exchange agreement on file with FCW.

Section 3 – Membership dues

The amount, payment period, due date and acceptable methods for collection of dues shall be reviewed, and may be changed, each year at the annual meeting. The Board may call a special meeting prior to the annual meeting and at that meeting may, with a unanimous vote of the Board, change the amount of the dues. Membership is contingent upon maintaining good standing with FCW in regards to dues.

For all classes of members the board may, at its own discretion by majority vote, offset fees by accepting pledges that are not monetary, such as donation of items, maintaining property, advertising the organization, etc.

Section 4 – Rights and responsibilities of members

Section 4.1 – General – all membership classes

- a. shall follow all rules set by the board
- b. shall not receive any form of compensation.
- c. shall vouch for invited guests taking responsibility for the property of the organization upon themselves.
- d. shall not allow the continuation of unsafe behavior by other members or guests of the organization's facilities while the member is present.

Section 4.2 — Standard members

- a. may vote in organization elections.
- b. may serve on the board of the organization.
- c. may serve on committees of the organization.
- d. shall have 24/7 unattended, non-exclusive access to the organization's property and facilities.

Section 4.3 — Associate members

- a. may not vote nor serve on the Board.
- b. may serve on committees.
- c. may be required to complete a specified amount of service hours set by the board.
- d. shall only have access to the organization's property and facilities while a Standard member is present.

Section 4.4 — Charter members

- a. have all of the rights and responsibilities of Standard members.
- b. may Reset the Board with a 3/4 vote in favor by the Charter Members.
- c. may serve as a Board member-at-large in addition to the already existing Board Members only while present at a Board Meeting.

Section 4.5– Family members

- a. may not vote nor serve on the Board.
- b. may serve on committees.
- c. will not have an individual key.

Section 4.6 – Exchange members

- a. may not vote nor serve on the board
- b. may serve on committees
- c. will not have an individual key

Section 4.7 – Guests

- a. may not vote nor serve on the board
- b. may not serve on committees
- c. may use machinery only under direct supervision of a Standard or Associate member
- d. may not attend “member only” events

Section 5 – Resignation and termination

- a. Any member may resign by filing a written resignation with the secretary.
- b. A non-Charter Member can have their membership terminated by a majority vote of the membership.
- c. Upon resignation or termination all property loaned to the terminated/resigned member by FCW must be returned. Similarly, all property the resigning member has loaned to the collective space will be returned to the resigning member or made available for the individual to pick up. The terminated/resigned member shall have 30 days from the date written on a signed resignation or notice of termination to pick up any property. If the property is not collected it is considered abandoned and becomes property of FCW.
- d. Any member who is not in good standing with regards to outstanding dues shall be considered to have resigned membership at the beginning of the second calendar month following the first missed due payment.

Article III – Meetings of Members

Section 1 – Regular meetings

Regular meetings of the members shall be held, at a minimum, once quarterly, at a time and place designated by the President or Vice-President.

Section 2 – Annual meetings

An annual meeting shall take place each year within two weeks of the anniversary of incorporation of the FCW.

An annual meeting shall be for the following purposes:

- a. electing members to fill vacant board positions.
- b. creating or terminating board positions
- c. allowing board members to vote on any outstanding issues
- d. any other reason requiring a vote of the members

Section 3 – Special meetings

- a. Special meetings may be called by the President, Vice-President, or a simple majority of the board. A petition signed by no less than half of voting members, plus one vote, may also call a special meeting.
- b. New Board positions may be created during special meetings only when forming a committee.

Section 4 – Voting

- a. Board members shall motion to vote and a second motion by any board member is required for all issues.
- b. Qualified members must be present to vote or they must submit a vote to the secretary, by proxy, either on paper or via e-mail.

Section 5 – Quorum

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

ARTICLE IV – Board of Directors

Section 1 – Board role, size and compensation:

- a. The board is responsible for overall policy and direction of the association, and delegates the responsibility of day-to-day operations to volunteers and committees.
- b. There shall be up to Ten (10) but no fewer than Four (4) board members collectively referred to as 'The board'. There shall always be a President also referred to as the Chair, a Vice-President, a Treasurer, and a Secretary.
- c. No board member shall be compensated for their service on the board, though the corporation may provide insurance and indemnity for officers as allowed by law.
- d. Board members are elected from the Standard members at the Annual meeting or at a special meeting designated for such purpose.
- e. Charter members may act as a de facto board member by being physically present at a board meeting.

Section 2 – Terms

To ensure continuity of the organization's purpose at most 50% of the board positions may be eligible for election at one meeting.

All board members shall serve two year terms.

Section 3 – Meetings and notice

The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member receive written notice (such as email) at least 14 days in advance. Meetings may be held via electronic means, such as a chat room or a conference call, provided all board members are able to communicate clearly.

Section 4 – Board election protocol

- a. Any voting member can nominate a candidate to the slate of nominees.
- b. Nominations should be submitted to the Secretary at least two weeks prior to the election.
- c. Elections will be held at the Annual Meeting except in the event of a vacancy or during a special meeting.
- d. At least Four (4) board members must be elected to fill the positions of Chair, Vice-Chair, Treasurer, and Secretary.
- e. The Board shall have up to Ten (10) elected members, but no fewer than Four (4).
- f. To be elected, nominees must receive a majority vote by the members present or via proxy at the annual meeting.
- g. Votes will be accepted on paper, ballot style to be taken up and counted by the secretary.
- h. Additional board positions may be created or terminated at the annual meeting or special meeting by a majority vote of the members in attendance or by proxy. Any new positions will be designated as having an initial term of one or two years to maintain the 50% board turnover.
- i. Eligible Members shall be elected for any additional board positions.

Section 5 – Quorum

Three quarters (3/4) of board members constitutes a quorum for business transactions to take place and

motions to pass.

Section 6 – Officers and duties

- a. Board officers will be chosen by the board within one month of election.
- b. There shall be no less than four officers of the board, consisting of a Chair, Vice-Chair, Treasurer, and Secretary. Additional board positions are optional and their duties shall be amended to the bylaws in writing.
- c. The Chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the board to preside at each meeting. If the chair cannot make the meeting, the Chair shall arrange for another board member to preside at the meeting. The chair may also have other duties as required by FCW.
- d. The Vice-Chair shall also be empowered to convene regularly scheduled board meetings, shall preside or arrange for other members of the board to preside at each meeting. If the chair or vice chair cannot make the meeting, the Vice Chair may arrange for another board member to preside at the meeting. The Vice chair may also have other duties as required by FCW.
- e. The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The secretary shall also maintain the social media functions of FCW, if any, as necessary.
- f. The Treasurer shall make a report on finances at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fund raising plans, and make financial information available to board members and the public.
- g. The Safety Coordinator shall be responsible for ensuring that safety information is freely available to all persons using the FCW for all relevant subjects to include, but not limited to Operators manuals, safety tip sheets, warning signs and notices, and material safety data sheets (MSDS). The Coordinator will ensure that safety instruction is available for anyone in the FCW upon request. The Coordinator will be the contact for notification of defective or unsafe equipment and situations and will co-ordinate the removal from service and repair/return to service of such situations. This is an optional Board position.
- h. The Public Affairs Contact shall serve as a contact point for the FCW with regards to its dealings with the public and other organizations. The Contact shall be in charge of the upkeep of the official calendar of events for the FCW. Any member may initiate or conduct conversations with any person or group on behalf of the FCW, but it is expected that the Public Affairs Contact be kept advised of such actions in order to avoid confusion and having the organization committed beyond its resources. A majority decision of the Board is required to commit FCW funds for any outside activity. This is an optional Board position.
- i. The Events Coordinator shall act as the leader and point of contact for the Events Committee. The Coordinator shall delegate responsibility for finding local events which FCW may want to attend and also for organizing FCW events such as workshops and fund raisers. The Coordinator shall present a summary of findings at the monthly Board Meetings. This is an optional Board position.

Section 7 – Vacancies

When a vacancy on the board exists mid-term, the secretary must receive nominations by existing board members the Standard members one week in advance of a board meeting. These nominations

shall be sent out to board members with the regular board meeting announcement to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term. At the discretion of the Board, as long as the minimum board size is maintained, the filling of a vacancy may be deferred to the next annual meeting, or the position may be eliminated.

Section 8 – Resignation, termination and absences

- a. Resignation from the board must be in writing and received by the Secretary. A board member may be terminated from the board due to excess absences defined as more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths (3/4) vote of the remaining directors.
- b. Resignation as a Charter Member must be in writing and received by the Secretary. A Charter member may be removed for other reasons by a unanimous vote of the remaining Charter Members.

Section 9 – Special meetings

Special meetings of the board shall be called upon the request of the chair or one-third (1/3) of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance except when all Board Members are present at the quarterly Board Meeting and the chair or one-third (1/3) of the board calls for a special meeting. With regard to the preceding exception a vote of one-third (1/3) of the board may reject the proposal for a special meeting until two weeks' notice has been given.

Article V – Committees

Section 1 – Committee formation

- a. The board may create committees as needed, such as fund raising, facilities, public relations, data collection, etc.
- b. The board chair appoints all committee chairs.

Section 2 – Finance Committee

- a. The treasurer is the chair of the Finance Committee, which may include other Standard members.
- b. The Finance Committee is responsible for developing and reviewing fiscal procedures, fund raising plans, and the annual budget.
- c. The board must approve the budget and any changes to the budget. All expenditures must be within budget.
- d. The fiscal year shall be the calendar year.
- e. Monthly and Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and any government, law officer or other national, state or local official by request.

Article VI – Revisions

Section 1 – Revisions to the Bylaws

- a. Revisions to the Bylaws may be proposed by the board or by a committee designated by the board.
- b. Proposed revisions shall be submitted to the Secretary to be sent out with regular board announcements or posted to the members forum at least one week prior to a vote for acceptance.
- c. Revisions must be approved by a three-quarters majority of the full voting membership.
- d. Revisions shall be incorporated into the main body of the Bylaws.
- e. Every page of the revised Bylaws shall be labeled with the current revision number and approval date.
- f. The original and all revisions of the Bylaws shall be kept in perpetuity in both electronic and hard copy form.
- g. Any changes to Article I also requires a unanimous approval by the board.

Article VII — Terms of Use

Section 1 — Personal responsibility

- a. All persons using the facilities of the FCW agree, as a condition of such use, to release from liability and hold harmless the FCW from any claim for any damages whether direct or indirect, including those resulting from any negligence by any member or guest of the FCW.
- b. It is the sole responsibility and duty of any person using any equipment provided by the FCW, (whether such equipment is the property of the FCW or loaned to it by any person or other entity), to insure that that person understands and follows all operating and usage instructions, including especially but not limited to, safety precautions and best practices, and to act in such a way as to prevent damage to themselves, other people, equipment and/or the surrounding environment. Many items of equipment are dangerous and/or expensive and the user assumes all liability, including liability for damage to themselves or the equipment as a condition of using any equipment at the FCW.
- c. Notwithstanding the above all persons using the FCW agree as a condition of such use to comply with any reasonable requests, including requests to desist use of any equipment or leave any area, made by any Member of the FCW. Any person is entitled to know why a Member makes such a request and may appeal such a request to a Charter or Board Member or request assistance or clarification from any available Member in the event of a disagreement. Note that the presence or absence of any request or statement from any Member of the FCW in no way constitutes an endorsement by the FCW of any course of action. All statements by Members of the FCW are their own and create no corporate liability on the part of the FCW.
- d. The FCW reserves the right to eject or refuse entrance or service to any person for any reason at any time. Such right may be exercised by a majority decision of the FCW Members present at any time; however members are cautioned that such extreme measures should only be used in cases of pressing danger or immediate threat. In normal circumstances a request to ban a person from the FCW should be presented to the Board and handled in an expeditious, fair and open manner.
- e. FCW strongly encourages Members, Guests, and all persons visiting FCW at any time and for any purpose to have health insurance.

Section 2 — Donation, loan, sale and lease of property

- a. Members or other persons may loan or donate equipment or tools to the FCW with the understanding that FCW is not responsible for the upkeep or protection of the equipment and is not liable for any harm, damage, or injury directly or indirectly resulting from the use of said equipment or tools. The FCW will make reasonable attempts to provide upkeep and protection for such equipment, as well as a safe environment and adequate training for the use of such equipment and tools, but is unable to and makes no representation to, provide any particular level of service.
- b. Tools or equipment or supplies donated to the FCW become the sole property of FCW and are subject to use and disposal by FCW with consent of the Board. Donations to FCW shall be recorded in writing and such records shall be maintained by the treasurer as required by North Carolina law.
- c. Tools and equipment loaned to FCW shall be available for use by any person or group at FCW

for any legitimate purpose during the operating hours of FCW, subject only to a requirement that a user demonstrate an understanding of the correct and safe use of the tool or equipment in question.

- d. Tools and equipment purchased by or donated to FCW should be clearly marked as "Property of: Foothills Community Workshop" using the most permanent method possible. (i.e. engraving, branding, permanent marker, label coated with liquid acrylic). Records which include a photo, manufacturer name, model number, and serial number should be kept for the duration of the items existence in FCW.
- e. Transactions involving tools, equipment, and supplies purchased or leased from members or persons or organizations with which members have a pecuniary interest must be at or below fair market value.
- f. Transactions involving tools, equipment, and supplies sold to members or persons or organizations with which members have a pecuniary interest must be at fair market value.

Section 3 – Conflict of Interest

- a. A member may have a potential conflict of interest if the member has a financial interest, directly or indirectly, through business, investment or family with which the FCW has a transaction or arrangement.
- b. If a member has a potential conflict of interest, the member has a duty to disclose the existence of the financial interest to the FCW board to determine if, in fact, a conflict of interest exists.
- c. If the board determines that a conflict of interest exists, then the board may decide if the transaction or arrangement is in the FCW's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into or modify the transaction or arrangement.
- d. If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. The board may then decide, if appropriate disciplinary and/or corrective action is needed.

Article VIII – Dissolution

Section 1 – Dissolution

The organization may not dissolve less than 30 calendar days from the time a proposal to dissolve passes. A reasonable effort must be made to contact the Charter Members immediately following a proposed and seconded dissolution movement.

Section 2 – Asset Distribution

In the event that a movement to dissolve the organization passes, assets may be liquidated to pay off any debt the organization may have accrued. Members who have loaned items to FCW will be notified via certified U.S. Mail at the mailing address provided to FCW to pick up these materials. If members cannot be contacted, or do not respond within 14 calendar days of such notice, items loaned to FCW will be treated as an asset of FCW. Any remaining assets of the organization shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the board.

Certification

These bylaws were approved at a meeting of the board of directors by a three-quarters majority vote on August 20, 2011.

Revision 1: Approved - January 28, 2012

Revision 2: Approved – March 21, 2012