

Columbia Gadget Works Bylaws

Article I - Name and Purpose

Section 1 - Name

1. The name of the organization shall be Columbia Gadget Works, referred to hence as CGW.

Section 2 - Purpose

1. CGW is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
2. The purpose of CGW is to explore science, technology, art, and culture by:
 - a. experimenting with and within all forms of science, technology, art and craft.
 - b. collaborating on all forms of science, technology, art and craft.
 - c. applying the results of its work to specific cultural, charitable and scientific causes.
 - d. recruiting and developing talented members dedicated to these purposes.

Article II - Membership

Section 1 - Membership Tiers

1. CGW shall have one tier of membership, which grants all rights and responsibilities defined in these bylaws.

Section 2 - Membership Eligibility

1. A person may become a member once they meet all of the following criteria:
 - a. are at least 18 years of age.
 - b. receive sponsorship from an existing member who is in good standing.
 - c. pay at least one month of dues.
 - d. provide a full name and contact information to a Board Member.

Section 3 - Rights of Membership

1. Members shall have one vote each on:
 - a. any issue put before the Membership.
 - b. election of Board Members.
 - c. any election to dissolve the organization.
2. Members may serve on the Board of Directors in any one position they are duly elected to.

3. Members shall have the right to voice their opinion and vote or abstain from voting on the affairs of CGW.
4. Members shall be granted a method of entry into the physical workspace provided by CGW.
5. Members may perform reasonable inspections of corporate records.

Section 4 - Member Responsibilities

1. Members shall be responsible for:
 - a. timely payment of monthly dues.
 - b. providing current contact information.
 - c. continuing to support the purposes of CGW.
 - d. obeying any rules enacted by the Membership or Board of Directors.
 - e. forfeiture of their method of entry and any other property owned by CGW to a Board Member or an agent designated by the Board at the time that their membership is terminated for any reason.

Section 5 - Termination of Membership

1. Members may resign at any time by notifying a Board Member in writing or via email.
2. Failure to maintain up-to-date payment of dues will result in automatic termination of membership.
3. Resignation shall not relieve a member of unpaid dues or other monies owed.
4. Termination of a membership may be initiated by a resolution that is passed by at least two-thirds ($\frac{2}{3}$) of the voting members at a meeting in accordance with regular voting procedure.
 - a. If the members resolve to initiate termination of a membership, the member to be expelled shall be given at least 15 days notice before the effective date of termination.
 - b. Notice shall be given by any method reasonably calculated to provide actual notice to the member.
 - c. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - d. The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed termination.
 - e. The hearing shall be held, or the written statement considered, by the members. The members shall then vote on whether the membership is to be terminated.
5. Upon resignation or termination, members will be removed from the access list for the physical workspace and removed from all members-only communication platforms.
6. A person whose membership was terminated by a vote of the Membership will no longer be permitted in the physical workspace. The termination will remain in effect for a period of one year, unless vacated by the Board.

Section 6 - Membership Dues

1. The amount of the monthly membership dues, security deposit, and any other membership obligations may be determined by a resolution passed by the Membership.

2. All membership dues and financial obligations shall be kept in records of the Treasurer.

Article III - Meetings

Section 1 - Annual Meetings

1. The annual meeting of the Membership and Board of Directors shall take place on the second Tuesday in the month of December, the specific time and location of which will be designated by the President.
2. At the annual meeting, the members shall elect Board Members, receive reports on the activities of the association, and determine the direction of the association for the coming year.
3. Members will be notified via email and via CGW's website of annual meetings at least 15 days in advance.
4. A Board Member or an appointed representative must be present for and preside over the meeting.

Section 2 - Regular Meetings

1. Regular meetings of the Membership shall be held at minimum once quarterly, at a time and location designated by the President.
2. A Board Member or an appointed representative must be present for and preside over the meeting.

Section 3 - Special Meetings

1. Special meetings may be called by the President or by a petition signed by one-quarter ($\frac{1}{4}$) of the Membership.
2. A Board Member or an appointed representative must be present for and preside over the meeting.

Section 4 - Voting

1. Voting must take place at an official meeting as defined in this article.
2. All issues to be voted on shall be decided by a simple majority of present voting members, proxies, and votes provided electronically to the Board of Directors except where otherwise stated in these bylaws.
3. Prior notice shall be provided to all members via an official communication to their email address of record at least one week in advance of any such vote.

Article IV - Board of Directors

Section 1 - Composition

1. The Board of Directors shall consist of at least three (3) but no more than seven (7) Board Members.
2. The exact number of Board Members shall be determined by the incumbent Board of Directors before the Annual Meeting, allowing enough time that proper notification to the Membership may be provided.
3. The Board of Directors shall consist of at least the following positions:
 - a. President
 - b. Treasurer
 - c. Secretary
4. Any Board Member that does not hold one of the above positions shall act in the role of General Board Member.
5. Each Board Member must be a CGW member in good standing.
6. Each Board Member shall serve a term of one year from the time of their election until the next election meeting for that role and a duly elected successor is trained.

Section 2 - Compensation

1. A Board Member shall not be remunerated for being or acting as an representative of CGW.
2. All Board Members shall serve without pay.
3. Conflicts of interest shall prevent Board Members from casting votes where such Board Members would profit or otherwise derive gain from such votes.

Section 3 - Responsibilities

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. This includes but is not restricted to:
 - a. ensuring that the organization files its annual report and any other documentation required to maintain legal status by state and federal law.
 - b. organizing and presiding over all meetings of the Membership, including the enforcement of any rules of meeting procedure as adopted by CGW.
 - c. signing any documents legally binding to CGW.
2. The Treasurer is responsible for monitoring and supervising all financial assets of CGW. This includes but is not restricted to:
 - a. keeping record of the organization's budget.
 - b. the collection of membership dues.
 - c. the payment of rent and utilities for any space leased by the CGW.

- d. the disbursement and reimbursement of funds authorized to be spent under the procedures detailed in these bylaws.
 - e. filing taxes.
 - f. rendering reports and accountings as required or requested.
3. The Secretary is responsible for creating and maintaining records regarding the affairs of CGW. This includes but is not limited to:
 - a. keeping a Membership List that included up-to-date contact information for all members.
 - b. coordinating with the Treasurer to ensure that all members on the list are in good standing.
 - c. taking accurate and impartial meeting minutes and notes.
 - d. recording the results of all elections and votes.
 - e. making the aforementioned information available to the Membership in a timely manner.
4. General Board Members may participate in Board Meetings and associated business, with equivalent voting rights to the aforementioned Board Members, and may assist in other Board Member duties as needed.

Section 4 - Authority

1. The Board can make decisions and policies regarding costs, operations, and other business considered routine for the function of the organization as well as decisions regarding member conduct and the enforcement of policies laid out in these bylaws.
2. Routine business shall be defined as:
 - a. any single expenditure less than \$100
 - b. any recurring expenditure that totals less than \$250 in a twelve-month period
 - c. disposal or removal of any single piece of CGW property with a fair market value of less than \$100
3. The Board may approve emergency expenses if such an expense does not meet the definition of routine business but is deemed necessary to preserve life or property and does not allow enough time for a potential vote of the Membership.
 - a. In this case, the Board may approve an expense without previously consulting the Membership.
 - b. The Board must inform the Membership as soon as is practical but not more than 72 hours after committing to the expense.
4. The Board shall make their meeting agendas and results of decisions known to the Membership.
5. A quorum of three-quarters ($\frac{3}{4}$) of all or three (3) total Board Members, whichever is greater, is required to vote on any Board decision. The decision shall pass with a simple majority except where otherwise stated in these bylaws.
6. The Membership may appeal Board decisions per the following procedure:
 - a. One-quarter ($\frac{1}{4}$) of the Membership must request an appeal at least one week prior to an official meeting.

- b. A vote to overturn will be carried out according to the Voting procedure in these bylaws. A member may cast a vote 'To Overturn the board decision' or 'To Keep the board decision'.
 - c. If the appeal is passed, the decision is overturned. Otherwise, the decision stands.
- 7. The President, Treasurer, and Secretary may appoint standing committees, consisting of CGW members in good standing, as necessary to assist them in their responsibilities.
 - a. Appointment to such a committee is subject to a veto by a majority of the Board.
 - b. A member serving on such a committee is not entitled to compensation, nor a vote on board matters.

Section 5 - Election

1. Elections for Board Members shall take place at the Annual Meeting.
2. Each Board Member shall be elected by the procedure for Voting in these bylaws.
3. Each member present shall be given an opportunity to be a candidate for each Board Member position.
4. Any Member has the right to nominate any member for the Board of Directors.
5. If there is more than one candidate for a single Board Member position, the candidate who obtains the highest number votes from Voting shall be elected.
6. If there are no candidates for a Board Member position, the outgoing Board Member may, if eligible, elect to serve another term or select any willing member to serve in that position.

Section 6 - Resignation and Removal

1. A Board Member may resign their position at any time by giving written notice to the other Board Members.
 - a. Any resignation shall take effect on receipt of notice or at any later time specified by that notice.
 - b. Unless otherwise specified in the resignation notice, the acceptance of the resignation shall not be necessary to make it effective.
2. Any Board Member may be removed from their role by a Vote of No Confidence per the following procedure:
 - a. One-quarter ($\frac{1}{4}$) of the Membership must request a Vote of No Confidence be called at least one week prior to an official meeting.
 - b. The Vote of No Confidence will be carried out according to the Voting procedure in these bylaws. A member may cast a vote 'To Remove the board member' or 'To Keep the board member'.
 - c. If the Vote of No Confidence is passed, the Board Member is removed from their role. Otherwise, the Board Member remains.
3. A vacancy on the Board of Directors for any reason shall be filled in the same manner as these bylaws provide for Election at the next annual, regular, or special meeting where proper notice can be provided.
 - a. The replacement Board Member's term shall last until new Board Members are elected

at the next annual meeting.

Article V - Amendments

Section 1 - Proposal

1. Proposed amendments to these bylaws may be submitted by any member at least one week prior to an official meeting.

Section 2 - Adoption

1. A vote on proposed amendments shall be carried out according to the current Voting procedure defined in these bylaws.
2. An amendment shall be adopted if passed by a two-thirds ($\frac{2}{3}$) majority of all votes cast.

Article VI - Certification

1. The above bylaws are hereby adopted and made immediately effective by affirmative vote of the Membership.

Signed: _____

Date: _____

Print: _____

Title: _____