

Article 1: General

Section 1.1: Name

The name of this corporation shall be Great Lakes Makers. Great Lakes Makers may also be referred to as GLM in this document.

Section 1.2: Mission

Empowering creativity through community.

Section 1.3: Non Profit Purposes

1. This corporation is organized as a non-profit corporation under the laws of the State of Michigan exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code.
2. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
3. No part of the earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.
4. "Upon the dissolution of the corporation, assets shall first be distributed to other non-profit makerspaces. Any assets that cannot be distributed to other non-profit makerspaces will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In witness whereof, we have hereunto subscribed our names this day of ____20__"

Article 2: Board of Directors

Section 2.1: Quorum, Majority, and Supermajority

1. A quorum of the board shall consist of seventy five percent of all board members.
2. Business may be heard, committees and individual board members may report, minutes may be taken, but no votes shall be made without quorum.

3. A majority is defined as fifty one percent of the quorum.
4. A supermajority is defined as as sixty five percent of quorum.
5. Board members who have completed our voting in absence procedures and have received official approval to vote in absence are counted as part of quorum.

Section 2.2: Board of Directors

The activities and affairs of Great Lakes Makers shall be overseen by the Board of Directors, subject to the provisions of the laws of the state of Michigan, the United States of America Great Lakes Makers' Articles of Incorporation and these by-laws.

Section 2.3: Composition

The Board of Directors shall consist of not below five persons and not above nine persons.

Section 2.4: Advisors

1. The board may choose to bring on advisors in areas it deems necessary. These advisors may be appointed by a majority vote of the board.
2. The number of advisers may not be greater than the number of board members.
3. The Board of Directors shall not be required to act on the advice of such advisers.

Section 2.5: Liability and Indemnification

Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. The Directors shall be indemnified by the corporation to the fullest extent permissible under the laws of the state of Michigan.

Section 2.6: Violations

1. Any director violating these bylaws or any documents governing members, directors and officers that are ratified by the board or amendments ratified by all members in the annual meeting will be subject to a hearing in front of the remaining members of the Board of Directors and possible subsequent disciplinary action determined by a supermajority vote of the board or dismissal by a supermajority vote of the board.
2. The board will conduct this hearing in accordance with these by-laws and any documents governing members, directors, and officers that have been ratified by the board.
3. Anyone convicted of a felony while serving as a board member will automatically be terminated as a board member.

Section 2.7: Nominations

1. The sitting Board will provide a list of qualifications necessary for candidates to fill any open seats or to be considered for expiring terms. Qualifications shall not be so restrictive as to define a specific individual.
2. The members may nominate one person per position, an outgoing board member in good standing may nominate one person for their position, and the remainder of the board may nominate one person per position.

3. All nominees are required to submit a letter of intent.
4. No nominee will be elected without a letter of intent. This is to insure that a nominee is willing to assume the responsibilities of the position they are nominated for should they be elected.

Section 2.8: Terms and Elections

1. The Board shall be elected every two years at the annual meeting in by a supermajority of the members..
2. A board members term will expire two years after their election. After serving 2 consecutive terms, a board member must pass a re-evaluation by the remainder of the board in order to be eligible for re-nomination.
3. Any partial terms that are served to fulfill a vacancy outside of the annual election will not count towards the two term limit for evaluation.
4. Normal board elections elections shall not take place in a year when normal officer elections take place. Special elections for board members may happen in any year provided that normal elections are more than three months in the future.

Section 2.9: Vacancies

1. Any director may resign at any time by written notice to or email to (the official GLM email address) of the president or secretary of GLM's Board of Directors.
2. A resignation is effective when the notice is delivered unless the notice specifies a future date.
3. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.
4. In the event that an director resigns, the membership shall elect a replacement director using the board member voting procedures defined in Article 2, section 2.8.
5. The replacement board member's term shall last until new directors are elected at the next Annual Meeting.
6. This process will also apply to board members asked to step down by the board as outlined in article 2, section 2.5.

Section 2.10: Conflict of Interest

1. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will disclose to the board the potential conflict.
2. If the board determines there is a conflict of interest or the board member in good conscience cannot vote the board will excuse the board member from voting on said item

Article 3: Officers

Section 3.1: Officer Positions

1. The board may create officer positions that perform regular management of the corporation.
2. Minimum compensation and core responsibilities of officer positions will be decided by the board in accordance with the laws of the United States of America and the State of Michigan.
3. The board must create officer positions that fulfill the roles and of President, Secretary, and Treasurer.
4. All positions may be referred to by any names that the board chooses.
5. The board will consider member suggestions for new positions or changes to current positions so long as they are received six months in advance of an annual meeting.

Section 3.2: Announcing Planned Officer Openings

1. The Board of Directors will publish a list of any planned officer openings, along with any qualifications necessary for candidates to be considered.
2. This list will be made available to members and to the public no later than three months before the annual election.
3. Qualifications shall not be so restrictive as to define a specific individual.

Section 3.3: Hiring Officers

1. Members may vote on hiring officer candidates that are set before them by the board of directors.
2. The membership' will vote for their first and second choice for each officer position. These votes will be a majority vote.
3. The candidate voted first choice will receive an offer of a contract. If they decline, the board will offer the contract to the second choice.
4. Normal elections for officers may not be held in the same year a normal election for Board Members is held.

Section 3.5: Officer Contracts

1. Contracts for officers shall be for two years.
2. All officers will be subject to these bylaws and any documents governing members, directors, and/or officers that have been ratified by the board while in contract.

Section 3.6: Separation of Roles

1. No officer may hold a position on the board of directors while in contract as an officer.
2. Any person serving the role of President, Secretary, or Treasurer may not hold another officer position while in contract.

Section 3.7: Vacancies

1. If an officer has resigned or If an officer's contract has been terminated before it is finished, the board of directors shall publish the vacancy along with any qualifications necessary for candidates to be considered.

2. The board shall also call a special meeting of the membership to select new officers if the annual meeting in which the membership would select new officer candidates is more than three months in the future.

3.8: Violations

1. Any officer violating these bylaws or any documents governing members, directors and officers that have been ratified by the board or amendments ratified by all members in the annual meeting will be subject to a hearing in front of the Board of Directors and possible subsequent disciplinary action determined by a supermajority vote of the board or termination by a supermajority vote of the board.
2. The board will conduct this hearing in accordance with these by-laws and any documents governing members, directors and officers that have been ratified by the board or amendments ratified by all members in the annual meeting.
3. Anyone convicted of a felony while serving as an officer will automatically have their contract terminated.

Section 3.9: Quorum

1. A quorum of officers shall consist of seventy five percent of all officers.
2. Business may be heard, committees and officers may report, minutes may be taken, but no votes shall be made without quorum.
3. A majority is defined as fifty one percent of the quorum.
4. A supermajority is defined as as sixty five percent of quorum.
5. Officers who have completed our voting in absence procedures and have received official approval to vote in absence are counted as part of quorum.

Article 4: Members

Section 4.1: Definition

A member is defined as anyone eighteen and above who has agreed to abide by all governing documents of GLM and pays the required dues for the membership they select.

Section 4.2: Nominating Board Members

A majority of members may nominate a candidate for the board of directors as outlined in Article 2.

Section 4.3: Electing Board Members

Members may vote in the election of a candidate to the board of directors as outlined in Article 2

Section 4.4: Electing Officers

Members may select candidates for officer level positions as outlined in Article 3

Section 4.5: Calling Special Meetings

1. A supermajority of members may require the Board to call a special meeting with attendance open to all members.
2. If the requirements to call a special meeting have been met, the board of directors will make the date of and agenda for the meeting available to all members no later than 2 weeks in advance.

Section 4.6: Corporate Account Memberships

1. Members who are part of a corporate account must designate a single representative to vote for their entire Group Account.
2. A Group Account will email the name of the chosen representative to the Secretary and President of the board of directors one month in advance for normal elections and at least twenty four hours in advance for a special election.
3. This email must come from the primary email account registered to the Group or Corporate account in our records at the time the vote is called.

Section 4.7: Family Memberships

1. Members over eighteen listed on a family account are each considered members according to Article 4, Section 4.1, even if only one person on the family account has paid dues.

Article 5: Incorporators

Section 5.1: Initial Voting

For purposes of these bylaws, all persons listed as initial incorporators on the Articles of Incorporation shall be considered the initial voting members.

Section 5.2: Separation of Roles

1. An incorporator is allowed to hold both a seat on the board and an officer position until the 2020 annual meeting.
2. After that time, no sitting board member may hold an officer position and no officer may hold a seat on the board of directors while in contract.

Section 5.3: Incorporators as Officers

1. Incorporators may hold an officer position without being offered or accepting a contract until the 2020 annual meeting.
2. If an incorporator is holding an officer position, they must open that position up to the application process stated in article 3 on or by the 2020 annual meeting.

Section 5.4: Incorporators as Members

Incorporators will be considered members as long as they abide by these by-laws and any documents governing members, directors and officers that have been ratified by the board. Incorporators are not required to pay dues but may select to do so.

Article 6: Meetings

Section 6.1: Annual Meeting of the Membership

1. The Board of Directors shall hold an annual meeting of the membership in the third week of May of each year.
2. The annual meeting is of all sitting board members, officers in contract, and all members.
3. The board will release the date and time of the meeting no later than three months before the meeting.
4. Board members and officers are required to attend this meeting and must submit any request for absence from this meeting to the chair and secretary of the board, and receive approval for the absence. Board members must submit this request in written form, either electronically or physically.
5. Board members, officers, and members who have extenuating circumstances which would prevent them from physically attending the annual meeting may apply to the board of directors for remote access.
6. Planned absences must be submitted no later than two months in advance of the annual meeting.
7. Emergency absences may be submitted at any time before the annual meeting and up to one month afterward.
8. If an absence is approved by the board of directors, the person who submitted the request shall be allowed either to (1) attend the meeting by telephone or video connection or (2) if they have specified they cannot remote into the meeting will be able to vote on any items set for the agenda of the annual meeting prior to the date of the annual meeting, but will not be able to vote on new business that is brought forth in the annual meeting. They will be able to submit this vote in written form, either electronically or physically.
9. Quorum for members for this meeting is sixty percent of all members.

Section 6.2: Meetings of the Board

1. Other meetings, including normal meetings of the board will be set from time to time as they see fit, with the exception of special meetings.
2. Board members may not miss more than twenty five percent of normal meetings without special approval from the board.
3. Board members must submit notice of any absence to the chair and secretary of the board in accordance with these by-laws and any documents governing members, directors and officers that have been ratified by the board.
4. Special meetings of the board of directors may be called by the chairperson and secretary of the board, a supermajority of the board, or a supermajority of members or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board.

- a. Absence of a board member at a special meeting will not count as an absence under Article 6, Section 6.2.

Section 6.3: Meetings of Officers

1. Other meetings of officers will be set as they see fit, with the exception of special meetings and any meetings of officers called by the board.
2. Officers may set their own meeting attendance policy with the exception of any meetings where the Board specifically requires officers to attend.
3. If an officer needs to request an absence from a meeting where their attendance is required by the board they shall do so in accordance with these by-laws and any documents governing members, directors and officers that have been ratified by the board or amendments ratified by all members in the annual meeting.

Article 7: Committees

Section 7.1 Board Committees

1. The board may form committees.
2. Committees of the board shall be governed by the same rules as the board of directors.
3. The Board reserves the right to create, dissolve or alter committees.
4. Committees must act in accordance with these by-laws and any documents governing members, directors and officers that have been ratified by the Board or amendments ratified by all members in the annual meeting.

Section 7.2 Officer Committees

1. Officers may form committees.
2. These committees will be subject to any by-laws governing committees, any provisions the Board of Directors may make regarding officer committees and any documents governing members, directors and officers that have been ratified by the Board or amendments ratified by all members in the annual meeting. .

Article 8: Amendments

Section 8.1: Proposing Amendments

1. The Board of Directors may propose an amendment to the bylaws
2. A member may propose an amendment to the Bylaws upon collecting the signatures of 25% percent of the voting membership, in favor of the proposed amendment.
3. Members may propose amendments by submitting them in writing, either physically or electronically, with rationale, to the Secretary of the Board for consideration by the Board of Directors.

Section 8.2: Ratifying Amendments

1. Amendments will be ratified by a supermajority vote of all board members, officers and members.

2. Amendments that have been proposed will be ratified during the annual meeting, unless the requirements have been met to call a special meeting open to all members, directors, and officers as specified in Article 4, section 4.5.

Article 9: Suspension of Individual Articles

Section 9.1:

Individual articles may be suspended from time to time by a supermajority vote of all officers and all Board members.

Section 9.2: Limitations

1. Suspensions of articles shall not last for more than three months without calling a special meeting of all members.
2. The annual meeting shall serve as this meeting if it falls within a month of the end of the three month period that the article suspension would normally be valid, in this case only, the suspension would remain valid until the annual meeting.

Section 9.3: Exceptions

Articles eight and nine may not be suspended

Article 10: Record

Section 10.1: Required Records

The corporation shall keep the following at its principal office:

1. Minutes of all special, annual, committee, board member, and officer meetings, will indicate the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
3. A record of its members, if any, indicating their names and addresses and the termination date of any membership;
4. A physical copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 10.2: Viewing Records

1. Board Members, officers, members, and others required by law or permitted by the officers functioning as president and secretary may request records via an online or physical request form.
2. Records may be delivered digitally unless otherwise noted.
3. Records may be printed for a reasonable fee if requested on the records request form.

4. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.
5. Members will have the right to make inspection of common areas during the normal business hours of officers. If a member wishes to see an area normally locked, they may request an appointment to be escorted by an officer during the normal business hours of officers.