

# 1. Prohibit Felons from Serving as Directors and Officers

**Sponsor:** Andrew LeCody

Update **Section 2.1 Board of Directors:**

The Board shall consist of five (5) elected persons who:

1. are members in good standing,
2. of the age of majority in the state of Texas,
3. and have not been convicted of, or pleaded "guilty" or "no contest" to, any felonies in the past 25 years.

Update **Section 3.1 Officers:**

1. The Board of Directors may appoint by resolution Officers that perform regular management of the corporation.
2. The President shall not also be appointed as Secretary.
3. The duties ~~performed~~ performed by officers will be determined by the Board of Directors.
4. Officers must:
  1. be members in good standing.
  2. of the age of majority in the state of Texas.
  3. and not have been convicted of, or pleaded "guilty " or "no contest" to, any felonies in the past 25 years.

## 2. Officer Terms

**Sponsor:** Erik Smith, Dallas Makerspace Secretary

Update **Section 2.3 Annual Meeting:**

The Annual Meeting of the Board of Directors shall occur in the month of June at a place and time set by resolution of the Board of Directors.

Update **Article 3.3 Officer Terms:**

### **Article Section 3.3 Officer Terms**

1. Officers shall hold office until the sooner of:
  1. The next Annual Meeting of the Board of Directors;
  2. The position is resigned; or

3. The Officer is dismissed by the Board of Directors.
2. Resignations are effective upon fulfillment of all obligations to the date of withdrawal and should be given in writing to the Board of Directors.
3. Dismissals are effective immediately.

### 3. Officer Definitions

**Sponsor:** Erik Smith, Dallas Makerspace Secretary

Update **Section 3.1.2 Secretary:**

The Secretary shall be responsible for governance and perform such duties as the Board of Directors may delegate.

Update **Article 3.1.3 Other Officers:**

**Article Section 3.1.4 Other Officers**

The Board of Directors may appoint by resolution any number of Other Officers deemed necessary to conduct the business and affairs of the corporation.

Update **Article 3.2 Officer Titles:**

**Article Section 3.2 Officer Titles**

1. The Board of Directors may rename the position held by any Other Officer.
2. ~~Officers may rename the position held for the duration of his or her tenure, unless otherwise requested by the Board of Directors.~~
3. Any new title may not:
  1. Convey confusion with the responsibilities of the office; or
  2. Convey a conflict with other offices held.

Insert new **Section 3.1.3 Treasurer:**

The Treasurer shall be responsible for finances and perform such duties as the Board of Directors may delegate.

### 4. Officer Suspends

**Sponsor:** Erik Smith, Dallas Makerspace Secretary

Insert **Section 4.14 Suspension:**

1. A member may be temporarily suspended from the membership of the corporation by an Officer via procedures established by the Board of Directors.

2. Any person suspended from the corporation shall forfeit any and all dues already paid.
3. All rights of a member in the corporation shall cease for the duration of a suspension.

## 5. Director Vacancies, Director Terms, Meeting Requirements

**Sponsor:** Erik Smith, Dallas Makerspace Secretary

*If passed, this amendment shall prevail against any other amendments that add, change, or remove language from sections within its scope*

Update **Section 2.1 Board of Directors:**

3. The Board shall be elected at the Annual Member Meeting by a quorum of the members and their proxies. Their term of office shall be until the next Annual Member Meeting.

Update **Section 2.2 Vacancies of Office:**

1. A Director may resign by giving written notice to any member of the Board of Directors.
2. A Director is also deemed to have resigned or is required to resign under any of the following provisions:
  1. Being absent from three Board meetings consecutively without the approval of the Board;
  2. Having failed to uphold a signed statement of intent;
  3. Removal by resolution in a Member Meeting in which there is a quorum of two-thirds of the voting members;
  4. Becoming of unsound mind; or
  5. Death.
3. In the event of a vacancy or vacancies, the Secretary shall schedule a Member Meeting no less than 30 and no more than 60 days from the date of vacancy to elect a replacement Director or Directors

*Strike* all sections in **Section 4.6 Membership Meetings:**

- **Section 4.6.1 Board Election Meeting**
- **Section 4.6.2 Regular Meeting**
- **Section 4.6.3 Special Meetings**
- **Section 4.6.4 Quorum for Meetings**

Insert *new* **Section 4.6 Membership Meetings:**

## **Section 4.6.1 Meeting Types**

### **Section 4.6.1.1 Annual Member Meeting**

1. The Annual Meeting shall be held during the month of April at a place and time set by resolution of the Board of Directors.
2. Directors shall be elected at the Annual Member Meeting.
3. Other Business may be conducted at the Annual Member Meeting, subject to the provisions for Member Meetings.

### **Section 4.6.1.2 Member Meeting**

1. A Member Meeting may be called by:
  1. a Resolution issued by the Board of Directors; or
  2. a petition submitted to and certified by the Secretary signed by not less than ten (10%) of the full voting membership or ten voting members (whichever is greater).
2. Member Meetings initiated by petition shall be scheduled by the Secretary no less than thirty (30) days and no more than sixty (60) days from certification, however the Secretary may schedule the meeting earlier than 30 days provided that notification requirements are met.

## **Section 4.6.2 Membership Meeting Processes**

All Membership Meetings that conduct business must adhere to these conditions.

### **Section 4.6.2.1 Valid Meeting Purposes**

Member meetings may conduct the following functions:

1. The Annual Member Meeting; or
2. Removing Directors; or
3. Electing Directors in the event of a vacancy; or
4. Amending the Bylaws.

### **Section 4.6.2.2 Notification Requirements**

1. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, date, time and purpose or purposes for which the ~~special~~ Membership Meeting is called, shall be delivered not less than ten (10) days before the date of the meeting. This notice shall be given to each member entitled to vote at such meeting by the Secretary, and only matters that are contained in this notification shall be considered.

2. A notice of any membership meeting in which the Board of Directors are to be elected must also state the names of each nominee or candidate for election.
3. Voting members may be notified of Member Meetings via means allowed under Texas law following procedures determined by resolution of the Board of Directors.
4. The Secretary may require members in good standing calling for Member Meetings via petition to pay the costs of notification prior to scheduling such a meeting.

#### **Section 4.6.2.3 Board Election Procedures**

Any meeting that is held for the purpose of electing Directors to the Board of Directors shall adhere to these rules

1. Election of the Board of Directors shall be first by nomination, and then by final vote.
2. Members who are nominated for the Board of Directors must disclose any potential conflict of interest to all members before binding votes are cast.
3. A member of the Board of Directors shall not hold a term of office for more than one year without being elected for each year the office is held.
4. Each candidate must provide a signed letter of intent prior to election.
5. Only members in good standing shall elect or be elected to the Board of Directors.
6. Each member in good standing shall submit a single vote that identifies no more than the number of Directors considered for election.
7. A single vote to elect multiple candidates cannot list the same candidate more than once.
8. Each candidate to receive the highest number of single votes shall be considered elected.

#### **Section 4.6.2.4 Quorum for Meetings**

At any meeting of the members, a quorum shall consist of one-third of the voting members of the corporation represented in person or by proxy unless otherwise specified in these bylaws. Except as otherwise provided by provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### **Update Article 13 - Amendments to Bylaws:**

- ~~1. The Board of Directors is responsible for proposing amendments to the Bylaws.~~
- ~~2. Members in good standing may propose amendments by submitting them in writing, with rationale, to the Secretary for consideration by the Board of Directors.~~
3. Amendments to the Bylaws may be proposed via

1. resolution of the Board of Directors; or
2. a petition submitted to and certified by the Secretary signed by not less than ten (10%) of the full voting membership or ten voting members (whichever is greater).
4. ~~Any member in good standing may propose an amendment to the Bylaws upon collecting the signatures of 10 voting members or 10% percent of the voting membership, whichever is larger, in favor of the proposed amendment.~~
5. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any Annual Member Meeting, or Member Meeting in which there is a quorum of two-thirds of the voting members.
6. ~~Notification of the general membership of an upcoming vote shall be made at least ten (10) days prior to the scheduled date of the subject vote.~~