

# Citrus MakerSpace Bylaws

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## Article I - General Matters

### Section 1.1 Name

The name of this entity shall be Citrus MakerSpace.

### Section 1.2 Non-Profit Purposes

1. This entity is established as a registered DBA under the Business Center for Citrus County, a non-profit entity under the laws of the State of Florida 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 entity shall not carry on any activities not permitted to be carried on by a entity exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or by an entity, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.
3. No part of the earnings of this entity shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the entity 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 entity.

### Section 1.3 Principal Office

The principal office of the entity is located in Citrus County, Florida.

### Section 1.4 Change of Address

The designation of the county or state of the entity's principal office may be changed by the Board of Directors by filing a 'Change of Registered Office' form with the office of the Secretary of State. Such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

### Section 1.5 Other Offices

The entity may also have offices at such other places where it is qualified to do business, as its business and actives may require, and the Board of Directors may, from time to time, designate.

## **Article 2 - Board of Directors**

### Section 2.1 Board of Directors

1. The Board shall consist of five (5) persons who are members in good standing with no limit to the number of appointed advisers

2. The Chair of the Board shall be a member of the Board of Directors of the Business Center for Citrus County.
3. The Chair will appoint all officers.
4. Advisers are non-voting members who are appointed to the board and who will act in an advisory capacity. The Board of Directors shall not be required to accept the advice of such advisers.
5. Directors shall not be personally liable for the debts, liabilities, or other obligations of the entity.
6. The Directors shall be indemnified by the entity to the fullest extent permissible.

## 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 the following provisions:
3. Being absent from three Board meetings consecutively without the approval of the Board;
4. Having failed to uphold a signed statement of intent;
5. Removal by resolution in a general membership meeting, in which there is a quorum of two-thirds of the voting members;
6. Becoming of unsound mind; or
7. Death.

## Section 2.3 Annual Meeting

The annual meeting of the Board of Directors shall be conducted at a place and time set by the Chair.

## Section 2.4 Special Meetings

1. The Board of Directors may hold special meetings as needed at a time and place set by resolution of the Board of Directors.
2. Notice for a particular special meeting can be waived if all Directors are present and at the start of the special meeting the Directors unanimously vote to waive such notification. Otherwise, no business shall be considered by the Board of Directors and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

## Section 2.5 Quorum for Meetings

1. A quorum shall consist of three-fifths of the Board of Directors represented in person, or with consensus, by a secured and authenticated real time medium, provided that access to this medium is presently available and accessible to all members of the board.
2. Except as otherwise provided by these Bylaws or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not available, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

## Section 2.6 Conduct of Meetings

1. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board.
2. The Secretary of the Board will be chosen by consensus of the Board to record and provide meeting minutes of the Board.

## Section 2.7 Majority Action as Board Action

Every act or decision done or made by a majority of the Directors available at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Inentity, the Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a meeting by the board.

## Section 2.8 Committees

1. The entity shall have such committees as may from time to time be designated by a quorum of Directors.
2. These committees may consist of persons who are not members and shall act in an advisory capacity.
3. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with guidelines given by the Board of Directors.
4. Each committee will have a chairperson, appointed by the Board of Directors.

## Section 2.9 Conflict of Interest

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 offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

# **Article 3 - Officers**

## Section 3.1 Offices

1. The Board of Directors may appoint by resolution officers that perform regular management of the entity.
2. The Chairperson shall not also be appointed as Secretary.
3. The duties performed by officers will be determined by the Board of Directors.

### Section 3.1.1 Chairperson

The Chairperson shall perform such duties as the Board of Directors may delegate.

## Section 3.1.2 Secretary

The Secretary shall perform such duties as the Chairperson or the Board of Directors may delegate.

## Article 3.1.3 Other Officers

1. The Board of Directors may appoint by resolution any number of other officers deemed necessary to conduct the business and affairs of the entity.
2. Any member in good standing shall be qualified to be appointed as an officer of the entity.

## Article 3.2 Officer Titles

1. The Board of Directors may rename the position held by any 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.

## Article 3.3 Officer Terms

1. Officers shall hold office until:
  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.

## **Article 4 - Members**

### Section 4.1 Determination of Membership

1. The entity shall initially have only supporting and regular member classes.
2. Supporting members are not permitted to vote in either the member meeting or in the annual election.
3. No member shall hold more than one membership in the entity.

(\*\*4.1.2 changed by vote March 2017)

### Section 4.2 Eligibility of Membership

Membership shall be open to any natural person not suspended or expelled from the entity under the terms of these Bylaws, or otherwise disqualified by the terms of these Bylaws.

### Section 4.3 Admission of Members

1. An applicant shall be admitted as a supporting member so long as their dues are paid in full.
2. An applicant shall only be admitted or renewed as a regular member after their membership application is approved by the appropriate policies as defined in the Standing Rules.
3. A supporting member will be subject to policies set forth by the Board of Directors.

### Section 4.4 Dues

#### **Section 4.4.1 Monthly Membership Dues**

All members shall pay monthly dues in advance, of such amount as may be set by a quorum of the Board of Directors.

#### **Section 4.4.2 Notification of Dues**

All membership dues shall be payable by the date determined by a quorum of the Board of Directors.

### Section 4.5 Membership Rights and Privileges

1. Any regular member whose dues are paid in full, is not on probation, is not a supporting member, and who has not resigned, been suspended or has not been expelled shall be considered a member in good standing. Only members in good standing shall be entitled to the rights and privileges of full membership.
2. Members in good standing shall be entitled to one vote in all elections and special voting events as determined by the Board of Directors. Except as expressly provided in or authorized by the Articles of Inentity, these Bylaws, or provisions of law, all membership in good standing shall have the same rights, privileges, restrictions and conditions.
3. Every regular member shall have the right at any reasonable time to inspect the physical properties of the entity.

### Section 4.6 Membership Meetings

#### **Section 4.6.1 Regular Meeting**

Regular meetings of the membership shall be held at a time and place chosen by resolution of the Board of Directors.

#### **Section 4.6.4 Quorum for Meetings**

At any meeting of the members, a quorum shall consist of one-third of the voting members of the entity represented in person or by proxy. 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.

## Section 4.7 Majority Action as Membership Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Inentity, these Bylaws, or provisions of law require a greater number.

## Section 4.8 Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact in accordance with the requirements of law.

## Section 4.9 Non-Liability of Members

The members of this entity shall not be personally liable for the debts, liabilities, or obligations of the entity.

## Section 4.10 Indemnification by Entity of Members

The members of the entity shall be indemnified by the entity to the fullest extent permissible under the laws of this state.

## Section 4.11 Non-Transferability of Membership

1. No member may transfer a membership or any right arising therefrom.
2. All rights of membership cease upon the member's death.

## Section 4.12 Voluntary Resignation

1. A member may withdraw from membership by providing documented notice of resignation to an officer or director of the entity.

2. All rights, benefits, privileges, and the interests of a member in the entity cease on termination of membership.
3. Resignations are effective upon fulfillment of all obligations to the date of withdrawal.

## Section 4.13 Expulsion

1. A member shall be expelled from the membership of the entity for a period set by resolution of the Board of Directors after providing the member with reasonable written notice and an opportunity to be heard by the Board of Directors either orally or in writing, and upon a determination by the Board of Directors that the member engaged in conduct materially and seriously prejudicial to the interests or purposes of the entity.
2. Any person expelled from the entity shall forfeit any and all dues already paid.
3. All rights of a member in the entity shall cease on termination of membership as herein provided.

## **Article 5 - Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may by resolution authorize the purchase and maintenance of insurance on behalf of any agent of the entity (including Directors, officers, members, employees or other agents of the entity) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the entity would have the power to indemnify the agent against such liability under these Bylaws or provisions of law.

## **Article 6 - Indemnification**

1. By resolution of the Board of Directors, the entity may indemnify any person who was or is a party or is threatened to be made a

party to any potential, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a Director, officer, member, employee or agent of another entity, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and necessarily incurred by them in connection with such action, suit or proceeding so long as they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of the entity, with reasonable cause to believe their conduct was not unlawful, and they were not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not to be opposed to, the best interests of the entity, and with respect to any criminal proceeding, had reasonable cause to believe that their conduct was not unlawful.

## **Article 7 - Fiscal Matters**

### Section 7.1 General

The entity may use its funds only to accomplish the purposes specified by these Bylaws.

### Section 7.2 Fiscal Year

The fiscal year of the entity commences on the first day of January and ends on the last day of December.

### Section 7.3 Purchasing Authority

No member of the entity shall be authorized to make purchases in the name of the entity except as directed by the Board of Directors.

## Section 7.4 Deposits

All funds of the entity will be deposited from time to time to the credit of the entity in such banks, trust companies or other depositories as the Board of Directors may select.

## Section 7.5 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, these Bylaws or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the entity in excess of an amount as set from time to time by the Board of Directors shall be signed by the Treasurer and countersigned by the Chairperson of the entity except that the Treasurer shall be permitted to pay for routine, regularly occurring expenses as approved by the Board of Directors.

## Section 7.6 Gifts and Donations

The Board of Directors may accept on behalf of the entity any gift, donation, bequest, or device for the nonprofit purposes of this entity.

## Section 7.7 Material Property

1. Material property that may be obtained from time to time by the entity in its name will be controlled and the responsibility of the entity Chairperson or other personnel so designated by the Board of Directors.
2. All such material property shall be used only for the benefit of the entity and shall not be used for the personal benefit or gain of the appointed caretaker or any third party. No material property of the entity may be given to, loaned or placed in the possession of a third party without the expressed permission of the Board of Directors.

## Section 7.8 Dissolution

1. In the event of the liquidation or dissolution of the entity, whether voluntarily or involuntarily, no member will be entitled to any distribution or division of its remaining property nor its proceeds.
2. The balance of all money and other property received by the entity from any source, after the payment of all debts and obligation of the entity, will be distributed in accordance with Section 501(c) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they be hereafter amended from time to time.

## **Article 8 - Corporate Books, Records and Reports**

### Section 8.1 Books, Records and Reports

The entity shall keep all corporate books, records and reports at its principal office or other secured locations as allowed..

### Section 8.2 Inspection of Documents

1. The entity shall make all books and records of the entity available for inspection by any interested party for any proper purpose at any reasonable time by submitting a written request to the Secretary of the entity.
2. The request shall state the purpose for which the inspection is requested.
3. The books and records shall be made available for inspection within a reasonable time after the request is received by the Secretary.
4. Inspection of corporate books or records for purposes of soliciting business shall not be considered a proper purpose and in no case shall members' contact information be made available for inspection except by consent of the member or as required by the Articles of Inentity, these Bylaws or provisions of law.

## Section 8.3 Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

## Section 8.4 Maintenance of Corporate Books and Records

The entity shall keep at its principal office:

1. Minutes of all meetings of Directors, officers, the membership and committees, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present, or if a membership meeting then the names of the officers present and the number of members present, and the proceedings thereof;
2. Adequate and correct books and 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 indicating their names, addresses, and if applicable, their phone numbers, email addresses and the termination date of any membership; and
4. A copy of the entity's Bylaws as amended to date.

## Section 8.5 Periodic Report

The Board of Directors shall cause any annual or periodic report required under the Articles of Inentity, these Bylaws, or provisions of law to be prepared and delivered to an office of this state or to the members of this entity, to be so prepared and delivered within the time limits set by law.

# **Article 9 - Corporate Seal and Emblem**

1. The Board of Directors may adopt, use, and at will alter, a corporate seal and/or emblem.
2. The seal shall be kept secured by the Secretary of the entity.
3. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.
4. The emblem may be used under guidelines established by the Board of Directors.

## **Article 10 - Waiver of Notice**

Whenever any notice or notification is required to be given under the Articles of Inentity, these Bylaws, or provisions of law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

## **Article 11 - Contracts and Instruments**

The Board of Directors may authorize any member in good standing, or agent of the entity to enter into any contract or execute and deliver any instrument in the name of and on behalf of the entity.

## **Article 12 - Parliamentary Authority and Construction**

1. Rules provisioned by policies set forth by the Board of Directors shall govern this entity in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## **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. 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.
4. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting, in which there is a quorum of two-thirds of the voting members.
5. 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.