

CORPORATE BYLAWS
OF
Berea Makerspace Inc.

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CORPORATE BYLAWS

OF

Berea Makerspace Inc.

Article 1---Organization

- 1.1 PRINCIPAL OFFICE. The principal office of the Corporation will be determined by the Board of Directors. Other offices may also be established at such places that the Board deems necessary for the conduct of business. A copy of these bylaws will be kept at the principal office. Our principal office is 116 Spring Circle Dr., Unit 3, Berea, KY 40403.
- 1.2 REGISTERED AGENT. The name and address of the Registered Agent is provided in the Articles of Incorporation that was filed with the Secretary of State. The Registered Agent may only be changed by filling out the appropriate paperwork with the Secretary of State. Each change of Registered Agent must be approved by the Board of Directors.
- 1.3 GOVERNING INSTRUMENTS. The Corporation will operate under the requirements set forth in its Articles of Incorporation and Bylaws. The Bylaws may be amended by the Board of Directors.

Article 2--- Purpose, Objectives, and Membership

- 2.1 CHARITABLE, EDUCATIONAL, RELIGIOUS AND SCIENTIFIC PURPOSES. The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation's specific purpose is: "Maintain makerspace for membership. To maintain workshop and equipment for community members."
- 2.2 INUREMENT OF INCOME. The income of the Corporation shall not be

distributed to or used for the benefit of its members, directors, officers or other persons except that the Corporation is authorized to pay reasonable compensation for services rendered.

- 2.3 LEGISLATIVE OR POLITICAL ACTIVITIES. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or dedicate a substantial part of its activities to propaganda or attempts to influence legislation.
- 2.4 OPERATIONAL LIMITATIONS. The Corporation shall not conduct or participate in any activities not permitted to be carried on by a tax-exempt 501(c)(3) corporation or by a corporation whose contributions are deductible under Section 170(c)(2) of the IRS code of 1954 or the corresponding provision of any future US Internal Revenue Law.
- 2.5 NONDISCRIMINATION POLICY. Unlawful discrimination, on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, will not be permitted or tolerated by the Corporation.
- 2.6 MEMBERSHIP. The Corporation will have members. Members can be removed for violations specified in the “Berea Makerspace Membership Rights and Responsibilities” document, the “Anti-Harassment Policy” document, or other documents or policies adopted by the membership. Members can also be removed by the Board of Directors.

Article 3---Board of Directors Meeting

- 3.1 MEETING LOCATION. Meetings shall be held at the Corporation’s principal place of business or at an alternate location chosen by the Board.
- 3.2 REGULAR MEETINGS. Regular Meetings shall be held at a date and time that is acceptable to the Board members and at a frequency that promotes the growth of the Corporation.
- 3.3 SPECIAL MEETINGS. Special meetings may be called at any time by any member of the Board of Directors. Notice of the meeting must be received by each Director at least 3 days before the meeting. The notice must include the agenda for the meeting along with the place and time of the

meeting.

- 3.4 REMOTE MEETINGS. When necessary or desired, the Board may elect to meet via conference call or any other means where all participants can hear each other. Decisions made at such meetings will have the same authority and power as a decision made at meetings where the participants were physically present.
- 3.5 ACTION WITHOUT A MEETING. Any action that may be taken at a regular or special meeting of the Board may be taken without a meeting if all members of the Board, in writing, consent to the action. All such actions will have the same authority and power as actions passed at meetings where the participants were physically present.
- 3.6 QUORUM. A majority of the members of the Board will constitute a quorum. A quorum is required for actions taken by the Board to be considered Board approved.

Article 4---Directors

- 4.1 AUTHORITY. The business and affairs of the Corporation shall be managed by a Board of Directors subject to any limitations in the Articles of Incorporation.
- 4.2 ELECTION. The members of the Board of Directors will be elected by the members of the Berea Makerspace at the time of the election. The Director will serve for the time specified at his or her election but for no less than one year. The details of the election process are maintained by the Board of Directors in a separate document entitled "Director Election Process".
- 4.3 NUMBER OF DIRECTORS. The number of Directors will be determined by the Board but will not be less than three. This number may be increased or decreased as needed by a vote of the Board. No decrease in the number of Directors may shorten the term of an incumbent Director.
- 4.4 BOARD COMPOSITION. If the Board has more than three members, at least 50% of the Directors must have been members of the Berea Makerspace in good standing at the time of their election.
- 4.5 RESIGNATION. At any time, a Director may resign by giving a letter of

resignation to the Secretary of the Corporation. The resignation will become effective immediately or at the date specified without a vote of the Board. A vote of a quorum of Directors will be required to remove a Director for cause.

4.6 VACANCIES. Vacancies on the Board will be filled by the standard process for electing Directors, specified in the “Director Election Process” document. Their initial term should end coinciding with an annual Board of Directors election.

4.7 COMPENSATION. Directors will serve on a voluntary basis and will not receive compensation for their services. Reimbursement of expenses incurred will be governed by the same mechanism that governs reimbursement for corporation members. A Director may be compensated for services provided to the Corporation if the director also serves in another position such as an officer, agent, or employee.

Article 5---Officers

5.1 NUMBER OF OFFICERS. The Corporation shall have at least a President and a Secretary. Other officers, along with titles and responsibilities, may be added by the Board of Directors. One person may be selected to serve in more than one position.

5.2 ELECTION. Officers’ election, length of term, and compensation is set by the Board.

5.3 REMOVAL AND RESIGNATION. An officer may be removed or resign at any time, with or without cause. Removal requires an action of the Board. Resignation requires that the officer submit a written notice of resignation to the Secretary.

5.4 PRESIDENT. The President serves as a representative of Berea Makerspace to the public, and in all functions where a President may be called for by law or any other outside requirements. The President is responsible for making sure that the corporation files its annual report, Kentucky charitable organization statements, and any other papers required to maintain legal nonprofit status by the law of Kentucky or Federal law. In the absence of a Treasurer, the President will also serve as the chief financial officer.

5.5 SECRETARY. The Secretary will be responsible for sending out notices for all meetings, keeping minutes for all meetings, and making available copies of meeting minutes at the registered location.

5.6 COMPENSATION. The Board of Directors will set the compensation for officers. No officer will be denied compensation due to the fact that they are also a Director.

Article 6---Authority to Execute

6.1 BINDING POWER. No officer, agent, or any other person or company has the right or power to bind the Corporation by pledge, agreement, contract, or any other means without the expressed written permission of the Board of Directors.

6.2 SIGNATORIES. With authorization from the Board of Directors, the President and Secretary will sign all documents, including all financial documents, that require the signature or endorsement of a corporate officer.

Article 7---Dissolution

Upon authorization from the Board of Directors to dissolve and after all liabilities of the Corporation have been addressed, the remaining assets of the Corporation may be disposed of exclusively for the purposes of the Corporation as the Board of Directors shall determine.

Article 8---Corporate Records

8.1 CORPORATE MINUTES. A record of all meetings of the Board of Directors will be kept at the principal place of business or at an alternate location chosen by the Board of Directors. The minutes shall include the date, time, location, names of attendees, purpose, and acts of each meeting.

8.2 FINANCIAL RECORDS. The chief financial officer will be responsible for maintaining accurate records of all corporate financial transactions. Industry acceptable accounting procedures are to be followed so that the

records may be used in the preparation of the Corporation's tax returns.

8.3 INSPECTION OF RECORDS. Corporate records and Bylaws are available for inspection by Directors and members.

8.4 FISCAL YEAR. The Board of Directors will determine the fiscal year of the Corporation based on the prevailing guidelines of the Internal Revenue Service.

Article 9---Indemnification and Insurance

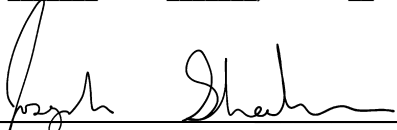
9.1 INDEMNIFICATION. The directors and officers will be indemnified to the fullest extent of the law by the Corporation. Any director or officer that is found to be negligent or guilty of misconduct will forfeit their indemnification.

9.2 INSURANCE. The Corporation shall have the power to purchase and maintain insurance for any agent of the Corporation including but not limited to directors, officers, and employees.

Article 10---Adoption

This is to certify that the foregoing is a true and correct copy of the Initial Bylaws duly adopted by undersigned Board of Directors.

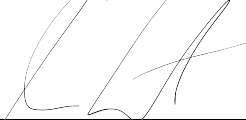
Date: 5-11, 2020



Joe Sheehan, Director



Meg Wilson, Director



Jess Estridge, Director



Brian Ramsay, Director



Leah Adams, Director



Ria Selvaggio, Director