

# Organization and Board

Founding documents, the Board of Directors, meeting summaries, committees and the compliance calendar.

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# Founding Documents

Articles, bylaws, IRS status and annual filings.

# Articles of Incorporation

Waukesha Makerspace Inc. is a Wisconsin nonstock (nonprofit) corporation. Its Articles of Incorporation were executed by the incorporator, Casey Kerr, on October 11, 2022. This page summarizes what the articles establish. The current copy (with an amendments and history log through November 22, 2024) is kept in the WMI Drive under Formation Documents.

This is a summary, not the full text. Addresses of individuals that appear in the filed articles are deliberately left out of this page.

## What the articles establish

| Article                         | What it says                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| I. Name                         | The corporation is named Waukesha Makerspace Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| II. Registered agent and office | Names the initial registered agent (Casey Kerr) and registered office.                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| III. Incorporator               | Casey Kerr is the incorporator.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| IV. Principal office            | Gives the principal office at the time of incorporation. That address is no longer used; see the history below.                                                                                                                                                                                                                                                                                                                                                                                                |
| V. Purpose                      | WMI is organized exclusively for charitable, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code. Its specific purpose: to improve our environment, community and individuals through the practical application of skills and technology in an encouraging, supportive and healthy environment, offering learning opportunities for young adults and adults with facilities that include 3D printers and woodworking, metalworking, leatherworking and electronics tools. |
| VI. Nonprofit nature            | No part of WMI's net earnings may benefit directors, officers, members or other private persons, except reasonable pay for services. On dissolution, assets go to one or more 501(c)(3) exempt purposes. WMI may not spend a substantial part of its activity on lobbying and may not take part in any political campaign for or against a candidate.                                                                                                                                                          |

| Article                                   | What it says                                                                                                                                                                                        |
|-------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| VII. Membership                           | The corporation has members. How members are admitted, and their rights and obligations, are set by the <b>Bylaws</b> .                                                                             |
| VIII. Board of Directors                  | The Board of Directors manages the corporation's affairs. The initial directors were Casey Kerr (Chair, Treasurer and Executive Director), Thomas Slater (Vice Chair) and Nancy Aycock (Secretary). |
| IX. Limitation of liability               | To the fullest extent the Wisconsin Nonstock Corporation Law allows, directors and officers are not personally liable to WMI or its members for money damages for breach of fiduciary duty.         |
| X. Amendments                             | The board may amend the articles, with member approval as specified in the bylaws and subject to the law.                                                                                           |
| XI. Amendments and organizational history | A running log of changes since incorporation (below).                                                                                                                                               |

# Amendment and history log

| Date       | Event                                                                                                          |
|------------|----------------------------------------------------------------------------------------------------------------|
| 2022-10-11 | Articles executed by the incorporator.                                                                         |
| 2022-11-09 | The IRS recognized WMI as a 501(c)(3) public charity (see <b>IRS 501(c)(3) Determination Letter and EIN</b> ). |
| 2023-10-20 | The incorporator's registered address changed.                                                                 |
| 2024-10-10 | The board nominated and approved Walter Meyer as a board member, effective immediately.                        |
| 2024-11-01 | The principal office moved to 2111 S West Ave, Unit 58, Waukesha, WI 53189.                                    |
| 2024-11-22 | Board Secretary Nancy Aycock resigned from the board.                                                          |

Board changes after 2024 are recorded in the board's minutes rather than in this log. For the current board, see **Organization Structure and Current Board**.

# Related pages

- **Bylaws**
- **IRS 501(c)(3) Determination Letter and EIN**
- **Annual Filings**

# Bylaws

This is the full text of the Bylaws of Waukesha Makerspace Inc., adopted November 22, 2024. The official copy is the signed PDF dated 2024-11-22 in the WMI Drive (Formation Documents). If this page and the signed PDF ever differ, the signed PDF governs.

An amendment is being prepared. Article IV, Section 2 caps the board at seven directors, but the board currently has nine (see **Board Seats, Designations and Succession**), and the officer list in Article IV, Section 3 names the 2024 office holders. The board is preparing a bylaws amendment to bring the text in line. This page will be updated once an amendment is adopted.

**Adopted on:** 11-22-2024 **State of Incorporation:** Wisconsin **Federal EIN:** 92-0650206 **IRS Determination as 501(c)(3):** November 9, 2022

## Article I: Name and Purpose

### Section 1. Name

The name of the organization is Waukesha Makerspace Inc.

### Section 2. Purpose

Waukesha Makerspace Inc seeks to improve our environment, community, and individuals through the practical application of skills and technology in an encouraging, supportive, and healthy environment. This organization operates exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

## Article II: Offices

# Section 1. Principal Office

The principal office is located at 2111 S West Ave Unit 58, Waukesha, WI 53189, or at such other place as the Board of Directors may determine.

## Article III: Membership

### Section 1. Eligibility

Membership is open to all individuals who support the mission and purposes of the organization.

### Section 2. Rights and Responsibilities

Members may access tools and participate in classes and events. No membership classes will have the right to vote or title or interest in or to the corporation, its properties, and franchises.

### Section 3. Classes of Membership

The Board may establish membership classes (e.g., full, family, student, honorary) and associated dues.

## Article IV: Board of Directors

### Section 1. Authority and Responsibility

The affairs of the organization shall be managed by the Board of Directors. The Board is responsible for overall policy, strategic direction, and fiduciary oversight.

### Section 2. Composition

The Board shall consist of no fewer than three (3) and no more than seven (7) Directors.

### Section 3. Officers

The officers shall be:

- Chair (Currently: Casey Kerr)
- Vice Chair (Currently: Thomas Slater)
- Secretary (Acting: Casey Kerr)
- Treasurer (Currently: Casey Kerr, dual role)
- Board Member (Elected: Walter Meyer on 10/10/2024)

## Section 4. Election and Term

Board members shall be elected by the existing Board and serve staggered terms of two (2) years. Terms are renewable.

## Section 5. Vacancies

Vacancies may be filled by a majority vote of the remaining Directors.

## Section 6. Meetings

The Board shall meet at least twice a year or quarterly as the Board deems fit. Special meetings may be called by the Chair or any two Directors.

## Section 7. Quorum

A quorum shall consist of a majority of the current Board.

## Section 8. Voting

Each Director has one vote. Decisions are made by majority vote unless otherwise specified. In the event of a tie or hung decision, the matter may be deferred for future discussion or resolved using a method approved by a majority of the non-conflicted Board members. If the tie persists, the Chair (President) shall have the power to cast the deciding vote. If the Chair is absent or unable to act, the Treasurer shall have this power.

## Section 9. Removal

A Director may be removed with cause by a two-thirds vote of the Board.

# Article V: Officers and Duties

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

## Section 1. Chair

Presides over Board meetings, sets agendas, and represents the organization.

## Section 2. Vice Chair

Assists the Chair and assumes responsibilities in their absence.

## Section 3. Secretary

Maintains records, including meeting minutes and organizational documents.

## Section 4. Treasurer

Oversees financial affairs, maintains financial records, and reports to the Board.

# Article VI: Committees

The Board may establish standing or ad hoc committees as needed (e.g., finance, programming, facilities).

# Article VII: Fiscal Year

The fiscal year shall be January 1 to December 31.

# Article VIII: Financial Provisions

# Section 1. Prohibition Against Private Inurement

No part of the net earnings shall benefit any private individual. Reasonable compensation for services is allowed.

# Section 2. Dissolution

Upon dissolution, remaining assets shall be distributed to one or more 501(c)(3) nonprofits with similar missions or divided amongst the current members of the organization at the discretion of the Board of Directors. Assets may be distributed to a Board member only upon majority approval of the Board.

# Section 3. Board Member Compensation

Directors shall receive no compensation for carrying out their duties as Directors. However, they may be reimbursed for reasonable expenses incurred in conjunction with carrying out Board responsibilities, such as travel to attend Board meetings, at the discretion of the Board. Directors are not restricted from receiving fair and reasonable compensation for professional services provided to the corporation, provided that such compensation is reviewed and approved in accordance with the organization's conflict of interest policy and applicable state law.

# Article IX: Indemnification

To the fullest extent permitted by Wisconsin law, the organization shall indemnify its Directors and Officers against any legal liability incurred while acting in good faith within the scope of their duties.

# Article X: Amendments

These Bylaws may be amended by a two-thirds vote of the Board at any regular or special meeting, provided notice of the proposed amendment is given at least 10 days in advance.

# Article XI: Execution of Documents

The Board of Directors may authorize any Officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization. Such authority may be general or confined to specific instances.

## Article XII: Certification of Bylaws

The original or a copy of these Bylaws, as amended, shall be certified by the Secretary of the organization and maintained in the official records. A copy of the most recent version shall be made available to members upon request.

## Article XIII: Board Advisors

A Board Advisor is an individual invited by the Board of Directors to provide expert guidance and advice to the organization. Board Advisors offer insights and perspectives based on their specialized knowledge and experience. They do not have legal or fiduciary responsibilities, voting rights, or decision-making authority as Board Directors do. The appointment and term of Board Advisors shall be determined by the Board of Directors.

# IRS 501(c)(3) Determination Letter and EIN

Waukesha Makerspace Inc. is a federally tax-exempt public charity. Donations to WMI are tax-deductible to the extent the law allows.

## Key facts

|                                      |                                                      |
|--------------------------------------|------------------------------------------------------|
| Legal name                           | Waukesha Makerspace Inc                              |
| Employer Identification Number (EIN) | 92-0650206                                           |
| Tax status                           | Exempt under Internal Revenue Code section 501(c)(3) |
| Public charity classification        | 170(b)(1)(A)(vi)                                     |
| Effective date of exemption          | October 11, 2022                                     |
| Date of determination letter         | November 9, 2022 (IRS Letter 947)                    |
| Contributions deductible             | Yes                                                  |
| Accounting period ends               | December 31 (calendar fiscal year)                   |
| Annual return required               | Yes: Form 990, 990-EZ or 990-N, as applicable        |

## What the letter means

- The IRS determined that WMI is exempt from federal income tax under section 501(c)(3).
- Donors can deduct contributions to WMI under section 170, and WMI can receive tax-deductible bequests and gifts.
- WMI is classified as a public charity, not a private foundation.
- WMI must file an annual information return or e-Postcard with the IRS. The letter notes that an organization that fails to file for three consecutive years automatically loses its exemption. See **Annual Filings**.

# Where the documents are

The scanned determination letter is kept in the WMI Drive under Formation Documents. Board members who need a copy for a grant application, a vendor's tax-exempt form or a donor request can find it there, or ask the Secretary ([secretary@waukeshamakers.com](mailto:secretary@waukeshamakers.com)).

## Related pages

- **Articles of Incorporation**
- **Bylaws**
- **Annual Filings**

# Annual Filings

To stay in good standing, WMI files two things every year: an annual return with the IRS and an annual report with the State of Wisconsin. This page says what each one is and who handles it. Dates for the whole year are on the **Compliance Calendar**.

## IRS annual return (Form 990 series)

- **What:** WMI's IRS determination letter requires an annual information return: Form 990, 990-EZ, or the electronic Form 990-N (e-Postcard), depending on the size of the organization that year.
- **Why it matters:** an organization that does not file for three consecutive years automatically loses its 501(c)(3) status.
- **Who:** the Treasurer, working with WMI's outside accountant, who prepares and files the return. The Secretary helps.
- **When:** WMI's fiscal year is the calendar year. The Treasurer starts gathering year-end records for the accountant around February.

To be confirmed: which form WMI files for each year (990-N or a longer 990) and the exact filing deadline the board tracks.

## Wisconsin DFI annual report

- **What:** an annual report filed with the Wisconsin Department of Financial Institutions (DFI) to keep the corporation active. Per the Treasurer's guide, the answers are the same selections every year. There is a small state fee.
- **Who:** the Treasurer or Executive Director files it; the Secretary helps confirm it is done.
- **When:** the Treasurer's guide describes a filing window of October 1 to December 31.

To be confirmed: the exact DFI annual report due date. The Treasurer's guide gives both "between October 1 and December 31" and "by October 1" in different places.

# Keeping records

Copies of each year's filings are kept in the Taxes folder of the WMI Drive, organized by year. See **Where Records Live** in the Board Handbook (board members only).

## Related pages

- **IRS 501(c)(3) Determination Letter and EIN**
- **Compliance Calendar**

# Board of Directors

Structure, seats, nominations and proposals.

# Organization Structure and Current Board

Waukesha Makerspace Inc. is a volunteer-run nonprofit. A Board of Directors sets policy, strategic direction and financial oversight. Day-to-day operations are handled by the Executive Director. Volunteers, Area Champions and committees do much of the work that keeps the shop running.

## Current Board of Directors

As of July 21, 2026, the board has nine directors:

| Name                 | Board role                              | Contact                         |
|----------------------|-----------------------------------------|---------------------------------|
| Walter (Wally) Meyer | Chairman                                | chairman@waukeshamakers.com     |
| Casey Kerr           | Vice Chairman (also Executive Director) | vicechairman@waukeshamakers.com |
| Brian Lizotte        | Secretary                               | secretary@waukeshamakers.com    |
| Carrie Zerjav        | Treasurer                               | treasurer@waukeshamakers.com    |
| Tom Slater           | Member-at-Large                         |                                 |
| Renee Love           | Member-at-Large                         |                                 |
| Brian Oswald         | Member-at-Large (Secretary Designee)    |                                 |
| Erik Helgestad       | Member-at-Large                         |                                 |
| Will Spears          | Member-at-Large                         |                                 |

For general questions, email [info@waukeshamakers.com](mailto:info@waukeshamakers.com) or [admin@waukeshamakers.com](mailto:admin@waukeshamakers.com).

## Officer roles

All directors, officers or not, are voting members of the board with the same fiduciary duties.

# Chairman

- Presides over board meetings and sets agendas with the Secretary and Executive Director.
- Initiates and schedules board meetings and keeps the board focused on strategy and policy.
- Oversees committees and helps appoint committee chairs.
- Represents WMI publicly and with partners, city officials and donors.
- Reviews financials at a governance level (the Treasurer handles the details).
- Supports and supervises the Executive Director.
- Signs formal resolutions, letters or contracts that need board authorization.

# Vice Chairman

- Assists the Chair and steps in when the Chair is absent.
- Focus areas: community engagement, events, partnerships and outreach.
- Helps recruit and onboard new board members and volunteers.

# Secretary

- Records, distributes and archives the minutes of all board meetings.
- Sends meeting notices and agendas and tracks action items.
- Keeps the organization's records: minutes, bylaws and amendments, policies, board roster and committee reports.
- Helps with compliance filings and keeps current copies of the founding documents.

# Treasurer

- Monitors the bank accounts, budget and monthly books.
- Prepares the financial report for each board meeting.
- Works with the outside accountant on the annual IRS return and makes sure state filings are made on time.
- Tracks grants, donations and other funding.

# Member-at-Large

- A full voting director without an officer title.
- Some Members-at-Large hold a **designation**: they train alongside an officer to learn that role (for example, Secretary Designee). See **Board Seats, Designations and Succession**.

- Members-at-Large also lead committees and focus areas such as facilities and safety, events, or outreach.

## Executive Director

The Executive Director manages daily operations: members, the facility, systems and operational partnerships. The Executive Director gives reports to the board but does not call or preside over board meetings. Casey Kerr currently serves as both Vice Chairman and Executive Director.

## Board Advisors

The bylaws allow the board to invite Board Advisors: people who share expertise, contacts or mentoring and may help on committees or projects. Advisors do not vote and have no fiduciary duties or decision-making authority.

## How the board works

- The board meets quarterly, with extra meetings when needed. The **Bylaws** require at least two meetings a year.
- A quorum is a majority of the current board. Decisions are made by majority vote unless the bylaws say otherwise.
- Directors are elected by the existing board for staggered two-year terms, which are renewable.
- Approved meeting results are summarized publicly in **Board Meeting Summaries**.

## Volunteers and committees

Beyond the board, WMI relies on volunteers and committees for operations, events and outreach. See the **Committees** chapter, and **Area Champions** and **Committees and How to Join One** in Volunteer Runbooks.

## Related pages

- **Board Seats, Designations and Succession**
- **How to Nominate a Board Candidate**
- **Joining the Board**

- **Bylaws**

# Board Seats, Designations and Succession

These are the standing rules for how many seats the board has, what designations are, and how officer succession works. They come from **Project Continuum**, a board capacity and succession framework the board approved 5-0 at its January 6, 2026 meeting.

## Board size

- The board may have up to **nine voting directors**.
- The four officer roles stay as they are: Chairman, Vice Chairman, Secretary and Treasurer.
- The remaining seats (up to five) are **Members-at-Large**. Every Member-at-Large is a full voting director with the same fiduciary duties as an officer.
- The board does not have to fill all nine seats. It may operate at five, six, seven, eight or nine members, and each new seat should be filled for a clear purpose.

The current **Bylaws** still cap the board at seven directors. Project Continuum called for a bylaws amendment to match the nine-seat structure, and the board is preparing that amendment.

## Designations

A Member-at-Large may be given a **functional designation** tied to one officer role, such as Secretary Designee, Treasurer Designee or Vice Chairman Designee. A designee trains alongside the officer and helps with the role. Designations are optional; the board decides when they are useful, and some Members-at-Large have none.

Designations follow five rules:

1. **Officers stay accountable.** The officer keeps full responsibility and authority for the role. The designee helps under the officer's direction and has no independent authority beyond what the officer or board delegates.

2. **No automatic succession.** Being a designee does not guarantee becoming the officer. Officer appointments always take a board vote.
3. **One designee per officer role** at a time.
4. **Written scope.** Each designation should have a written description of what the designee does and what stays with the officer.
5. **Reviewed regularly.** The board reviews designations annually and may reassign, remove or leave them vacant. Removing a designation does not remove the person from the board.

The board, not the officer, assigns and removes designations.

## When an officer is away or leaves

- **Temporary absence** (illness, travel): the designee may carry out assigned tasks under the officer's direction or standing procedures. The officer stays accountable.
- **Resignation or removal:** the board appoints the replacement by vote. A designee may be a preferred candidate but is never appointed automatically.

## What this framework does not do

- It does not create assistant or shadow officers.
- It does not change officer duties or authority.
- It does not allow the board to grow beyond nine.

## Current designations

| Designation        | Held by      | Since             |
|--------------------|--------------|-------------------|
| Secretary Designee | Brian Oswald | February 11, 2026 |

## Related pages

- **Organization Structure and Current Board**
- **How to Nominate a Board Candidate**
- **Joining the Board**

# How to Nominate a Board Candidate

Any member in good standing can nominate someone, including themselves, for a Member-at-Large seat on the Board of Directors. This process comes from **Project Groundswell**, the member nomination framework the board approved at its January 6, 2026 meeting, when it also set up a Governance Committee to run it.

Nominations are advice to the board, not a vote. The board keeps full authority over who is appointed and may also find candidates in other ways.

To be confirmed: whether the Board Skills Matrix and evaluation criteria have been published and nominations are open. Under the framework, both must be published before the first nomination is accepted. Until this page links to them, ask the Secretary ([secretary@waukeshamakers.com](mailto:secretary@waukeshamakers.com)) before submitting.

## Who can nominate

You can nominate if you are a **member in good standing**:

- your dues are current,
- you are not suspended or expelled, and
- you have been a member for at least 90 days in a row.

Each member may submit **up to two nominations per calendar year**. Self-nominations count toward the two. Nominating the same person twice is not accepted.

## Who can be nominated

A nominee must:

- be a member in good standing,
- be at least 18,

- not currently be on the board (unless being considered for reappointment),
- have been a member for at least 90 days in a row (or at least 60 days if they have skills the Board Skills Matrix lists as a high priority), and
- agree in writing to the nomination after reading the Nominee Expectations Packet.

## Before you nominate

1. Read the **Board Skills Matrix**: the skills and backgrounds the board needs right now. A strong nomination matches a real need.
2. Talk to the person you want to nominate and make sure they want to serve.
3. Make sure they receive and read the **Nominee Expectations Packet**. It covers a director's legal duties, the time commitment, the meeting schedule, the evaluation process and confidentiality.

## How to submit

Send the nomination in writing (email or online form) to the Board Secretary at [secretary@waukeshamakers.com](mailto:secretary@waukeshamakers.com). Include:

- your name and membership number,
- the nominee's name and membership number,
- the nominee's written consent (email, signed letter or form),
- the nominee's confirmation that they received and read the Expectations Packet, and
- a short statement, **300 words or fewer**, on how the nominee's skills and experience match the board's current needs.

Nominations are accepted all year.

## What happens next

1. **Receipt.** The Secretary checks that the nomination is complete against a published checklist and acknowledges it within 7 business days. The Secretary's role is administrative only.
2. **Review.** The Governance Committee reviews complete nominations against the published evaluation criteria and holds screening interviews with qualified nominees, normally within 60 days.
3. **Candidate pool.** Vetted candidates stay in a pool. When a seat is opening, the committee recommends candidates to the full board.

4. **Decision.** The full board interviews recommended candidates and votes on appointments.

Several members nominating the same person is treated as a good sign of member confidence. Skills fit remains the main consideration.

## What to expect

- Nominee names are kept confidential unless the person is appointed. Nominator names are not shared unless the nominator chooses.
- The board does not give individual reasons for not selecting someone, and there is no appeal. It does apply its published criteria consistently.
- A board member with a personal, family or business relationship to a nominee discloses it and steps out of that nominee's evaluation.
- Each year the board reports, in general terms, how many nominations came in, how many nominees were interviewed and appointed, and how appointments matched the Skills Matrix.

## Related pages

- **Joining the Board**
- **Board Seats, Designations and Succession**
- **Organization Structure and Current Board**

# Joining the Board

Interested in serving on the Board of Directors? This page explains how a candidate is considered and includes the candidate questionnaire the board uses. To put someone else's name forward (or your own), see **How to Nominate a Board Candidate**.

## The process

1. **Express interest or be nominated.** Talk to any board member, or follow **How to Nominate a Board Candidate**.
2. **Complete the candidate questionnaire** (below). You can answer in writing or, if you prefer, talk through your answers with the committee on a call; they will write down your responses.
3. **Conversation with the committee.** The committee meets with you to discuss your answers and to answer your questions.
4. **Skills summary and proposal.** The committee writes a short skills summary and a proposal recommending you for a seat and, where it fits, a designation.
5. **Board vote.** The full board votes on the appointment at a regular or special meeting.

Questions? Ask any board member, or email the Vice Chairman at [vicechairman@waukeshamakers.com](mailto:vicechairman@waukeshamakers.com).

## What board service involves

- Board meetings are held **quarterly**, with extra meetings as needed. A virtual option is sometimes possible.
- Committee or project work between meetings.
- The legal duties of a director (care, loyalty and obedience to the mission). See **Organization Structure and Current Board**.
- New directors may be given a **designation** to train alongside an officer. See **Board Seats, Designations and Succession**.

## Board Candidate Questionnaire

Thank you for your interest in serving on the Waukesha Makerspace Board of Directors. This questionnaire helps the committee understand your interests, skills and vision so it can recommend the best role fit. There are no wrong answers; we want your honest perspective. Take your time and answer as thoroughly as you like.

## Section 1: About You

1. How long have you been a member of Waukesha Makerspace?
2. What initially drew you to the makerspace? What keeps you coming back?
3. What areas of the shop do you use most? What projects are you currently working on or interested in?
4. Do you have any prior board or committee service experience? (nonprofit, corporate, civic, HOA, etc.)
5. What is your current profession or occupation? (Brief description of your role and relevant skills)

## Section 2: Board Interest and Motivation

6. Why are you interested in serving on the board?
7. What do you think you would bring to the board that isn't currently represented?
8. What does Waukesha Makerspace's mission mean to you personally? For reference, our mission: "Waukesha Makerspace Inc empowers individuals, enriches our community, and supports environmental stewardship by fostering hands-on learning, innovation, and collaboration through skills and technology in a supportive, healthy environment."
9. Where do you see Waukesha Makerspace in 2 to 3 years? What role would you like to play in getting there?

## Section 3: Board Roles and Responsibilities

Our board has four officer positions and Member-at-Large seats. Under the Project Continuum framework, new board members may be assigned as a "designee": they train alongside a current officer to learn a specific role, without automatic succession.

10. Which of these roles interest you? Check all that apply and briefly explain why.
  - ☐ **Chairman Designee:** learn board leadership, meeting facilitation, organizational strategy
  - ☐ **Vice Chairman Designee:** support the Chair, step in when needed, lead special initiatives

- ☐ **Secretary Designee:** meeting documentation, record-keeping, member communications
  - ☐ **Treasurer Designee:** financial oversight, budgeting, financial reporting
  - ☐ **Member-at-Large (general):** governance participation without a specific officer track
  - ☐ **Other or not sure:** describe
11. Are there specific responsibilities you'd be excited to take on? (Examples: leading a committee, organizing events, managing a shop area, training coordination, community outreach)
  12. Are there any roles or responsibilities you'd prefer to avoid? (No judgment; this helps us find the right fit.)

## Section 4: Committee and Leadership Interests

The board works through committees. Some existing and potential committees:

- Education, Classes and Training
  - Facilities and Shop Improvement (Barnraising)
  - Membership and Member Experience
  - Marketing and Outreach
  - Finance and Fundraising
  - Governance and Policy
  - Technology and IT
  - Events and Open House
13. Which committees would you be most interested in joining or leading?
  14. Do you have experience leading teams, committees or projects? If so, describe briefly.
  15. Is there a committee or initiative that doesn't exist yet that you think should?

## Section 5: Availability and Commitment

16. Board meetings are currently held quarterly (with additional meetings as needed). Can you commit to attending these meetings?
  - ☐ Yes, in person
  - ☐ Yes, but may need a virtual option occasionally
  - ☐ Other
17. How many hours per month could you realistically dedicate to board or committee work, beyond meetings?
18. Are there times of year when your availability is limited? (travel, seasonal work, etc.)

19. Do you have any potential conflicts of interest to disclose? (financial interests, competing organizations, family relationships with members, etc.)

## Section 6: Skills and Strengths

20. Rate your comfort level in each area (1 = not comfortable, 5 = very comfortable):

| Area                                    | 1 | 2 | 3 | 4 | 5 |
|-----------------------------------------|---|---|---|---|---|
| Public speaking and presentations       |   |   |   |   |   |
| Written communication and documentation |   |   |   |   |   |
| Financial and budgeting                 |   |   |   |   |   |
| Strategic planning                      |   |   |   |   |   |
| Conflict resolution                     |   |   |   |   |   |
| Teaching and mentoring                  |   |   |   |   |   |
| Project management                      |   |   |   |   |   |
| Fundraising and grant writing           |   |   |   |   |   |
| Community outreach and networking       |   |   |   |   |   |
| Technical and hands-on shop skills      |   |   |   |   |   |

21. What professional skills from your day job translate well to board service?

22. Is there anything else you'd like the committee to know about your background, skills or interests?

## Section 7: Vision and Values

23. What do you think is working well at Waukesha Makerspace right now?

24. What's one thing you'd change or improve if you could?

25. How do you handle disagreement in a group setting?
26. What does "community" mean to you in the context of a makerspace?

## Related pages

- **How to Nominate a Board Candidate**
- **Board Seats, Designations and Succession**
- **Organization Structure and Current Board**

# Submitting a Board Proposal

Big changes at WMI (a new policy, a new committee, a change to board structure or membership, a significant purchase) go to the Board of Directors as a written **proposal**. A proposal lays out the problem, the specific change, its cost and risks, and the exact motion the board is asked to vote on. Approved proposals so far include Project Continuum (board seats and succession), Project Groundswell (member nominations) and Project Barnraising (the Space Improvement Committee).

To be confirmed: how a member who is not on the board should submit a proposal (for example, through a sponsoring board member or by email to the Secretary).

## How a proposal moves

1. **Draft.** The author or a committee writes the proposal and gathers supporting material.
2. **Under review.** The proposal is formally submitted and included in the board packet so directors can read it before the meeting.
3. **Board consideration.** It is presented at a board meeting, discussed, possibly amended, and voted on.
4. **Final status.** Approved, rejected, deferred (stays active for a later meeting) or withdrawn.

Each proposal gets a number in the form **P-YYYY-NNN** (for example, P-2026-001 is the first proposal of 2026) and is tracked in the board's proposal registry. Proposals are also grouped by category: Strategic, Policy, Budget, Personnel, Program or Governance.

## What to include

Use these sections. Keep each one as short as it can be while still being clear.

| Section           | What goes in it                                                                |
|-------------------|--------------------------------------------------------------------------------|
| Header            | Title, proposal number, category, who is submitting it, date submitted, status |
| Executive summary | Two or three sentences a director could understand without reading further     |

| Section                     | What goes in it                                                                                                                   |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------|
| Background                  | Why this is coming up now; what problem or opportunity it addresses                                                               |
| Proposal details            | The specific changes or actions, listed as clear components                                                                       |
| Financial impact            | Costs, funding sources and any ongoing commitment, in a small table. If none, say "This proposal has no direct financial impact." |
| Implementation plan         | Phases, target dates and who owns each phase                                                                                      |
| Risks and mitigation        | Each risk with its likelihood, impact and how you will handle it                                                                  |
| Alternatives considered     | Other approaches and why this one was chosen                                                                                      |
| Stakeholder input           | Who was consulted and what they said                                                                                              |
| Board consideration history | Each meeting where it came up and what happened                                                                                   |
| Approval                    | Decision date, vote and resolution number (filled in by the board)                                                                |
| Appendices                  | Supporting materials                                                                                                              |

# Tips for a proposal that gets a clear decision

- **End with the exact motion** you want the board to vote on.
- **State what does not change**, especially if the proposal touches authority or roles.
- **Be honest about money.** WMI is a small nonprofit; a proposal that names its funding source is easier to approve.
- **Name an owner** for implementation. Under the board's committee practice, an initiative without a committed, capable lead waits until one emerges.

# Related pages

- **Policy Register** (in the Policies book)
- **Committees** chapter

# Board Meeting Summaries

Public summary of each approved board meeting.

# About Board Meeting Summaries

This chapter will hold a public summary of each Board of Directors meeting, one page per meeting. A summary is published after the board approves that meeting's minutes, usually at the following quarterly meeting. Each summary covers the decisions made, the motions and how the votes went, any policies adopted, top-line finances (such as the quarter's net result and the membership count) and what happens next. Summaries do not include the names of donors or of members outside the board, individual dollar amounts, or discussion of board candidates. The full minutes are the legal record and are kept by the board.

This page is being written. The first summaries will be added as approved minutes are processed. Questions about a board decision can go to the Secretary at [secretary@waukeshamakers.com](mailto:secretary@waukeshamakers.com).

# Committees

Standing committees and how they work.

# Space Improvement Committee and Work Days

The Space Improvement Committee coordinates the work that keeps the shop in good shape: shelves, storage, repairs, preventive maintenance, inventory and cleanup. It does that mainly through **Barnraising Days**, regular community work days where members tackle a prepared list of shop tasks together. This comes from **Project Barnraising**, which the board approved at its January 6, 2026 meeting.

## Where it stands

The board approved the committee concept on January 6, 2026 and deferred setting it up until the board expansion was complete, leaving the chair seat open for a new Member-at-Large. In the meantime the Executive Director keeps the running project list and coordinates the work. As of July 2026 a task list is maintained and posted on the lockers.

To be confirmed: whether a committee chair has been appointed, and the current Barnraising Day schedule. Watch Discord and the events calendar at <https://waukeshamakers.com> for upcoming work days.

## Barnraising Days

- **Schedule:** set by the committee in advance, on a predictable cadence. The board's framework calls for a monthly work day, alternating between Saturday and Sunday so more members can make it.
- **Prepared tasks:** the committee prepares the task list ahead of time, sorted by skill level, time needed and number of volunteers. Members sign up for what they want to do.
- **Typical tasks:** equipment maintenance and calibration, installing storage, organizing and inventory, minor repairs and improvements, cleaning, and area improvements that Area Champions identify.
- **Who can join:** any member in good standing. Participation is voluntary; there is no attendance requirement. Non-members may help only with prior board approval.

- **Safety:** all work follows the shop's existing safety rules and training requirements. Complex work is supervised by skilled members, and professional contractors are used when needed.

## How the committee works

- **Members:** a committee chair appointed by the board, plus three to five members chosen by the chair and confirmed by the board. Terms are one year and renewable.
- **Reporting:** the chair sends the board a short written report each month on completed work and upcoming priorities. The board reviews the committee once a year.

The committee **may**:

- identify and prioritize improvement needs,
- plan and run Barnraising Days and direct volunteer work during them,
- keep the list of needed and completed improvements, and
- recommend non-member helpers to the board.

The committee **may not**, without board approval:

- make structural changes to the building,
- spend money or commit WMI to any expense,
- override safety policies or area rules, or
- change member access or operating hours.

The committee works alongside Area Champions; it does not replace them, and it does not take over emergency repairs.

## Related pages

- **Other Standing Committees**
- **Area Champions** (Volunteer Runbooks)
- **Reporting a Building Problem** (Facility Operations)

# Other Standing Committees

The **Bylaws** let the board create standing or ad hoc committees as needed. Committees spread the work, give volunteers a clear place to help, and bring focus to one area. This page lists the committees the board has set up and how new ones are formed.

## How a committee is formed

The board endorsed these practices on July 21, 2026:

- A committee needs a **clear scope and mission** before it is formed.
- It is **led by a board member, or by a member the board approves**.
- If no capable lead can be found, the initiative **waits** until one emerges, unless the matter is urgent.

Ideas often come from members who are not in a position to lead them. That is fine: bring the idea to a board member, and it moves forward once someone commits to leading it.

## Committees the board has set up

| Committee                          | Purpose                                                                                                                                                                                                                                                               | Set up                                        |
|------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| Space Improvement Committee        | Facility improvements and Barnraising work days. See <b>Space Improvement Committee and Work Days</b> .                                                                                                                                                               | Approved 2026-01-06                           |
| Governance Committee               | Runs the board candidate process: builds the Board Skills Matrix, accepts and evaluates member nominations, interviews candidates and recommends them to the board. The board keeps final authority over appointments. See <b>How to Nominate a Board Candidate</b> . | Established 2026-01-06; chaired by Casey Kerr |
| Membership Tier Planning Committee | Plans membership tier changes and their rollout to members, and studies why trial members do or do not stay.                                                                                                                                                          | Leadership changed 2026-01-06                 |

| Committee                                | Purpose                                                                                                                                              | Set up     |
|------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| <b>Board Expansion Committee</b>         | Recruited and interviewed candidates for the new board seats in 2026, using the candidate questionnaire on <b>Joining the Board</b> .                | 2026       |
| <b>Craft faire feasibility committee</b> | Narrowly scoped to research whether a local craft faire in 2027 or 2028 is feasible (costs, sponsorship, logistics, permissions). Led by Casey Kerr. | 2026-07-21 |

To be confirmed: which of these committees are still active, who chairs each one now, and whether the Governance Committee and the Board Expansion Committee have been combined.

# Areas where committees may form

The board has named these as existing or potential committee areas. If one interests you, talk to a board member.

- Education, Classes and Training
- Facilities and Shop Improvement (Barnraising)
- Membership and Member Experience
- Marketing and Outreach
- Finance and Fundraising
- Governance and Policy
- Technology and IT
- Events and Open House

## Related pages

- **Committees and How to Join One** (Volunteer Runbooks)
- **Organization Structure and Current Board**

# Compliance Calendar

Recurring legal and organizational deadlines.

# Compliance Calendar

The recurring legal and organizational deadlines WMI has to meet each year, in calendar order. WMI's fiscal year is the calendar year (January 1 to December 31). The board owns this calendar; the Treasurer and Secretary handle most of the filings.

Only items with a written source are listed. Anything marked "To be confirmed" still needs a firm date from the board.

## Month by month

| When     | What                                          | Who                                    | Notes                                                                                                                                        |
|----------|-----------------------------------------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| January  | Q1 board meeting                              | Chairman, Secretary                    | The board meets quarterly. 2026 meetings were held in January, April, July and October; the next is set for 2027-01-12.                      |
| February | Start the IRS annual return (Form 990 series) | Treasurer, with the outside accountant | The Treasurer starts gathering the prior year's records for the accountant around February.                                                  |
| April    | Q2 board meeting                              | Chairman, Secretary                    |                                                                                                                                              |
| May      | Insurance changes, if any                     | Treasurer                              | Tell the insurance agency about any coverage changes at least 30 days before the June renewal.                                               |
| June     | Insurance renewal                             | Treasurer                              | General liability, excess and directors and officers (D&O) policies renew in June. Review the renewal documents and pay the premium on time. |
| July     | Q3 board meeting                              | Chairman, Secretary                    |                                                                                                                                              |

| When                | What                        | Who                             | Notes                                                                                                                                                                                                                                                      |
|---------------------|-----------------------------|---------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| August              | City fire inspection        | Board                           | The City of Waukesha inspected the space on 2026-08-05; it is treated as an annual inspection. Lessons from the 2026 report: no multi-plug adapters, and keep exit sign batteries working. See <b>Electrical Safety and Lockout/Tagout</b> in Shop Safety. |
| October             | Q4 board meeting            | Chairman, Secretary             | Held on the second Tuesday of October to allow time for quarterly financials.                                                                                                                                                                              |
| October to December | Wisconsin DFI annual report | Treasurer or Executive Director | Annual report to the Wisconsin Department of Financial Institutions. See <b>Annual Filings</b> .                                                                                                                                                           |
| November            | Lease rate increase         | Treasurer                       | The rent increases each November. Review and record the change, and reflect it in the budget.                                                                                                                                                              |

To be confirmed: the IRS filing deadline the board tracks, and the exact Wisconsin DFI annual report due date (the Treasurer's guide gives both "October 1 to December 31" and "by October 1").

To be confirmed: the month of the annual city fire inspection. The only dated inspection on record is 2026-08-05.

# Every year, month to be confirmed

| What                                                                                                                                                   | Who                                                  | Source             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|--------------------|
| Adopt the next fiscal year's budget. The board committed on 2026-07-21 to a formal FY2027 budget; spending well above budget will need board approval. | Treasurer and Executive Director draft; board adopts | 2026-07-21 minutes |

| What                                                                     | Who                  | Source                            |
|--------------------------------------------------------------------------|----------------------|-----------------------------------|
| Board elections. Directors serve staggered two-year terms.               | Board                | Bylaws Article IV; Chairman guide |
| Policy review and strategic planning session                             | Chairman             | Chairman guide                    |
| Review member-at-large designations                                      | Board                | Project Continuum                 |
| Update the Board Skills Matrix and publish the nomination process report | Governance Committee | Project Groundswell               |
| Annual review of the Space Improvement Committee                         | Board                | Project Barnraising               |
| Review the Non-Discrimination Policy (periodic)                          | Board                | Non-Discrimination Policy         |

To be confirmed: the month each of these happens.

## Ongoing

- **Board meetings:** at least twice a year under the **Bylaws**, quarterly in practice. Notices and agendas go out 5 to 7 days ahead.
- **Monthly bookkeeping:** the Treasurer reconciles the books and checks that bills are paid each month, and prepares the financial report for each quarterly meeting.
- **Minutes:** the Secretary circulates draft minutes within a week of each meeting; the board approves them at the next meeting, and the public summary follows (see **Board Meeting Summaries**).

## Related pages

- **Annual Filings**
- **IRS 501(c)(3) Determination Letter and EIN**
- **Bylaws**