

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.

Revision #1

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