

## Proposed Changes to Pumping Station: One Bylaws

August 2020 - November 2020

### 1. Current language:

Article III - MEMBERSHIP

#### 1. Classes of Membership

e. Provides valid government-issued photo identification to at least two Directors, or their designated agents, upon payment of the first applicable Dues;

### Suggested change:

Change the number of required ID checks for a new member to one.

### New language:

Provides valid government-issued photo identification to one Director, or their designated agent, upon payment of the first applicable Dues;

**Note:** This change was discussed on Google Groups in October 2020.

### 2. Current language:

Article III - MEMBERSHIP

#### 6. Removal

Any Member of the Corporation may be removed upon determination that the member engaged in conduct that violated the bylaws, membership agreement, policies, or that was otherwise materially or seriously prejudicial to the interests or purposes of the organization. Removal occurs upon the three-quarters ( $\frac{3}{4}$ ) supermajority vote of the Board of Directors. **The vote is to be held within fourteen (14) days after the Board receives a written recommendation of removal by the Dispute Resolution Committee.** Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any person expelled from the corporation shall forfeit any and all dues already paid.

### Suggested change:

**Replace** bold sentence with this paragraph:

“A removal vote may be initiated by **either** the Board of Directors or the Dispute Resolution Committee (DRC). The Board may vote to remove a member in cases where a Director determines a Member’s words or actions constitute egregious harm or threat of egregious harm to the Corporation or its Members. If a removal case is initiated by the Board, an issue will be raised with the DRC before the removal vote. Once the DRC proceedings have occurred and the Board reviews the documentation, then the Board may vote to remove a member, regardless of the DRC recommendation. The DRC may initiate a removal vote by providing a written recommendation of removal to the Board. If removal is initiated by the DRC, the Board removal vote is to be held within 48 hours of receipt of the recommendation.”

**New Language:**

Removal.

Any Member of the Corporation may be removed upon determination that the member engaged in conduct that violated the bylaws, membership agreement, policies, or that was otherwise materially or seriously prejudicial to the interests or purposes of the organization. Removal occurs upon a three quarters ( $\frac{3}{4}$ ) supermajority vote of the Board of Directors.

A removal case may be initiated by either the Board of Directors or the Dispute Resolution Committee (DRC). The Board may vote to remove a member in cases where a Director determines a Member's words or actions constitute egregious harm or threat of egregious harm to the Corporation or its Members. If a removal case is initiated by the Board, an issue will be raised with the DRC before the removal vote. Once the DRC proceedings have occurred and the Board reviews the documentation, then the Board may vote to remove a member, regardless of the DRC recommendation. The DRC may initiate a removal vote by providing a written recommendation of removal to the Board. If removal is initiated by the DRC, the Board removal vote is to be held within 48 hours of receipt of the recommendation.

Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any person expelled from the corporation shall forfeit any and all dues already paid.

**3. Current language:**

ARTICLE III - MEMBERSHIP

7. Suspension

Any Member of the Corporation may be suspended for up to 120 days as determined by the Dispute Resolution Committee. Any member may be suspended for longer than 120 days for cause by a  $\frac{3}{4}$  supermajority vote of the Board of Directors, within fourteen (14) days after the Board receives a written recommendation of removal by the Dispute Resolution Committee. Such suspension shall be without prejudice to the contract rights, if any, of the person so suspended.

**Suggested changes:**

**Replace:** "120" with "30" days in order for the issue to get sent to the Board.

**Replace:** "removal" with: "suspension". This was a typo noone caught in the last version of the bylaws.

**Replace:** "fourteen (14) days" with "48 hours" We intend to act faster and allow voting via electronic communication for important matters.

**Add:** Any person committing actions warranting suspension more than once in a 365 day period shall be considered for removal.

**New Language:**

Suspension.

Any Member of the Corporation may be suspended for up to thirty (30) days as determined by the Dispute Resolution Committee. The DRC may initiate a vote for suspension longer than thirty (30) days by providing a written recommendation of suspension to the Board. The Board is to hold the suspension vote within forty-eight (48) hours of receipt of the recommendation. The Board may elect to modify the length of the recommended suspension. A three-quarters ( $\frac{3}{4}$ ) supermajority vote of the Board of Directors is required to suspend any member for longer than thirty (30) days. Such suspension shall be without prejudice to the contract rights, if any, of the person so suspended. Any person committing actions warranting suspension more than once in a three hundred and sixty-five (365) day period shall be considered for removal.

**Note:** Members committing offenses that warrant a suspension greater than 30 days may pose a threat to the organization. We believe these cases should be reviewed by the Board. During a session in which we sought her counsel, Tanya Pietrkowski, Director of Development at CARPLS legal aid, commented that any behavior that warrants lengthy suspension would most likely warrant removal. She argues that an individual who exhibits such behavior is unlikely to change their actions or attitude as a result of lengthy suspension. When she asked if PS1 ever experienced a positive change from a member after returning from suspension, the Board's answer was a definitive "no." We also had a number of examples of members returning from long suspensions and eventually behaving in such a way that they were removed from the Organization. No one asked whether the latitude of disciplinary options available to the DRC had a deterrent effect on its potential clients.

#### **4. Current language:**

ARTICLE III - MEMBERSHIP

##### 8. Alternative Remedies.

If the board is unable to reach a decision or disagrees with DRC recommendations to the Board, the board may vote to accept an alternative remedy, excluding removal or suspension longer than 120 days without recommendation by the DRC, with a three-quarters ( $\frac{3}{4}$ ) supermajority vote of the board.

#### **Suggested change:**

**Remove:** "excluding removal or suspension longer than 120 days without recommendation by the DRC"

#### **New language:**

Alternative Remedies.

If the Board disagrees with DRC recommendations, the Board may vote to accept an alternative remedy with a three-quarters ( $\frac{3}{4}$ ) supermajority vote of the Board. The vote shall occur within seven (7) days of receipt of notification of the DRC decision.

**Note:** The Board should be able to remove a member if they feel this member has done egregious harm to the organization. It will be up to them to determine what constitutes such an offense given the circumstances. For example, if the DRC recommends suspension, this will allow the Board to remove the member if they feel it is necessary.

**5. Current language:**

ARTICLE III - MEMBERSHIP

9. Membership Meetings

b. Special Meetings.

Special Meetings may be called by the Board of Directors. The Board of Directors must schedule a special meeting if at least one-twentieth of Members request such a meeting and such meeting shall be held within one month of such request on a Tuesday at 8:00 PM Central time. Any such meeting of the membership shall be referred to as a "Membership Meeting" or "Meeting of the Membership."

**Replace:** one month with two weeks

**New Language:**

The Board of Directors must schedule a special meeting if at least one-twentieth of Members request such a meeting and such meeting shall be held within **two weeks** of such request on a Tuesday at 8:00 PM Central time.

**6. Current language:**

ARTICLE III - MEMBERSHIP

9. Membership Meetings.

d. Annual Meeting

The Annual Meeting of the Membership, to the extent practicable, shall be held on the first Tuesday of November at 8pm in the same place as Regular Meetings, or at some other time and place, either within or without the State of Illinois, as provided by resolution of the Board of Directors. Members shall vote on the following issues at the annual meeting:

- i. Election of all Officers;
- ii. Election of all At-Large Directors; and
- iii. Any other issues placed before the Membership in accordance with these Bylaws.

**Replace:** first tuesday with third tuesday

**Add:** in III.9.d.i. ...eligible for election

**Add:** in III.9.d.ii. ...eligible for election

**New Language:**

The Annual Meeting of the Membership, to the extent practicable, shall be held on the third Tuesday of November at 8pm in the same place as Regular Meetings, or at some other time and place, either within or without the State of Illinois, as provided by resolution of the Board of Directors. Members shall vote on the following issues at the annual meeting:

- i. Election of all Officers eligible for election;
- ii. Election of all At-Large Directors eligible for election; and
- iii. Any other issues placed before the Membership in accordance with these Bylaws.

**Note:** We should not have our election on the same day as the national election. Let's move it to avoid that.

**7. Current language:**

ARTICLE III - MEMBERSHIP

10. Vote of the Membership and Voting.

- a. Voting and Eligibility. Any Member in good standing is eligible to vote. Unless otherwise stated in these Bylaws, each Member is entitled to one vote per independent election issue or officer position.
- b. Submitting a Proposal for Vote. Any Member may submit any lawful issue for vote by the Members, so named a "vote of the members," by submitting a written proposal to the Board of Directors. Email is considered "written." The vote shall be scheduled to take place at least seven (7) days after the vote proposal is submitted. A vote of the membership may not be overridden except by a higher legal authority or by a subsequent vote of the membership.
- c. Voting Process. A vote by the membership may be taken by ballot delivered by e-mail, or any other electronic means pursuant to which the Members are given the opportunity to vote for or against the proposed action, and the action receives approval by such number of Members as may be required by these Bylaws. Ballots must be delivered, and voting must remain open for at least five (5) days prior to the meeting the vote is scheduled to take place; provided, however, in the case of removal of one or more Directors, a merger, consolidation, or dissolution, the ballots must be delivered and voting must remain open for at least twenty (20) days prior to the meeting the vote is scheduled to take place. The day and time of the vote shall be the day and time the vote closes. The ballot count shall begin 15 minutes after the vote closes. Unless otherwise specified in these bylaws, a vote passes with a majority greater than 50 percent. A vote fails if quorum is not met.

If any vote results in a tie or fails due to lack of quorum, the vote may subsequently be re-announced in the normal manner and re-run after 5 days.

d. Quorum. Quorum for a vote of the membership is ten percent (10%) of the Membership. Quorum shall be calculated from all Members voting on the day a vote is taken for a proposal and shall be valid for all votes occurring that day. Members submitting ballots or voting in-person that do not include a vote for an issue occurring that day shall be counted as abstaining from that particular vote.

e. Administration. The Secretary shall ensure collection and retention of the required data as described in this section. The Secretary may count ballots by hand or electronically. The Secretary shall make voting results known immediately following the completion of the ballot count.

**Change:** We reworked this entire section to make it more clear, increase transparency, and reflect what we actually do. We tried to simplify the language, reduce “legalese”, and clarify the authority that a vote actually has.

**New language:**

10. Votes of the Membership and Voting.

- A. Voting and Eligibility. Any Member in good standing is eligible to vote. Unless otherwise stated in these Bylaws, each Member is entitled to one vote per independent issue or elected position.
  
- B. Authority of membership votes. Any Member may submit any lawful issue for vote by the Members. A vote of the membership may not be overridden except by a higher legal authority or by a subsequent vote of the membership. A vote to authorize a particular purchase allows the Board to spend that amount for the voted upon purpose, but it does not compel them to do so, particularly in cases where the spending of such assets would conflict with the Fiduciary Duties [V] outlined above.
  
- C. Quorum. Quorum for a vote of the members is ten percent (10%) of the Membership as counted on the day of the vote. Quorum shall be calculated from all Members eligible to vote on the day a vote is taken and shall be valid for all votes occurring that day. Members submitting ballots or voting in-person that do not include a vote for an issue occurring that day shall be counted as abstaining from that particular vote. Unless otherwise specified in these bylaws, a vote passes with a majority greater than 50 percent in favor of the ballot measure. However, a vote does not pass if it fails to garner the number of votes required for quorum.
  
- D. Voting Process.

- I. A Member proposing a vote must write the vote proposal using the template on the Pumping Station: One wikipedia page, collect two (2) co-sponsors of the vote, post the proposal to the appropriate wikipedia page, and post notice of the vote to the current official communication channel. The Member must submit the vote as a written proposal to the Board. Email is considered written.
- II. The Sponsor shall make their proposal available on the wiki for public review and comment. The Sponsor may optionally choose to open the language of the vote for suggested edits. Suggestions for edits can be made in a shared document or other collaborative vehicle until the language is locked. The Sponsor can stop taking input at any time.
- III. The proposal made available for review shall include *the entire language of the vote and the entire text of any ancillary documents*. If the Sponsor so chooses, changes from member feedback may be accepted in the language during the review period.
- IV. On receipt of the request for a vote, the Secretary shall schedule the vote for a Tuesday within seven (7) to twenty-one (21) days and announce the vote date in the communications channel.
- V. The language of the proposal locks when the Secretary attaches a PDF of the entire language of the proposal and its ancillary documents to the email ballot. When the ballot is emailed to the membership, the Secretary will make an announcement in the current official communication channel to notify members that the ballot has been emailed. At this point, the vote opens for a period of five (5) days. However, in the case of a merger, consolidation, or dissolution the ballots must be delivered and voting must remain open for at least twenty (20) days prior to the meeting at which the vote is scheduled to take place.
- VI. After the vote has been open for the requisite number of days, on Tuesday at 8pm, a Board member will announce a thirty (30) minute warning of the conclusion of the vote. On that Tuesday, if a member meeting is not in session, the warning will be given in the current official communication channel.
- VII. The vote closes @ 8:30pm on a Tuesday.
- VIII. The Secretary shall begin counting the votes by 8:45pm. The results of the vote, including an attached PDF of the vote language, shall be posted on the wiki page of the vote proposal and emailed to the Membership.

The authoritative version of the vote language that passed shall be that which is contained in the PDF emailed to the Membership immediately following the vote.

- IX. If the vote passes, the language of the vote becomes effective at midnight following the vote.

E. Data Collection. The Secretary shall ensure collection and retention of the data described in this section [III, 10]. The Secretary may count ballots by hand or electronically. If the Secretary is unwilling or unable to record the vote, any member of the Board may do so, and for that purpose shall be given access via login, password, and any required 2-factor authentication information to the accounts for receiving ballots from and sending email to the members.

F. Failed Votes. A vote fails if quorum is not met. If any vote results in a tie or fails due to lack of quorum, the vote may subsequently be announced and re-run the following Tuesday, but without the requirement for public review.

**Note:** These changes place two additional responsibilities on a member proposing a vote. The member is obligated to give the community a chance to comment on their proposal by posting it to the wiki and the current communication channel of choice (google groups or discourse if we switch). The member is also required to find two other members to co-sponsor their vote. In turn, the Board is required to run a vote that meets all of these requirements within 14 days. We tried to clarify when the vote language “locks”. We chose to present this section in a timeline format so that members can more easily follow our voting process.

The Secretary will be required to send a PDF of the vote language along with a vote. This will hopefully encourage members to read the actual vote, not just a misleading title, because they will not need to follow any links to other documents in order to read the vote. It will also help us avoid voting on documents that do not actually exist yet and eliminate confusion regarding which documents were voted on.

**8. Current language:**

ARTICLE VI BOARD OF DIRECTORS

2. Number, Eligibility, Nomination, Election and Term of Office.

a. Number.

The number of positions shall be determined by three-fourths ( $\frac{3}{4}$ ) supermajority vote of the Board of Directors, at a regular meeting of the directors. There shall be no less than seven (7) and no more than twelve (12) members of the Board of Directors.

**Suggested changes:**

**Replace current language with:** The Board shall consist of 8 Directors. Three of the Directors are also Officers. The Directors who are also Officers are the President, Vice President, and Secretary.

**New Language:**

2a. Number. The board shall consist of 8 Directors. Three of the Directors are also Officers. The Directors who are Officers are the President, Vice President, and Secretary.

**Note:** Changing the number of people on the Board of Directors should require an amendment to the bylaws because it has serious implications for the Corporations and the way Board votes will go.

**9. Current language:**

ARTICLE VI BOARD OF DIRECTORS

2. Number, Eligibility, Nomination, Election and Term of Office.

D. Director-at-Large Elections. The following procedures shall be followed with regards to the number of candidates that accept nominations for Director-at-Large positions:

- i. Candidates more than Positions. If the number of candidates is greater than available positions, the election for Directors-At-Large shall be combined, with each member of the organization being entitled to the number of votes equal to the number of positions, which shall not both be cast for the same candidate. The director candidates who receive the highest vote counts shall hold positions on the Board of Directors. In the event of a tie, the incumbent Secretary shall choose the candidate to take the position.
- ii. Candidates equal to Positions. If there is a number of candidates equal to the available number of positions for Directors in advance of the Annual Meeting, these candidates shall run unopposed, a vote for Directors at the Annual Meeting shall not take place, and all shall hold positions on the Board of Directors.
- iii. Candidates fewer than Positions. If fewer candidates are nominated than there are positions for Directors in advance of the Annual Meeting, the nominated candidates shall run unopposed. Nominations for candidates to fill the unfilled seats shall be accepted at the Annual Meeting, and an election shall follow. If no one accepts the nomination at the Annual Meeting, then the position shall be filled as set forth in Vacancies [VI.5].

**Suggested Changes:**

**Change:** In the first sentence - "the following procedures" to "the procedures in this section"

**Change** In ii. "If there is a number" to "if the number"

**Add:** In iii. and if enough people accept nominations, *then*

**Add:** Any remaining positions shall be filled as set forth in Vacancies [VI.5].

**New Language:**

D. Director-at-Large Elections. The procedures in this section shall be followed with regards to the number of candidates that accept nominations for Director-at-Large positions:

i. Candidates more than Positions. If the number of candidates is greater than available positions, the election for Directors-At-Large shall be combined, with each member of the organization being entitled to the number of votes equal to the number of positions, which shall not both be cast for the same candidate. The candidates who receive the highest vote counts shall hold positions on the Board of Directors. In the event of a tie, the incumbent Secretary shall choose the candidate to take the position.

ii. Candidates equal to Positions. If the number of candidates is equal to the available number of positions for Directors in advance of the Annual Meeting, these candidates shall run unopposed, a vote for Directors at the Annual Meeting shall not take place, and all shall hold positions on the Board of Directors.

iii. Candidates fewer than Positions. If fewer candidates are nominated than there are positions for Directors in advance of the Annual Meeting, the nominated candidates shall be considered unopposed. Nominations for candidates to fill the unfilled seats shall be accepted at the Annual Meeting, and if enough people accept nominations, such that there are more candidates than positions, then an election shall follow. If not enough members accept nominations at the Annual Meeting to bring the number of candidates higher than the number of positions, then a vote for Directors at the Annual Meeting shall not take place, and all candidates shall hold positions on the Board of Directors. Any remaining positions shall be filled as set forth in Vacancies [VI.5].

**Note:** Two of the changes are to improve clarity and grammar. The change in iii. allows us to forego the election process in the same way that it already occurs in ii. It doesn't make sense to force ourselves to hold an election if there's *not enough* candidates when we already allow ourselves to skip the election if there's the same number of candidates as positions.

#### **10. Current language:**

##### ARTICLE VI BOARD OF DIRECTORS

##### 2. Number, Eligibility, Nomination, Election and Term of Office

e. Term of Office. The members of the Board shall be elected at the Annual Meeting, from the pool of nominated candidates, by the Membership to hold the position for one-year, beginning January 1 of the year following their election, and until their successors have taken office, or until their death, resignation or removal.

No member may hold the same position on the Board more than three consecutive full terms, and no member can serve on the Board for more than five consecutive full terms. No two positions may be held by the same person.

#### **Suggested Changes:**

**Replace:** "one-year" with "two years" term duration

**Change:** the term limits to **two** consecutive full terms in the same office

**Change:** no member can serve on the Board of Directors for more than **five** consecutive full terms to **three** consecutive full terms

**New Language: (Only changed sentences appear below)**

The members of the Board shall be elected at the Annual Meeting, from the pool of nominated candidates, by the Membership to hold office for two (2) years, beginning January 1 of the year following their election, and until their successors have taken office, or until their death, resignation or removal. The Directors who are also Officers will be elected in even numbered years and the Directors will be elected in odd years. No member may hold the same office for more than two consecutive full terms, and no member can serve on the Board of Directors for more than three consecutive full terms. No two positions may be held by the same person.

**Note:** In addition to staggering the elections for Officers and Directors, we recommend shortening the consecutive terms allowed. The overall time allowed on the Board will be longer, but there will be fewer consecutive terms allowed.

Staggering the Director and Officer/Director elections will greatly improve continuity and shorten on-boarding time. At the moment, all of the Board members can be new at the same time, which leads to a lot of difficulties. We could reduce the time it takes to get each year's Board up and running by staggering the elections. If this passes, in 2021 the membership will elect President, Secretary, and Vice President for one year terms while electing the Directors-at-Large for two year terms. In 2022, there will be an election for President, Secretary, and Vice President for two year terms. From then on, each annual election shall be for either Directors-at-Large or Officer positions.

**11. Current language:**

ARTICLE VI BOARD OF DIRECTORS

5. Vacancies.

Any At-Large Director vacancy because of death, resignation, removal, disqualification or any other cause, occurring in the Board of Directors shall be filled for the remainder of the term by a majority vote of the Members at an Annual, Regular or Special Meeting. Nominations for candidates to fill the Director vacancy shall open when the Director vacates the office, and remains open for two weeks. Members shall elect the replacement Director among the candidates who have been nominated and who have accepted their nominations, using the procedures set forth herein. Each Director elected to fill a vacancy shall hold office until the next Annual Meeting.

**Suggested change:** add “at which their position is eligible for election.” to the end of the last sentence in what is now subsection A.

**No current language** regarding what to do when a seat remains open for a long time or if the number of vacancies interferes with the Board's ability to achieve quorum.

**New language:**

## ARTICLE VI BOARD OF DIRECTORS

### 5. Vacancies.

A. Filling a vacant position. Any At-Large Director vacancy because of death, resignation, removal, disqualification or any other cause, occurring in the Board of Directors shall be filled for the remainder of the term by a majority vote of the Members at an Annual, Regular or Special Meeting. Nominations for candidates to fill the Director vacancy shall open when the Director vacates the office, and remain open for two (2) weeks. Members shall elect the replacement Director from the candidates who have been nominated and who have accepted their nominations, using the procedures set forth herein. Each Director elected to fill a vacancy shall hold office until the next Annual Meeting at which their position is eligible for election.

B. Paucity of Directors. If seat(s) on the Board remain open after the prescribed interval for filling the position(s) with appointed interim or elected Directors [VI.2], then the PR officer will post an advertisement for open Board positions on all communication channels, event announcements and any other appropriate location at regular intervals. Any member eligible to serve as an Officer or Director may volunteer to fill the position by notifying the Board of Directors via email and the Membership by posting on the official communication channel. The prospective Director becomes a member of the Board upon the Board's acceptance of the offer to serve.

If the number of vacancies on the Board interferes with achieving quorum for Board votes, auxiliary volunteers for Board votes may be recruited from the membership for the purpose of making quorum so that the Board vote can take place. Any member in good standing may serve as an auxiliary volunteer, but they do not get a yes or no vote on the issue.

**Note:** This will make it easier for someone to fill a Board role that remains open for a long time. We will put the existing language in this section into subsection A and add the above as subsection B.

### **12. Current language:**

## ARTICLE VI BOARD OF DIRECTORS

### 6. Vote of the Board of Directors.

The following issues may be decided by vote at a meeting of the Board of Directors:

A. Courses of action which shall be necessary and proper and to fulfill the fiduciary duties of the Directors [VI.1]

B. Authorizing the use of funds from the Corporation's general fund for regular expenses in the ordinary course of business to keep the Corporation operating and to fulfill the organization's mission.

- C. Authorizing the use of funds from the Corporation's general fund to obtain professional advice and services for the management of the Corporation or the fulfillment of its mission.
- D. Authorizing the use of funds donated for a specified purpose.
- E. Creating, modifying, and revoking policies regarding legal, contractual, non-profit, and insurance-related issues.
- F. Fulfilling any obligations to ensure the health of the organization.
- G. Authorizing the use of funds from the Corporation's general fund, and creating, modifying, and revoking policies, regarding health and safety in the Corporation's Workspace.
- H. Authorizing any other actions by the Corporation as allowed by law and necessary to ensure the continuity of the Corporation and the fulfillment of its mission.

**Suggested Changes:**

**Remove:** G. Authorizing the use of funds from the Corporation's general fund, (keep the rest of this item)

**Remove:** H. Authorizing any other actions by the Corporation as allowed by law and necessary to ensure the continuity of the Corporation and the fulfillment of its mission.

**Replace:** In D. "funds donated for a specified purpose" with "donated funds"

**New language:**

- a. Issues to be decided by vote. The following issues may be decided by a vote at a meeting of the Board of Directors:
  - i. Courses of action which shall be necessary and proper and to fulfill the fiduciary duties of the Directors [V]
  - ii. Authorizing the use of funds from the Corporation's general fund for regular expenses in the ordinary course of business to keep the Corporation operating and to fulfill the organization's mission.
  - iii. Authorizing the use of funds from the Corporation's general fund to obtain professional advice and services for the management of the Corporation or the fulfillment of its mission.
  - iv. Authorizing the use of donated funds.
  - v. Creating, modifying, and revoking policies regarding legal, contractual, non-profit, and insurance-related issues.
  - vi. Fulfilling any obligations to ensure the health of the organization.
  - vii. Creating, modifying, and revoking policies, or spending from the Corporation's general fund to ensure health and safety in the Corporation's Workspace.

**Note:** *Section headings and numbers were updated to account for the change listed below this one.*

The replacement in D/iv will allow the Board to vote to spend donated funds, whether or not they were donated for a specific purpose.

In G/vii, we do not need to authorize the Board to spend money from the general fund again. Instead we should specifically authorize expenditures in order to ensure health and safety. H/viii is covered in F/vi and the other articles above. It is seen as too broad.

### 13. Current language: None

ARTICLE VI BOARD OF DIRECTORS

6. Vote of the Board of Directors.

No current language regarding electronic communication platforms.

#### **Suggested change:**

**Add:** b. Voting via electronic communication The Board of Directors may vote via electronic communication, provided all Directors are notified and given 24 hours to vote. The Secretary shall record the vote in the subsequent meeting minutes.

#### **New language:**

ARTICLE VI BOARD OF DIRECTORS

6. Vote of the Board of Directors.

b. Voting via electronic communication

The Board of Directors may vote via electronic communication, provided all Directors are notified and given twenty-four (24) hours to vote. The Secretary shall record the vote in the subsequent meeting minutes.

### 14. Current language:

ARTICLE VI BOARD OF DIRECTORS

8. Removal and Dismissal.

Any of the members of the Board of Directors may be removed by an affirmative  $\frac{2}{3}$  supermajority vote of the members present and voted, either in person or by proxy. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a member of the Board shall not of itself create any contract rights.

#### **Suggested change:**

**Add:** “two-thirds” to make formatting of numbers consistent with the rest of the document

**Remove:** of itself. Trying to keep it simple here.

**Add:** A removal vote shall follow all applicable rules as laid out in the voting section of this document. [III.10]

**Remove:** “present and voting”

#### **New language:**

8. Removal and Dismissal.

Any of the members of the Board of Directors may be removed by an affirmative two-thirds ( $\frac{2}{3}$ ) supermajority vote of the members voting, either in person, electronically

or by proxy. The vote must meet quorum and the supermajority requirement to pass. A removal vote shall follow all applicable rules as laid out in the voting section of this document. [III.10]

Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a member of the Board shall not create any contract rights.

**Note:** We separated this from the voting section. It used to be mixed in there. We clarified that most of the voting section [III.10] does apply to the removal of Directors. We explicitly state that quorum and the supermajority requirement of two thirds of the voters who are voting yes must be met in order for a removal vote to pass.

**15. Current Language:**

ARTICLE VII OFFICERS

4. Officer Elections.

"The vote for each position shall be a separate distinct vote. The candidate with the most votes shall hold the position. In the event of a tie, the incumbent Secretary shall choose the candidate to hold the office. If the tie is for the office of Secretary the incumbent Vice President shall choose the candidate to hold the office."

**Suggested Change:**

**Add:** clearly state that the policies for officers are the same as directors and include the established rules regarding ties here

**Add:** An Officer position is also filled automatically if uncontested.

**New language:**The vote for each position shall be a separate distinct vote. All other related voting policies shall be the same as for the Directors. An Officer position is also filled automatically if uncontested. The candidate with the most votes shall hold the position. In the event of a tie, the incumbent Secretary shall choose the candidate to hold the office. If the tie is for the office of Secretary, then the incumbent Vice President shall choose the candidate to hold the office.

**Note:** It was unclear whether we had to hold an election for uncontested positions during the 2020 elections, so we wanted to make this section more explicit.

**16. Current language:**

ARTICLE V - OFFICERS

5. President

b.Contractual Authorization The President is only authorized to enter into contracts where no reasonably known liability or financial commitment is assumed by the Corporation beyond \$1,000. **Agreements which include a clause placing risk on the organization such as fines for breach of contract or claims to property as recourse, for**

**example, must first be authorized by a vote of the Board or Members.** Upon entering into a contract on behalf of the Corporation, the President shall promptly notify the Membership and make a signed copy available for review. Where no Membership authorization is required, the President is encouraged to consult with the Membership on such matters.

**Suggested Change:**

**Replace:** “Board or Members” with only “members” and add the sentences below

**Move:** the second sentence from the President section in Officers [VII.5] to the general Board of Directors section because it applies to the entire Board, not just the President.

**New language:**

ARTICLE VI BOARD OF DIRECTORS

7.Contractual Authorization

Novel agreements which include a clause placing significant risk on the Organization such as fines for breach of contract or claims to property as recourse, for example, must first be authorized by a vote of the Members. The Board will authorize at its own discretion expenditures to recover from exigent circumstances due to things such as, but not limited to, natural disasters, force majeure, pandemics, fire, failure of building infrastructure, severe injury in the shop, retaining outside counsel, or any other acute situation that requires closing the facility.

**Note:** We keep the other three sentences in the section [V.5.b ] as they currently appear. This puts more emphasis on the membership’s responsibility to run the space and puts power into the hands of the membership. Adding this item requires that subsequent items in the Board section to be renumbered.

**17. Current Language:**

ARTICLE X - CONTRACTS AND FINANCIAL TRANSACTIONS

6. Grant Application and Approval Procedures

The Corporation shall apply for grants from third parties only for specific projects and only pursuant to properly submitted and approved grant applications in accordance with and in the furtherance of the objectives and purposes of the Corporation as set forth in the Articles of Incorporation and these Bylaws. Approval of grant applications shall require the affirmative vote of a majority of the Directors. The Corporation may hire grant writers to prepare grant applications

**Suggested Change:**

**Remove:** only for specific projects and only pursuant to properly submitted and approved grant applications

**New language:**

The Corporation shall apply for grants from third parties in accordance with and in the furtherance of the objectives and purposes of the Corporation as set forth in the Articles of Incorporation and these Bylaws. Approval of grant applications shall require the affirmative vote of a majority of the Directors. The Corporation may hire grant writers to prepare grant applications.

**Note:** Let's allow ourselves access to more grants. Our advisor from CARPLS asked us why we had that in our bylaws and none of us could think of a reason to limit our eligibility for certain types of grants.

**18. Current Language:**

ARTICLE XI - AMENDMENTS

1. Method of Amendment.

These Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted by a two-thirds ( $\frac{2}{3}$ ) supermajority vote of the Members voting at the meeting or by proxy. A copy of any proposed amendment to these Bylaws shall be delivered with the notice to the Members regarding the vote on such amendment. The Board of Directors must provide the Membership with twelve (12) days' notice of a planned vote to amend these Bylaws. Proposals to change the text of such amendments must be received at least five (5) days before the meeting at which such vote is to take place. The Board of Directors may delay a meeting to vote on amending these Bylaws for up to three (3) weeks in order to confirm the legality of such amendment(s).

**Suggested Change:**

**Rewrite** last sentence as two sentences

**Add:** seek outside counsel

**Move** some of the words around for clarity

**New language:**

1. Method of Amendment.

These Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted by a two-thirds ( $\frac{2}{3}$ ) supermajority vote of the Members voting at the meeting or by proxy. A copy of any proposed amendment to these Bylaws shall be delivered with the notice to the Members regarding the vote on such amendment. The Board of Directors must provide the Membership with twelve (12) days' notice of a planned vote to amend these Bylaws. Proposals to change the text of such amendments must be received at least five (5) days before the meeting at which such vote is to take

place. The Board of Directors may seek outside counsel in order to confirm the legality of a proposed amendment to the bylaws. This may delay a meeting to vote on amending these Bylaws for up to three (3) weeks.

**Note:** We wanted to make it clear that the 3 week delay may be used to confirm the legality of a proposed amendment itself, in its entirety. It is not a 3 week delay to confirm the legality of any proposed *amendment to the vote on the bylaws* that might be the discussion phase.