

# SPARK MAKERSPACE

## BYLAWS v4.1

Adopted February 2nd, 2022

### Article I. NAME AND PURPOSE

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#### Section 1 - Name

The name of the organization shall be Spark Makerspace Co., henceforth referred to as “Spark” or “Spark Makerspace.”

#### Section 2 - Principal Office

The principal office for Spark Makerspace shall be located at 7 Union Street in New London, Connecticut.

#### Section 3 - Purpose

Spark Makerspace is a Connecticut Nonstock Organization, incorporated under the laws of the state of Connecticut. Spark is organized for the purposes of providing a space in New London, Connecticut for artistic, technical, and educational pursuits.

The purpose of this corporation is to support **making** by:

- providing a location, tools, and equipment for people to pursue projects;
- facilitating the open and productive exchange of ideas; and
- engaging in community outreach and education.

Notwithstanding any other provision of these bylaws, Spark Makerspace shall be operated exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

#### Section 4 - Mission Statement

Spark’s official mission statement shall be: “Supporting makers with the space, equipment, education, and community to create a *spark* for their creativity”.

## Article II. MEMBERSHIP

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### **Section 1 - Definition of Membership**

Spark Makerspace is organized as a nonstock corporation with no members and no membership classes. For the purposes of this document and any other correspondence, contracts, or discussions, “member” and “membership” shall refer to any member of the public duly given access to Spark facilities by any board-approved mechanism and may include customers, subscribers, associates, and/or community partners of Spark Makerspace. Similarly, any reference to “dues” or “membership fees” shall refer to any regular monthly payments required by Spark to maintain such access.

### **Section 2 - Rights and Responsibilities**

Membership rights and responsibilities shall be detailed in board-approved membership contracts. No additional rights or responsibilities should be expected or assumed without specific authorization by an appropriate representative of Spark Makerspace.

## Article III. BOARD OF DIRECTORS

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### **Section 1 - Role**

The role of the board shall be to direct overall operations of Spark Makerspace, including but not limited to legal and financial compliance, adherence to Spark’s nonprofit mission, and adoption and enforcement of any policies that are necessary or convenient for lawful operation of the organization.

### **Section 2 - Eligibility**

Potential Officers and Directors must be eighteen years old or older and mentally and physically capable of participating in meaningful discussion at regular meetings in order to be eligible for board service. Additionally, potential Directors should normally be known to have a substantial connection to one or more of Spark’s values.

A reasonable effort shall be made to identify conflicts of interest before nomination to allow for an informed deliberation.

### **Section 3 - Compensation**

No Officer or Director shall be compensated for their service on the Board of Directors, except for waivers and reimbursements of expenses necessary to conduct responsible operations.

Officers and Directors shall be eligible for reasonable compensation for other services provided to Spark, including wages, contract services, and sales of goods, provided that each Officer or Director complies with all applicable Conflict of Interest policies.

### **Section 4 - Number of Directors**

The Board of Directors shall consist of no more than twelve (12), and no less than three (3) Directors. The number of Directors may temporarily exceed the maximum in order to facilitate smooth operations during times of transition.

### **Section 5 - Outside Directors**

A Director shall be considered an Outside Director if they were not a Spark member in good standing for a period of at least one year prior to their first election to the Board of Directors and their election to the Board of Directors occurred after 1 December, 2020. There shall be no more than two (2) Outside Directors on the board at any given time.

### **Section 6 - Member Representation**

Two Director seats on the Board of Directors shall be reserved for representatives elected by the membership. These director seats shall be subject to all bylaws, policies, and other regulations that pertain to the Board of Directors and shall have all of the same rights and responsibilities, except:

- Terms for these two Director seats shall be one year in length.
- Terms shall be staggered such that one term begins on January 1 and the other term begins on July 1 of each year.
- Elections for these seats shall be held at least two weeks before the start of the term at any meeting open and advertised to the full membership.
- Only Spark members in good standing shall be eligible to vote in such elections.
- Only Spark members in good standing whose election would not exceed the normal term limit for a Director set elsewhere in these bylaws shall be eligible to run in such elections.
- If either of these Director seats shall become vacant, the Board of Directors may, at its discretion, choose to appoint any Spark member to fill the seat for the remainder of the term.
- These Director seats shall not be considered Outside Director seats regardless of the membership status of the elected representatives.

## **Section 7 - Officers**

All current Directors are eligible for any Officer position, subject to any policies and processes pertaining to nomination and election.

### **a. Chairperson**

The Chairperson (or “Chair”) shall convene and preside over meetings of the board, regular, and annual meetings. It is the Chairperson’s responsibility to facilitate meaningful deliberation whenever possible.

### **b. Vice Chairperson**

The Vice Chairperson (or “Vice Chair”) shall be responsible for fulfilling the responsibilities of the Chairperson in cases of Office vacancy, absence of the Chairperson, or the Chairperson’s inability to perform duties.

### **c. Secretary**

The Secretary shall keep public records of meetings and actions taken by the board and assure that required corporate records are maintained.

### **d. Treasurer**

The treasurer shall be responsible for keeping a public record of the organization's finances, reporting on financial activity at the annual meeting, and releasing funds when required for organization expenses. The treasurer shall present policies for Board approval regarding how money can be appropriated and the processes for doing so.

### **e. Other**

The Board of Directors may create any additional temporary or permanent Officer positions as it deems appropriate.

## **Section 8 - Executive Director**

The Board of Directors shall appoint an Executive Director, with or without reasonable compensation, to oversee day-to-day operations of the organization and to enact policy as set forth by the Board of Directors. The Executive Director shall have the power to spend money in ways pre-approved in a budget approved by the Board of Directors. The Executive Director shall have the power to speak, and appoint a representative to speak, on behalf of the organization to all external bodies and persons.

## **Section 9 - Elections**

Nominations for Directors may be made at any regular or annual meeting by any Director, subject to the identified need and availability of board positions. The nominating Director shall

make all reasonable effort to provide as much information as possible about the nominee, including if possible, scheduling an interview for the current board. Voting shall take place no sooner than the subsequent regular meeting. In addition to confirming or rejecting the nominee, the board shall also set the effective term of any newly approved Director.

Nominations for Officer positions may be made by any Director at any time a vacancy exists or a vacancy is impending. The nominating Director shall make all reasonable effort to provide as much information as possible about the nominee. Voting shall take place no sooner than the next regular meeting. In addition to confirming or rejecting the nominee, the board shall also set the effective term of any newly approved Officer.

### **Section 10 - Terms**

Directors shall generally serve two year terms, beginning on January 1 in the year appointed and ending on December 31 of the following year. Officers shall generally serve one year terms, beginning on January 1 in the year appointed, and ending on December 31 of the same year. Terms may be shortened or extended to account for midterm appointments and/or overlap of terms as required.

Officers and Directors shall normally serve a maximum of six (6) consecutive years. Additional terms which would cause an Officer or Director to exceed six (6) consecutive years shall require a three-quarters ( $\frac{3}{4}$ ) majority vote of the entire Board of Directors.

### **Section 11 - Resignation and Removal**

Any Director may resign at any time by submitting a resignation in writing to the Secretary, Chairperson, or Vice Chair. Any Director may be removed from the Board by a two-thirds vote of all eligible Directors.

Any Officer may resign from holding an Office at any time by submitting a resignation in writing to the Secretary, President, or Vice President. Any Officer may be removed from holding Office by a two-thirds ( $\frac{2}{3}$ ) vote of all eligible Directors. Removal or resignation from Office may or may not include removal or resignation from the Board.

### **Section 12 - Vacancies**

Vacancies on the Board may be filled at any time using the normal nominating process. Vacancies in an Officer position shall be filled at the soonest possible regular, annual, or special meeting. Temporary appointments may be made for vacancies in Officer positions by the acting Chairperson as soon as the vacancy is identified.

## Article IV. MEETINGS

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### **Section 1 - Regular Meetings**

The board shall generally meet once a month, barring exceptional emergencies, at a time determined by the board. Board meetings shall be closed to the public, but the board may invite additional participants as needed.

### **Section 2 - Annual meetings**

A meeting shall be held once a year during the month of December to elect or re-elect board members for the next terms, elect officers, receive reports on the activities of Spark Makerspace over the past year, and vote on the direction of Spark Makerspace for the coming year. Reports will be given by the President and Treasurer regarding the state of the corporation. This annual meeting shall be considered a regular meeting for the purposes of meeting requirements and voting criteria.

### **Section 3 - Special meetings**

Any Director may call a special meeting by contacting all other Directors in writing, by electronic mail or other correspondence. A minimum of a quorum of Directors must affirm availability for the meeting to take place. Such a request must include the date, time, place and agenda of the special meeting. Notification of the result of the request shall be presented to all Directors prior to the meeting.

### **Section 4 - Quorum**

A quorum of Directors shall consist of at least two-thirds of all Directors, rounded up. Directors participating in a meeting remotely shall count towards meeting the requirements for a quorum.

### **Section 5 - Voting**

Except where otherwise indicated in these bylaws, a vote on any matter shall succeed with a simple majority vote (51%) of a quorum of Directors at any regular or special meeting. Directors may vote remotely by proxy, phone, video conference, or any other means that allows them to meaningfully participate in deliberations.

### **Section 6 - Proxy Voting**

Proxy voting may be allowed at the discretion of the Chairperson of the Board with clear and direct consent in writing by both the voting Director and the proposed proxy.

## **Section 7 - Approvals without a meeting**

Any matter eligible to be voted on by the Board of Directors may be approved by correspondence, provided that the entire matter and all relevant deliberation is communicated in writing by email to every eligible Director. All other requirements for the vote to pass shall be observed. The results of any such vote shall be recorded in the minutes of the next regular or special meeting and shall state the motion, who made it, who seconded it, the vote totals, the result and the period during which the vote was held.

## **Section 8 - Notice**

Notice of all meetings will be posted by the Secretary in a manner agreed to by the Board.

# Article V. COMMITTEES

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## **Section 1 - Committees**

The Board of Directors may, by a simple majority vote at any regular or special meeting in which a quorum of Directors is present, establish any number of committees to accomplish designated goals.

Each committee shall consist of one (1) chairperson chosen by the Board of Directors, and at least (2) additional committee members. The board may choose to fill any number of committee seats and/or establish a process by which the committee can fill any new or outstanding vacancies.

The Board may choose to delegate to such committee any powers and authority of the board deemed necessary in the management of the business and affairs of the corporation, to the extent permitted, except where forbidden by provisions of law.

By a simple majority vote at any regular or special meeting in which a quorum of Directors is present, the board may at any time revoke or modify any or all of the committee authority so delegated, alter the number or makeup of committee seats, and fill vacancies on the committee.

## **Section 2 - Meetings and Action of Committees**

Meetings and actions of committees shall, in the absence of specific direction by the board, be executed at the direction of the committee chairperson.

The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

## Article VI. Policies

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### **Section 1 - Indemnification**

Spark Makerspace shall indemnify, defend and save harmless the board members, its officers, directors, employees, and volunteers, from and against all liability, loss, cost or expense, including attorney's fees, arising out of or related to organization's activities, whether caused by or contributed to by any party or parties indemnified herein, unless caused by the sole negligence of any party or parties indemnified herein.

### **Section 2 - Conflict of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

### **Section 3 - Nondiscrimination**

Spark Makerspace does not and shall not discriminate on the basis of race, color, religion, creed, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and guests.

### **Section 4 - Additional Policies**

The Board of Directors may, with a simple majority vote at any regular or special meeting in which a quorum of Directors is present, adopt, amend, modify, or repeal any policy or policies relating to the mission, direction, or operations of Spark Makerspace. All such policies shall, to the extent permitted by law, be considered an extension of these bylaws for the purposes of governing the actions of the Board and any designated representatives of Spark Makerspace.

## Article VII. BYLAWS

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### **Section 1 - Amendments**

Amendments to these Bylaws require a two-thirds ( $\frac{2}{3}$ ) majority vote at any regular or special meeting in which the entire Board is able to participate, either in-person, remotely, or by proxy.



## **Section 2 - Integrity**

Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions of these Bylaws shall be unaffected by such a holding.

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*These bylaws were unanimously approved and accepted by the Board of Directors of Spark Makerspace Co. on the 21st day of March, 2018 and have been amended from time to time. This most recent version, 4.1, was unanimously approved and accepted on the 2nd of February, 2022 .*