

NON-PROFIT BYLAWS
OF
MAKERPOINT STUDIOS of SANDPOINT, INCORPORATED

Revised
February 6, 2018

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Idaho and the Articles of Incorporation of Makerpoint Studios of Sandpoint, Incorporated. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Idaho, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, these Bylaws shall be controlling.

ARTICLE 1
ORGANIZATION AND OFFICES

SECTION 1.1 NAME OF ORGANIZATION

The name of this organization shall be MakerPoint Studios of Sandpoint, Incorporated hereinafter "MakerPoint".

SECTION 1.2 PRINCIPAL OFFICE

The primary office of MakerPoint is 1424 N Boyer Ave, Sandpoint, Bonner County, Idaho 83864.

ARTICLE 2
NON-PROFIT PURPOSES

SECTION 2.1 NON-PROFIT PURPOSES

MakerPoint as set forth in the Articles of Incorporation is exclusively organized for the primary purpose of engaging in scientific, educational, and charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The specific purposes of MakerPoint are to:

- a. operate a well-equipped wood, metal, and digital shop,
- b. provide production support for makers of all kinds,
- c. offer classes, workshops, and camps for learners of all ages,

- d. provide a much-needed space where community members can acquire critical 21st century skills in:
 - i. Electronics
 - ii. 3D printing
 - iii. Woodworking
 - iv. Metal work
 - v. Graphic design
- e. discover and implement creative solutions to everyday problems,
- f. network with and learn from other makers in the area.

MakerPoint serves the greater community by offering the above stated purposes in order to:

1. Foster entrepreneurship and encourage an atmosphere for incubating and accelerating business startups.
2. Provide education and support for creative individuals who are interested in thinking up new ways to live in an increasingly fast changing world.
3. Create a community of innovators who contribute every day towards making the world a better place.

SECTION 2.2 GOVERNING INSTRUMENTS

MakerPoint shall be governed by its Articles of Incorporation and its Bylaws.

SECTION 2.3 NONDISCRIMINATION POLICY

MakerPoint will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, gender, physical handicap or disability, or any other basis prohibited by law.

ARTICLE 3 MEMBERSHIP

SECTION 3.1 ELIGIBILITY FOR MEMBERSHIP

Membership of MakerPoint is a voluntary privilege. MakerPoint may choose to limit its membership as set or defined by the Board of Directors, hereinafter “Board”. Membership of MakerPoint is provisional and may be terminated by the Board at any time with or without cause.

Application for membership shall be open to any individual that supports the purpose statement in these bylaws. All applicants shall complete a membership application, member release of liability form, agree to MakerPoint shop policies, and provide such other documents as requested. A parent or guardian consent must be provided if the applicant is under the age of 18. All members must have paid their membership fee prior to gaining access to the facilities.

MakerPoint will not disclose member’s or applicant’s personal information to outside parties except as required by law, in the due course of business (such as for insurance purposes), or as necessary in the interest of safety. Members are not to disclose the MakerPoint roster to outside parties or use the roster for any commercial purpose.

SECTION 3.2 MEMBERSHIP FEES

Monthly Fees shall be set by the Board and reviewed at least annually, and can be adjusting at any official meeting. These costs are to be adjusted as required to cover actual and projected fixed costs associated with insurance, facility fees and other fixed MakerPoint expenses.

SECTION 3.3 MEMBERS IN GOOD STANDING

Members will be granted access to the shop if they are a member in good standing, defined as a member who is current with the requirements as stated by the Board and with monthly dues paid up-to-date.

SECTION 3.4 MEMBERSHIP TYPES

Members can purchase, or receive different types of memberships. All members must go through an initial orientation prior to using any machine. Machines will only be allowed for use after a certification class or as determined by the Board. Current membership types include:

- a. Full Access – A member who has full access to the facility during business hours.
- b. Manual Maker – A member who has full access to the facility during business hours, excluding computer operated equipment.
- c. Studio – A member who has access to only the Studio during business hours.
- d. 3-Day – A member who has full access to the facility during business hours for three consecutive, or nonconsecutive days.
- e. Punch Card – A member who has full access to the facility during business hours for a pre-paid number of days.
- f. Gift Certificate – A member who has received full access, or Studio only access during business hours for a pre-paid number of months.

Membership types may be added, removed, or discounted as determined by the Board.

SECTION 3.4 MEMBER RESPONSIBILITIES

Responsibilities of the members shall be the following;

- a. to conduct themselves in a proper and fitting manner,
- b. to uphold the dignity of MakerPoint at meetings, events, and at the shop,
- c. to be alert and mindful of MakerPoint interests,
- d. to exercise due caution when using any MakerPoint machines and tools,
- e. to observe all federal, state, and local rules and regulations while in the shop,
- f. to adhere to the bylaws and operating rules of MakerPoint.

SECTION 3.5 CANCELLATION AND TERMINATION

Any member may cancel their membership with a written or verbal statement to any of MakerPoint staff or Board. Cancellation shall not relieve a member of any unpaid fees, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board. Any member whose membership in MakerPoint is terminated shall, upon return of any refundable deposit, have no recourse against MakerPoint, any member, director or officer of MakerPoint.

ARTICLE 4

BOARD OF DIRECTORS

SECTION 4.1 NUMBER

MakerPoint shall have a minimum of four (4) and maximum of seven (7) directors and collectively they shall be known as the Board of Directors, hereinafter “Board”.

SECTION 4.2 DUTIES AND MANAGEMENT

It shall be the duty of the Board to:

- a. Hire and fix the compensation of any and all employees which the Board in their discretion determines to be necessary in the conduct of the business of MakerPoint.
- b. The Board shall make and promulgate rules and regulations governing the operation of MakerPoint equipment and property.

SECTION 4.3 POWERS

The affairs of MakerPoint shall be managed by its Board. The Board shall have control of and be responsible for the management of the affairs and property of MakerPoint. The Board shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of MakerPoint property.

SECTION 4.4 QUALIFICATIONS FOR DIRECTORS

Directors shall be at least 18 years of age.

SECTION 4.5 ELECTION AND TERMS FOR DIRECTORS

At the annual Board meeting, the Board shall vote for the directors and officers as constituted by these bylaws, for the next calendar year commencing January 1. Except for the initial directors who are appointed for staggered terms of one or two years, each director shall hold office for a period of two (2) years and until his or her successor is elected.

There will be up to seven (7) positions on the Board, numbered one (1) through (7). Positions 1, 3, 5 and 7 will be elected on odd numbered years; positions 2, 4, and 6 will be elected on even numbered years.

SECTION 4.6 CONDUCT OF MEETINGS

Meetings shall be presided over by the Board Chair of MakerPoint, or in his or her absence, a chairman elected by the Board present, and shall call the meeting of the members to order and shall act as presiding officer thereof.

SECTION 4.7 NON-LIABILITY OF DIRECTORS

The directors shall not be held collectively, or individually liable for the debts, liabilities or other obligations of MakerPoint.

SECTION 4.8 COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending special meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 4.9 RESIGNATION OF DIRECTORS

Directors may resign by giving written notice to the Board Chair or to the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the corporation may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Idaho Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

SECTION 4.10 REMOVAL OF DIRECTORS

Any director may be removed, with or without cause, by consensus of the remaining board members at a special meeting called for that purpose, or at a regular meeting, provided that notice of the proposed removal at that meeting is given.

Any director who does not attend three successive board meetings will automatically be removed from the board without board resolution unless the director requests a leave of absence for a limited period of time, and the leave is approved by the remaining board members at a regular or special meeting, or the director suffers from an illness or disability that prevents him or her from attending meetings and the remaining board members waive the automatic, removal procedure of this subsection.

ARTICLE 5 **MEETINGS**

SECTION 5.1 GENERAL

Within this Article, the words "membership", "member", and "members" shall refer to members in good standing. Meetings of the membership shall be held at the principal office of the corporation unless otherwise determined by the Board to meet at such other place by resolution of the Board.

SECTION 5.2 GENERAL MEETINGS

Regular meetings of the members shall be held as determined by the Board, at a time and place designated by the Board.

SECTION 5.3 BOARD MEETINGS

MakerPoint Board meetings shall be held at least once a quarter, as determined by the Board, at a time and place designated by the Board.

SECTION 5.4 ANNUAL BOARD MEETING

The Annual Board meeting of MakerPoint shall be held in the fourth quarter of every year as determined by the Board.

At the Annual Board meeting, the Board shall elect directors and officers, receive reports on the activities of MakerPoint and determine the direction of MakerPoint for the coming year.

SECTION 5.5 SPECIAL MEETINGS

Special meetings may be held at such time and place as the Board Chair may determine, may be called by a majority of the directors, or by written petition of at least one-fourth of the membership.

SECTION 5.6 QUORUM

Three (3) directors shall constitute a quorum of the Board at all meetings. The affirmative vote of at least three (3) directors shall be necessary to pass any resolution or authorize any act of MakerPoint, provided that three directors constitute 51% or more of the director's present.

SECTION 5.7 NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of the law, the following provisions shall govern the giving of notice for meetings:

- a. General Meetings: A notice of the regular meetings shall be given in writing (email acceptable) at a minimum of ten (10) days prior to the meeting.
- b. Board Meetings: A notice of the Board meetings shall be given in writing (email acceptable) at a minimum of ten (10) days prior to the Board meeting.
- c. Annual Board meeting: A notice of the annual Board meeting shall be given in writing (email acceptable) at a minimum of ten (10) days prior to the annual meeting.
- d. Special meetings: Special meetings may be called at any time on the order of the Board Chair or two directors. Notice of special meetings stating the time and in general terms, the purpose, shall be written, or orally given to each director not later than the day before the day appointed for the meeting. If all directors are present at any meeting, any business may be transacted without previous notice.

SECTION 5.8 VOTING

A majority vote of the members present shall be necessary for the adoption of any resolution and for the election of officers and directors. At every meeting of the members, each member shall have only one vote.

SECTION 5.9 ACTION WITHOUT A MEETING

Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing (email acceptable or other digital communication) to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the corporation. All such consents shall be filed with the minutes of the proceedings of the board.

ARTICLE 6

OFFICERS OF MAKERPOINT

SECTION 6.1 DESIGNATION OF OFFICERS

The officers of MakerPoint shall be the Board Chair, Managing Officer, Financial Officer, and Secretary. All positions, except the Financial Officer position and Managing Officer must be filled by directors of the Board.

SECTION 6.2 ELECTION AND TERMS OF OFFICERS

Officers of MakerPoint shall be elected by the Board at the annual Board meeting for a term of two (2) years and until his or her successor is elected.

SECTION 6.3 DUTIES OF BOARD CHAIR

The Board Chair shall preside at all meetings of MakerPoint and the Board. He/she may call any special meeting of the members of the Board and shall execute with the Financial Officer and Managing Officer, in the name of MakerPoint, all certificates of membership, contracts and instruments other than checks which have been first approved by the Board. He/She shall maintain the bylaws, an up-to-date compilation of MakerPoint policies.

The Board Chair shall keep or cause to be kept, at the principal Idaho office, a copy of the articles of incorporation and bylaws, as amended to date. He or she shall appoint committees as necessary and may choose to be a member ex-officio of such committees. The Board Chair shall assign such duties connected with the operation of MakerPoint to other officers.

SECTION 6.4 MANAGING OFFICER

The Managing Officer shall be responsible for general facility safety, equipment safety, and equipment maintenance. The Operational Officer shall have, subject to the advice and control of the directors, general charge of the day-to-day operations of MakerPoint, and its staff to include scheduling, ordering, and inventory. The Operational Officer shall be responsible for implementing new and existing member certification standards, and maintaining records of each member's current up-to-date certifications.

The Managing Officer shall be vested with all the powers and shall perform the duties of the Board Chair in case of the absence or disability of the Board Chair. The Managing Officer shall also perform such duties connected with the operation of MakerPoint as he/she may undertake at the direction of the Board Chair.

SECTION 6.5 DUTIES OF FINANCIAL OFFICER

The Financial Officer shall execute, or oversee all expenditures made in the name of MakerPoint as authorized by the Board. They shall receive and deposit all funds of MakerPoint in the bank selected by the Board which funds shall be paid out only by check, debit card credit card, or other electronic means with receipt as herein before provided. They shall also account for all receipts, disbursements and balance on hand to the Board in a timely way. They shall provide timely financial statements that indicate revenue, expenditures, assets, liabilities, and net worth of MakerPoint.

The Financial Officer shall perform all duties incident to the office of the Financial Officer subject to the control of the Board.

SECTION 6.6 DUTIES OF THE SECRETARY

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the corporation. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present.

The secretary shall give, or cause to be given, notice of all meetings that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the bylaws may require. He/she shall keep a proper membership book showing the names of each member and their class of membership and renewal date, and such other books, papers, and other records as the Board may direct.

The Secretary shall also perform such duties connected with the operation of MakerPoint as he or she may be directed by the Board Chair.

SECTION 6.9 VACANCIES, REMOVALS AND RESIGNATIONS

If any vacancy occurs on the Board, or among the Officers of MakerPoint, the Board shall select a successor to hold office for the unexpired term. If three or more vacancies shall occur at any one time, they shall be filled by a vote of the general membership at a meeting duly called.

SECTION 6.10 COMPENSATION

Officers shall serve without compensation except that a reasonable fee may be paid to Officers for attending Special meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 7 **MAINTENANCE, RECORDS AND REPORTS**

SECTION 7.1 MAINTENANCE OF MACHINES

Records of the Machines shall be kept up-to-date and available to all directors and officers at any given time.

SECTION 7.2 BOOKS AND RECORDS

MakerPoint shall keep complete books and records of accounts and minutes of the proceedings of the Board.

ARTICLE 8
FINANCIAL AND ACCOUNTING PRACTICES

SECTION 8.1 BANK ACCOUNTS AND CHECKS

The Board is authorized to select the banks or depositories it deems proper for the funds of MakerPoint. The Board shall determine who shall be authorized on MakerPoint's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

SECTION 8.2 DONATIONS AND GIFTS

The Board may accept, on the behalf of MakerPoint, any contribution, gift, or bequest for the non-profit purposes of this MakerPoint. All funds and equipment received and accepted are the property of this MakerPoint.

ARTICLE 9
AMENDMENTS

SECTION 9.1 ARTICLES OF INCORPORATION

The Articles may be amended in any manner at any regular, Board meeting, special meeting, or annual Board meeting provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least ten (10) days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five (5) days if delivered by mail. A two-thirds vote of the directors present at any such meeting shall be required to adopt any proposed amendment.

SECTION 9.2 BYLAWS

The Board may amend these bylaws by majority vote at any regular, Board, special, or annual Board meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE 10
PARLIAMENTARY AUTHORITY

SECTION 10.1 ROBERTS RULE OF ORDER

Robert's Rules of Order Revised shall be the parliamentary authority and shall serve as a guide for conduct of all meetings of MakerPoint.

ARTICLE 11
INDEMNIFICATION

SECTION 11.1 GENERAL

MakerPoint may, by resolution of the Board, provide for indemnification by MakerPoint of any and all of its directors or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors of MakerPoint, except in relation to matters as to which such directors shall be adjudged in such action, suit or proceedings to be liable for negligence, misconduct, or acting outside the scope of their respective office, title, or MakerPoint responsibility in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence, misconduct, or acting outside the scope of their respective office, title or MakerPoint responsibility.

ARTICLE 12
NON-PROFIT PROVISIONS

SECTION 12.1 POLITICAL ACTIVITIES

Makerpoint has been formed under the Non-Profit Corporation Act of Idaho for the charitable purposes described in ARTICLE 2, and it shall be nonprofit and nonpartisan. No substantial part of the activities of Makerpoint shall consist of carrying on propaganda, or otherwise attempting to influence legislation or participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

SECTION 12.2 PROHIBITED ACTIVITIES

Makerpoint shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in ARTICLE 2. Makerpoint may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in ARTICLE 2 shall be construed as allowing Makerpoint to engage in any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

SECTION 12.2 DISSOLUTION AND DISTRIBUTION OF ASSETS

In the event of the dissolution of this MakerPoint, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed:

- 1) first to general creditors of MakerPoint, including those holding long term loans to MakerPoint which will be paid back with interest to date;
- 2) second, to such non-profit charitable corporation, municipal corporation, or corporations, as may be selected by the Board of directors of this corporation so that the business properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying out the mission of MakerPoint.

ADOPTION OF BYLAWS

We, the undersigned, represent the directors and, or officers of this corporation, and we consent to, and hereby do, adopt the following bylaws, consisting of eleven (11) preceding pages, as the bylaws of this corporation. These bylaws were adopted unanimously by the Board at its meeting on December 11th, 2017.

(1) Matt Williams

(2) Diana Tilberg

(3) Alex Iosub

(4) Tom Stevens

(5) Jon Dodge

(6) Vacant

(7) Vacant

< End of Bylaws >

RECORD OF CHANGES

The following sections of these Bylaws were modified from the previous edition on the date noted.

Section	Section / Paragraph Title	Date of Change
Section 12.1	Removed distribution of funds to members.	02/06/2018