



# Purpose

## Statement of Purpose

The Omaha Maker Group, referred to herein as OMG, is organized exclusively for charitable, educational, and scientific purposes. Its mission is to create and maintain a collaborative environment wherein people can explore and create technology, science, art, and culture.

## Specific Purposes

1. To provide facilities for the community to engage in creative activities
2. To give community members a forum for exchanging materials, ideas, and aid in support of creative activities
3. Freely share its research and discoveries, using what is learned to teach others.

# Membership

## Designation of Membership Classes

The Omaha Maker Group has two membership classes: Full Members and Keyholder Members.

## Full Members

### Eligibility

Any person is eligible to be a full member, provided that they agree to the rights and responsibilities outlined below. Full members under age 16 may be subject to additional restrictions and/or a reduced fee schedule, as determined by the Board of Directors.

### Rights and Responsibilities

Full Members enjoy the following privileges:

- Access to physical workspaces operated by the Omaha Maker Group

where a Keyholder Member is present.

- Eligibility to vote on any issue put before the membership.
- Eligibility to vote for officers and directors.

Full Members must also fulfill the following responsibilities:

- A member must thoughtfully contribute to OMG's direction and policies.
- A member must act in accordance with OMG rules of conduct set forth to maintain a safe and productive environment.
- A member must pay a monthly fee as determined by the board of directors.
- At the time a member's eligibility expires, he must forfeit any property owned by OMG to a member of the board of directors or an agent designated by the board of directors for this purpose.

## **Keyholder Members**

### **Rights and Responsibilities**

- A Keyholder member is identical to a Full Member in every way, and additionally will have control of a personal means of access to the OMG shared workspace. To this end, they will nominally have 24-hour access to the space, subject to special circumstances.
- Keyholder members will pay an additional amount (above and beyond that paid by a full member) each month, to provide additional support to the group, given their expanded access privileges.

### **Fee Determination**

The particular amount of the monthly fee for each tier will be proposed by the Executive Committee, subject to ratification by the membership at large. Fees will be reevaluated once per calendar year, and will generally be set at a level such that operations can be maintained but with an eye to not accumulating excessive funds.

## **Officers (aka Executive Committee)**

### **Function**

The function of the Executive Committee is to facilitate the day-to-day operations of the organization and to make decisions where a vote of the full membership is not practical or needed.

## **Eligibility**

Any member in good standing is eligible to be elected to any officer position.

## **Compensation**

While no officer or director will be compensated for their service to OMG, insurance may be provided to cover activity related to their duties to the organization.

## **Specific Positions**

### **President**

The President shall convene and preside over meetings of the board, regular, and annual meetings.

### **Vice President and Director of Marketing**

The Vice President for Marketing shall be responsible for presiding over meetings when the President is unable and shall also oversee the keeping of public records of meetings and actions taken by the board and voting members and assure that required corporate records are maintained. The Vice President for Marketing will further serve as the chairperson for the Marketing Subcommittee.

### **Director of Finance**

The Director of Finance will be responsible for collecting membership fees, keeping a public record of the organizations finances, and releasing funds when required for organization expenses. They shall also publish policies regarding how money can be appropriated and the processes for doing so and shall keep the financial information available in an appropriate fashion. The Director of Finance will further serve as the chairperson for the Legal subcommittee.

### **Director of Housing**

The Director of Housing will be responsible for operating and maintaining any and all physical facilities operated by the organization including maintenance, security, and working with

vendors as appropriate. They shall also be responsible for appropriation of facilities including meeting venues and leased workspace. The Director of Housing will further serve as the chairperson for the Housing Subcommittee.

## **Expiration of Term**

An Officer's term shall expire at the Annual Meeting following his/her election.

## **Resignation**

Any officer may resign at any time by written notice delivered to the the president or secretary of the corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date. In the event that an officer resigns, Full Members shall elect a replacement officer using the membership voting procedure defined in these bylaws. Nominations for people to run to replace the officer who has resigned shall open when the officer tenders his resignation, and remain open for one week. Members shall elect the replacement officer among the candidates who have been nominated and accepted their nomination, using the Votes of the Membership procedures in these bylaws. The replacement officer's term shall last until new officers are elected at the next Annual Meeting.

## **Directors**

The Board of Directors shall consist of three at-large Directors. No director shall be compensated monetarily for his work as a director, although the corporation may provide insurance and indemnity as permitted by Nebraska law.

## **Eligibility**

To be nominated to serve as an at-large director, a member must fulfill the same eligibility requirements as an officer as stated elsewhere in these bylaws.

## **Nomination**

Nomination of at-large director candidates shall be done by the same process as officer elections as detailed elsewhere in these bylaws.

## **Election**

Elections for at-large directors shall take place at the annual meeting. All directors shall be elected at the same time, by the process determined in these bylaws for Votes of the Membership,

## **Responsibilities**

The Board of Directors is a body that shall fulfill all roles required by Nebraska law. Any decisions not mandated by state law to fall with the Board of Directors may only be delegated to the Board of Directors by a vote of the membership to amend these bylaws to explicitly give the board of directors such decision making power. Any policy affecting the organization at-large will, unless stated otherwise, be decided upon by the voting membership.

## **Officer Oversight**

The Board of Directors is responsible for ensuring that the officers of the Omaha Maker Group are performing their duties as defined by these bylaws, and to provide assistance to said Officers in performing those duties. This responsibility extends to oversight of the officers, but does not extend to altering the scope of the officers' duties, or to the authority to remove an officer. The Board of Directors does not have authority to alter the scope of an officers' duties or remove an officer from his position; any such decision must be made by a vote of the membership.

## **Expiration of Term**

A Director's term shall expire at the Annual Meeting following his/her election.

## **Resignation**

Any director may resign at any time by written notice delivered to the the president or secretary of the corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy

may be filled before the effective date, but the successor shall not take office until the effective date. In the event that a director resigns, Full Members shall elect a replacement director using the membership voting procedure defined in these bylaws. Nominations for people to run to replace the director who has resigned shall open when the director tenders his resignation, and remain open for one week. Members shall elect the replacement director among the candidates who have been nominated and accepted their nomination, using the Votes of the Membership procedures in these bylaws. The replacement director's term shall last until new directors are elected at the next Annual Meeting.

## **Meetings**

### **Regular Meetings**

Regular meetings will be held no less than once per month at a time and place as determined by the executive committee. Regular meetings shall not take place on the day before, upon, or after a federal holiday unless specifically approved at the prior regular meeting or annual meeting.

### **Annual Meetings**

The OMG annual meeting will be held once per calendar year on the second Tuesday of March at a time and place as determined by the executive committee, in a manner consistent with the schedule for regular meetings.

### **Notice of Meetings**

Notice of all meetings of Members, including regular meetings and the annual meeting, must be sent at least 5 days in advance. Notice shall be sent electronically to all members, to the e-mail addresses they have on file with the group.

## **Voting**

### **Votes of the Membership**

### **Issues Proper for a Vote of the Membership**

Any issue not specifically assigned to the discretion of the officers or board of directors, by these bylaws, shall be subject to a vote of the Full Members. Issues subject to a Vote of the Membership include, but are in no way limited to, votes on issues of project funding, equipment and resource purchasing, and amendment of these bylaws.

## **Quorum**

Quorum for a vote of the membership of OMG shall require at least 50% of the existing membership on the day of the vote. For the purposes of calculating the quorum, properly submitted proxy statements by members shall count as attendance.

## **Submitting an Issue for Vote**

Any Full Member may submit an issue for vote by the membership, unless the issue is specifically enumerated in the bylaws as something subject to vote by the board of directors. To be properly submitted for a vote, the member must submit a written statement of the issue to be voted on to the board of directors at least seven days before the meeting at which the issue shall be voted on. An e-mailed statement of the issue shall be considered submission in writing for the purpose of this rule.

## **Notice**

Notice of all issues properly submitted for vote by the membership shall be given to all members no later than 5 days before the meeting at which they will be voted on. Notice shall be sent electronically, to the e-mail address that members have provided to the corporation. Notice of all issues to be voted on shall be consolidated with the notice of the member meeting at which the issues will be voted on. The Board of Directors is responsible for sending out the notice of the meeting, with the agenda of timely submitted issues to be considered.

## **Voting By Proxy**

Members may vote by proxy. To vote on a matter by proxy, a member must provide written or e-mailed notice to the Secretary at least 24 hours before the membership meeting where the vote is scheduled to take place. The notice must state the member's intention that he shall vote by proxy, state which issues he intends to vote on by proxy, and state how he intends to vote on each issue. Proper proxy statements shall count as attendance at the meeting for the

purposes of calculating the quorum.

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### **Majority**

Unless otherwise specified in these bylaws, a simple majority vote of the Full Members present shall ratify any issue put before the membership for a vote. Under the meaning of “present” in this section, members voting by proxy count toward calculating that majority.

## **Amendments to the Bylaws**

The Bylaws may be amended at any General Membership meeting, provided that proposed amendments have been submitted at the prior General Membership Meeting.

Such amendments will become official upon adoption by a simple majority of the Balloting Members.