

## Loveland CreatorSpace Bylaws

### 1) Name

- a. The name of the organization shall be Loveland CreatorSpace.

### 2) Purpose

- a. This corporation is organized and operated exclusively for educational, scientific and charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code. The specific purpose for which this corporation is organized is to provide and maintain the facilities and support needed for the general educational/technological/creative pursuits and instructional classes/demonstrations desired by the membership and general public.
- b. Provide and maintain an ongoing, collaborative workspace that fosters a positive, safe, learning and working environment for organization and community members.

### 3) Board of Directors

- a. The Board of Directors (defined as "Officer(s)" and "Director(s)-at-Large") shall serve without pay. It shall consist of ~~a-4 officers and up to a maximum of 7 Directors-at-Large (elected by the board).~~ minimum of 5 Officers and up to a maximum of 5 Directors-at-Large (elected by the Board as they see fit).

- These four Officers are defined as the President, Vice President, Treasurer, and Secretary.
- All other board members are defined as members-at-large.

- a.b. The General Election of the Board of Directors will take place annually, at the standard designated meeting of the general membership in January or ~~alternate date as decided by the board.~~

- b.c. ~~Applications~~ Nominations for a board position must be submitted using the 'Board of Directors Member at Large Application' ~~in writing to the secretary~~ at least twenty-eight (28) days prior to the annual election. The Board shall verify the eligibility of all nominees and publish the final ballot to the Membership at least ten (10) days prior to the election. Nominations from the floor are not permitted. ~~Nominations for the Board of Directors will come~~

- ~~from all current Members of Loveland CreatorSpace in good standing and should be made at the Board Meeting prior to the Election Meeting.~~
- d. ~~To be eligible to serve on the Board as a Director-at-Large, a person does not need to be a member of Loveland CreatorSpace.~~
- e. ~~To be eligible for any Officer position, a person must:~~
- ~~• Be a current member of Loveland CreatorSpace in good standing~~
  - ~~• Have served on the Board for at least eleven (11) ~~twelve (12)~~ consecutive months prior to the election~~
- f. ~~To be eligible for the President position, a person must:~~
- ~~• Be a current member of Loveland CreatorSpace in good standing~~
  - ~~• Have served on the Board for at least ~~twenty-three~~four (234) consecutive months prior to the election~~

~~Non-member Directors must maintain good standing with the organization (apart from owing member dues). To be eligible to serve on the Board, for a Director-at-Large position, a person does *not* need to be a member of Loveland CreatorSpace. To be eligible for an Officer position, a person *does* need to be a member and members must have been in good standing for a *minimum* of three (3) months. In addition, Officers must have served on the Board as a Director-at-Large for at least one year prior to the Election *and* the President must have served on the Board at least 2 years *prior* to the Election. Non-member Directors must also maintain good standing (apart from owing member dues).~~

~~g. —~~

- e. ~~Directors shall serve terms of two (2) years. Terms shall be staggered so that approximately one-half of the directors are elected each year. To implement this, the initial election following the adoption of these bylaws shall elect half the board for a one-year term and half for a two-year term; thereafter, all terms shall be two years. Directors and Officers shall serve for a period of one (1) year.~~

h.

d.i. Officer vacancies that arise during the middle of a term shall be filled by the Loveland CreatorSpace Board, by majority vote of the Board, to serve out the remainder of the vacancy's term.

~~e. Nominations for Officers to replace an Officer whose term is ending for any reason may come from the Board or general Membership.~~

f.j. Members who ~~apply~~are nominated for the Board of Directors must state their continued desire to be considered for election~~state acceptance of such nomination~~, prior to the election in which they have ~~been nominated~~applied, ~~to be eligible to serve on the Board.~~

~~k. Attendance at Board meetings is a mandatory qualification for office. Any Director who is absent from three (3) consecutive regularly scheduled meetings, without notice to the President or Secretary, shall be deemed to have resigned their office effective immediately upon the conclusion of the third missed meeting. This vacancy shall be filled according to Section 3(f). Directors who are considered to have fallen out of good standing for three (3) months in any 12-month consecutive period shall be dismissed at the discretion of the board.~~

g.l. "Good standing" for Directors shall be defined as follows:

- i. Has paid their membership dues for the previous 12 months in full, in a timely manner as defined by the Loveland CreatorSpace Membership Agreement and has no outstanding balance as of their nomination to the Board.
- ii. Has active and ongoing knowledge engagement in the tactical, strategic and day-to-day operations of Loveland CreatorSpace as assessed by the Board, such as (but not limited to):
  - Teaching Classes, volunteering for maintenance, cleaning/upkeep duties and improvement of the facilities.
  - Organizing ~~workdays~~ and planning/participating in community events or workdays.
  - Displays leadership qualities such as initiative, organization/planning and good communication.

- ~~• Is of good moral character (personable, approachable, helpful).~~

h.m. Responsibilities:

- The President shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the Office of President.
- The Vice President shall assume the duties of the President in case of the President's absence or incapacitation. The Vice President shall serve as the liaison between committees and the Board of Directors, providing support to committees as needed and ensuring timely submission of committee reports to the Board.~~The Vice President shall also preside over committee meetings.~~
- The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a secure location, and send out copies of minutes to the Board.
- The Treasurer shall keep record of the organization's budget, submit financial reports monthly to the board, collect membership dues from Directors/Members and pay expenses as directed by the Board.
- ~~v. The Sergeant At Arms shall mediate disputes and provide guidance for proper behavior within the CreatorSpace.~~

#### 4) Committees

- The Board may appoint standing and ad-hoc committees as needed.
- Committee meetings are supported ~~managed~~ by the Vice President.
- ~~c. Ad-hoc committees are created at the discretion of the Board, with committee membership determined by volunteer or appointment by the President.~~

#### 5) Meetings

- Nonprofit Meetings: ~~It is important that the nonprofit schedule an Annual Director Meeting. At the Director's meeting, the Board of Directors and~~

- ~~Officers are elected.~~ Matters that are not in the ordinary course of business, such as but not limited to acquiring a major asset, ~~or~~ borrowing a significant sum of money, or long term strategic planning, should be voted on by the Board of Directors and recorded in the minutes ~~book~~. ~~Also, if anything extraordinary happens during the year, a Special Director Meeting should be held and the minutes of the meeting should be included in the nonprofit meeting notes.~~
- b. Meetings of the Board shall occur no less frequently than once monthly.
  - c. Board meetings may be held at any time when called for by the President or by a majority of Board Members. Board meetings will be scheduled with at least three (3) days' notice.
  - d. Agendas shall be provided at least one (1) day in advance.
  - e. All minutes for Board meetings shall be provided by the Secretary no later than five (5) days after the meeting is adjourned.
  - f. All Loveland CreatorSpace Members may attend any Board meeting, save for times where personnel issues are discussed. They are, however prevented from engaging in any of the following activities:
    - i. Submitting new business before the Board less than ~~7224~~ hours prior to the meeting. (Submissions must be presented to the President or Secretary).
    - ii. Engaging in debate or other discussion regarding business before the Board except during pre-allotted time.
    - iii. Any other activity deemed inappropriate by the Board
  - g. Any Loveland CreatorSpace member considered to be disruptive to the business of the Board may be asked to leave the meeting by the Board President.
  - h. Special Meetings may be held by the membership for Emergency Corporate Action. A Special Meeting may be called by the following triggers:
    - i. Notice by the President.
    - ii. Agreement of a majority of the Directors.

- iii. Petition by more than ~~20% 10 percent (10%)~~ of Members.
- iv. The petition must be submitted to a Director.
- v. Special Meetings shall be announced by any reasonable means to every member of the membership.
- i. The agenda of a Special Meeting ~~is set with notice. shall be provided at least one (1) day in advance.~~
- vi. No business, other than the business that was set forth in the notice of the meeting may be transacted at a Special Meeting.
- ~~j. A general Membership Meeting can be called via petition of more than 10 percent (10%) of Members.~~
- ~~k.j.~~ Open Meetings Law: Nonprofit corporations are not subject to the Colorado Sunshine Law, CRS § 24-6-401 et seq., unless a government has delegated governmental decision-making authority to the nonprofit corporation. Unless this delegation has been made, nonprofit corporations are not required to share their minutes or open their meetings to the public pursuant to CRS § 24-6-402.

## 6) Voting

- a. Quorum:
  - i. A majority of ~~Officers-Directors (50% or greater)~~ must be present for a designated Board Meeting (physically or electronically) to constitute a quorum.
  - ii. In the absence of a quorum, no formal action shall be taken. ~~except to adjourn the meeting to a subsequent date.~~
- b. Passage of a motion requires a simple majority (one more than half the Directors present). Motion voting can take place during a meeting or subsequently via email.
- c. The President does not cast a vote except in the case of a tie.
- ~~d.a. One membership equals one vote.~~

~~e.d. Voting results are recorded in the meeting minutes. The results of any voting will be recorded in the relevant meeting's notes.~~

f.e. Any questions/disagreements about voting and general meeting procedure not addressed by these bylaws will defer to Robert's Rules of Order (which will generally be used by the Board for clarification).

## 7) Conflicts of Interest/Internal Disputes

- a. The bylaws require that board members must disclose any conflict of interest they have with board activity; after disclosure, the board member cannot vote on the issue.
- b. Any Director who has a financial interest in, or conflict (or the appearance of a conflict) with any matter pending before the Board (of such nature that it prevents or may prevent that member from acting in an impartial manner), will offer to voluntarily excuse him/herself and will temporarily vacate his seat and refrain from voting on said item.

~~c. The Sergeant-at-Arms is designated as the mediator of disputes.~~

d.c. In instances of disagreements, objections or challenges not adequately defined within the Loveland CreatorSpace bylaws, the Board shall defer to the current Colorado Non-Profit & Business Law(s) and/or Federal Law(s) if not defined by Colorado.

## 8) Fiscal Policies

- a. The fiscal year of the board shall be the calendar year.
- b. Open Records Act: IRS rules require that you provide copies of your three most recent form 990 or 990-EZ income tax returns and your IRS form 1023 application at any time to the public upon reasonable request. Copies must be immediately available for inspection upon a request made in person, and copies must be mailed within 30 days of a written request. You may delete or black out sensitive information, such as officer salaries or the names and addresses of donors. Nonprofit corporations can charge a reasonable fee such as 25 cents a page for making copies. You are not obligated to provide this information if you believe the request is part of a concerted effort to harass you. The IRS defines harassment as repeated and multiple requests

- for the same information, such as by numerous members of an opposition group. If a person opposed to your organization requests information from you, you must provide it unless you are convinced the request is solely meant to slow you down or to prevent you from doing any meaningful work.
- c. Non-Profit's Property:
- i. The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.
  - ii. Upon the dissolution of the corporation, its assets, remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for educational purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.
- d. Distribution of Earnings: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.
- e. Adherence to Federal Laws: Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on: By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **9) Other Policies**

### **a. Political Activities:**

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including



the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

— Loveland CreatorSpace Non-Discrimination ~~statement~~Policy:

At the Loveland CreatorSpace, we are committed to creating a diverse and inclusive organization. We do not discriminate based on race, color, religion, gender, sexual orientation, national origin, age, disability, or any other characteristic protected by law. We value the unique contributions of all individuals.

b.

c. -New Member Onboarding

All new members shall go through a general organizational and safety orientation, prior to access, regardless of their intended use of the facility, tools, or equipment. This orientation will not replace training on specific equipment or tools, but rather inform the new member about general safety policies, the operation and governance of the entire facility, and other relevant topics. No new member, no matter their previous experience, real or professed, is exempt from this orientation. When a previous member rejoins, they will be treated as a new member and complete all of the onboarding training. This retraining can be waived if the absence was less than one (1) year.

## 10) Amendments

— These Bylaws may be amended by a two-thirds vote of the ~~General~~ Membership (whether physically, electronically, or by proxy), at any meeting, provided a quorum is present (defined as having greater than ~~25%~~50% of that month's paid-up (as of the first of the month) Membership) ~~AND~~and provided that a copy of the proposed amendment(s) are provided to each member at least one week prior to said meeting. One membership equals one vote.

g.f.

- a. The Board of Directors may recommend amendments to the Bylaws. Vote by proxy/electronic voting may include a clause/disclaimer stating: "a lack of response from a member (whether by not attending said meeting/not

electing to proxy vote) will result in an ~~absentee non-vote-vote-of concurrence in favor of the Directors' amendment proposal(s)~~".

## 11) Appendix

### a. Amendments

- i. 23 February 2014 - "Establishment of Advisory Committee" Form an advisory committee to be filled typically but not necessarily exclusively by members of outside organizations for the purpose of providing advisory input to the Loveland CreatorSpace Board. The Advisory Committee shall nominate one of its members to hold a designated seat on the Loveland CreatorSpace Board.
- ii. 23 February 2014 - "Advisory Committee Board Seat" - An optional board position shall be added to the Loveland CreatorSpace Board. This position shall be an elected seat and will comply with the election process outlined in Section 3. The position shall be titled "Advisor" and shall be nominated from the membership of the advisory committee. This position shall allow representatives from 3rd Party entities (funding or otherwise) to engage in board meetings and board actions. All of the responsibilities and privileges of a standard board member position shall be bestowed upon this position, as outlined in Section 3.
- iii. 23 February 2014 - "Electronic Voting" Electronic votes may be submitted in advance of board and member meetings. Votes are considered valid if they are submitted to a majority of the Officers.
- iv. "Member" A member is defined as one who has signed the Loveland CreatorSpace membership agreement and waiver, and is current in their membership dues. Per 6. d. "One membership equals one vote"
- v. April 2024 - Bylaw Committee formed to update Bylaws to better align with Loveland CreatorSpace operating and leadership requirements and Non-Profit Law.
- vi. ~~April 2025~~~~12, November 2024~~ - Loveland CreatorSpace Bylaws Version 2.0 submitted for Board/Membership approval by Bylaw Committee.

~~vii.~~—Jan 2026 – Bylaws Version 2.1. Updates to Board of Director positions, added application process, new member orientation outlined, and absentee ballot redefined.

vii.

## 12) Revision History

Version:	Submitted By:	Description of Version/Changes:	Date Accepted:
1.0	LCS Board	First version of LCS bylaws	10/21/2013
1.1	Maurice Woods	Addition of "Revision History" section Moved section 10. into section 5.h. "Meetings" Addition of "Appendix" section (10.) Addition of "Amendments" section (10.a.) Addition of "Amendments 1-3" (10.a.i.-10.a.iii.) Formatting of headings	02/22/2014
1.2	Membership	add section 10.a.4 defining "Member"	04/11/2014
2.0	Bylaw Committee	Near overhaul of Bylaws, general editing/fixes of grammar, redundancy, formatting and punctuation, change definition of Board Member and instances of "Board Members" and "Members" (in reference to Board Members) to "Board Directors" and "Directors" respectively, amended Board composition to an addition of up to 5 "Directors-at-large", clarified Purpose statement, Responsibilities and "good standing", changed petitions requiring 50% of membership to 10%, added sections deferring disputes not defined in bylaws to	04/15/25

		Robert's Rules of Order and current Colorado/Federal Non-Profit/Business Law, added notice about vote defaulting related to proxy/electronic voting to amend bylaws/add amendments, added "required sections" of Non-Profit law to relevant sections of document, edited amendment "Advisory Committee Board Seat" to "optional" instead of "sixth board position", changed title "Advisor 1" to "Advisor".	
2.1	<u>LCS Board</u>	<u>Updated number of Directors to 11 including 4 Officers. Removed Sergeant-at-Arms position. Added section defining director application process. Updated director eligibility requirements. Added section defining mandatory attendance for Directors. Added diversity commitment section. Added new member orientation section. Updated absentee ballot count to be a 'non-vote'. Updated bylaw amendment approval requirements. Several grammar and formatting updates were made throughout the document.</u>	<b>TBD</b>