

Lamp Community Lab Bylaws

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is LAMP COMMUNITY LAB

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

An organization formed to modernize STEAM knowledge and skills of its members and the public by providing makerspace facilities, tools, materials, events, and classes, qualified for exemption under sec. 501(c)(3) as an Arts, Culture, and Science org.

Section 2. Specific Purpose

LAMP PURPOSE HERE. Detailed.

The specific objectives and purpose of this organization shall be:

- A. a. to provide instruction in making, product fabrication, design, technology
- B. to provide facilities, equipment and a trained team for community members to engage in the promotion and participation of making and creative activities
- C. to provide opportunities for participants to engage in recreational, competitive and professional community projects
- D. to sponsor, host and/or participate in events and activities that promote making and sustainability
- E. to facilitate experiences that foster creativity
- F. To provide creative opportunities for community members to engage with each other and build relationships
- G. To educate around and shine light on sustainable living
- H. To empower community members to be more self-sufficient and less systematically reliant through making, repairing and reusing

ARTICLE III. MEMBERSHIP

Seems that from the paperwork that was submitted, at least the unsigned version in the shared folder, it was opted to not have any outside members, as in people integral to the non-profit with voting power for non-profit direction. We don't have to worry about writing Article III and Article IV.

The membership of the corporation shall consist of the members of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

As of 2022.09.11, the board of directors consist of seven people.

- Rachel Segrest as President
- Charles McCrary as Vice President
- Salvador Eng Deng as Treasurer
- Jeffrey Dorfman as Chief Records Officer (Secretary)
- Emelyn Berg as Voting Member of the Board
- Alex Fiel as Voting Member of the Board
- Virginia Reinauer as WebMaster

Section 1. General Powers

(due to the current size, lack of funding, and stage of the non-profit)

The affairs of Lamp Community Labs is managed and run by its Board of Directors. The Board has control of and is responsible for the management of the affairs, direction, and property of the non-profit.

Section 2. Number, Tenure, Requirements, and Qualifications

Number

The number of Directors shall be fixed to an odd number from time-to-time by the Directors but shall consist of no less than five (5) nor more than nine (9) members including the following officers: the President, the Vice-President, Chief Records Officer (secretary) and the Treasurer. The remaining shall be voting members of the board.

Tenure

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article. (Via in person or remote)

Requirements

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.

Each member of the Board of Directors shall contribute at least one hundred cash dollars (\$100) to the organization annually, all or part of which may come from the tax deductible value paid for or solicited by the Board member, and received by the Corporation. No contribution credit shall be given for in-kind donations.

Provided, however, that the \$100 cash requirement for any member who joins after the beginning of the fiscal year for his or her initial one-year term shall be prorated accordingly.

Section 3. Regular and Annual Meetings

Regular meetings are scheduled via a meeting invite monthly for 90min with locations assigned as needed.

Annual meetings will be held in March of every year to discuss the direction of the organization for that year and recap the events of last year

An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board.

Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone or electronic methods or by written notice. Discord or meeting invite is the preferred method.

Section 6. Quorum

The presence of all current Board members, in person or remotely (via phone, zoom or equivalent) is necessary at any meeting to transact new business, but a lesser number (five or more) have the power to adjourn to a later date without notice, and advance or conclude pre-established business. New business is defined as establishing a major change in Lamp Community Lab, such as a change in the board of directors, change in the direction or objective of the organization. Pre-established business (ongoing business) is defined as projects that have already been approved by the board with a simple majority vote.

Critical decisions, that fundamentally change the direction of Lamp Community Lab, need to be have full agreement from board members either through meeting or other means (discord, phone call, email, etc.)

Section 7. Forfeiture

A board member may forfeit their title/responsibilities through discussion with the board. A board member may forfeit their position on the board with written or verbal confirmation with at least 6 weeks of notice. The board member will be responsible for completing existing projects or handing them over to another board member as agreed by the board. This may qualify for calling a special meeting.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and

filled according to the Induction rules in this document and approved by the Board of Directors. The number of board members shall not fall below five.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Legal actions on behalf of Lamp Community Lab, need to have full agreement from board members either through meeting or other means (discord, phone call, email, etc.)

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Organization's purposes, or can reasonably be expected to benefit the Organization . Directors shall use discretion and good business judgment in discussing the affairs of the Organization with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 14 Induction

Process for becoming a board member:

- Application
 - A potential board member must file an application and have a referral from a current board member for a position on the board.
- Background Check

- A potential board member must satisfy a background that is reviewed by the board and have unanimous board agreement.
- Interviewed by board
 - The potential board member must be interviewed by a group of five or more current members of the board.
- Board votes, simple majority
 - The potential board member is inducted into the board by a simple majority of the current board and their vote along with their reasons for the votes will be recorded for posterity.

Section 15. Removal

- Rude, disrespectful or otherwise inappropriate behavior
- Attendance- missing 4 meetings in a row without excuse/contact to group
- Embezzlement
- Harrassment, including sexual harrassment of other board members or people involved in Lamp Community Lab
- Willful misappropriation of personal information
- Misappropriation of funds, securities, supplies or other assets.
- Impropriety in the handling or reporting of money or financial transactions.
- Profiteering as a result of insider knowledge of company plans or activities.
- Disclosing confidential and proprietary information to outside parties.
- Intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to procure an advantage, benefit or gain.
- Accepting or seeking anything of material value from contractors, vendors or persons providing services/materials to AHA, unless pursuant to the Acceptance of Gifts Policy.
- Destruction, removal, or unauthorized use of records, furniture, fixtures, and equipment.
- Any similar or related irregularity.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of supermajority (five) of the members of the Board of Directors if in their judgment the best interest of the Organization would be served thereby. Each member of the Board of Directors must receive written or verbal notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 15 of this Article.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

This section is to define the roles and activities of the people in charge of carrying out the non-profit mission as guided and chosen by the board of directors. Deal with the day to day stuff to ensure that the non-profit works towards the goal that was set by the board of directors.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general and active management of the business of this Advisory Board.
- c. He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.
- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be an Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- a. He/She shall have the duty of chairing their prospective committee and such other duties as may, from time to time, be determined by the Advisory Board.

Section 3. Chief Records Officer (Secretary)

The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President.

Section 4. Treasurer

The Treasures duties shall be:

- a. He/She shall submit for the Finance and Fund Development Committee approval of all expenditures of funds raised by the Advisory Board, proposed capital expenditures (equipment and furniture) , by the staff of the agency.
- b. He/She shall present a complete and accurate report of the finances raised by this Advisory Board and also the Paul Smith Memorial Fund at each meeting of the members, or at any other time upon request to the Advisory Board.
- c. He/She shall have the right of inspection of the funds resting with the Big Brother/Big Sister Program including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Advisory Board or the President under whose supervision he/she shall be.

Section 5. Election of Officers

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Advisory Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Advisory Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

Section 6. Removal of Officer

The Advisory Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Advisory Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

This section outlines how to democratically agree and plan on stuff to start, implement, and finance a project within the non-profit.

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board appoints the committee chairs.

Section 2. Executive Committee

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VIII. CORPORATE STAFF

Section 1: Executive Director

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE IX. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

[Hospital Insert – for hospitals that complete Schedule C: If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.]

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. **Procedures for Addressing the Conflict of Interest**

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

[Hospital Insert – for hospitals that complete Schedule C

- d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the District of Columbia, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, 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 three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall

require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special 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.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

Rachel Segrest, President - Lamp Community Lab

ATTEST: Jeffrey Dorfman, Secretary - Lamp Community Lab