

Bylaws of The Red Mountain Makers

ARTICLE I — NAME AND PURPOSE

Section 1 - Name

The name of the organization shall be Red Mountain Makers (RMM). It shall be a nonprofit organization incorporated under the laws of the State of Alabama, under Title 10A, Chapter 3A of the Code of Alabama.

Section 2 - Purpose

Red Mountain Makers' specific and primary purpose is to engage in scientific and artistic research as well as charitable educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to:

- (a) To provide work space, storage, and other resources for projects related to technology and artistic expression.
- (b) Through talks, workshops, collaborative projects, and other activities, to encourage research, knowledge exchange, learning, and mentoring in a safe, clean space.
- (c) To develop, support the development of, and provide resources for the development of free and open source software and hardware.
- (d) To develop, support the development of, and provide resources for the development of community networks and/or amateur radio networks.

ARTICLE II — MEMBERSHIP

Section 1 - Classes of Membership

A "Classes of Membership" document shall be established as a supplement to these Bylaws. This "Classes of Membership" document will be used to define the different membership levels. Changes to existing membership classes and dues shall be made by a three-fourths vote of the board of directors, and shall be announced at least 6 months in advance of implementation. Non-voting membership levels may be established, but a class of voting membership shall always be available.

The board of directors may establish temporary or ongoing discounts as incentives to encourage new members to sign up or for members to take positions of responsibility. Discounts are subject to approval by majority vote of the board of directors.

Section 2 - Eligibility

Membership shall be available to any member of the public who:

- Agrees to the liability waiver.
- Provides accurate and current contact information, including an official photo ID and e-mail address.
- Pays monthly dues on time.

- Supports the purpose and specific goals of the organization.
- Follows the “Code of Conduct” as established by Article III.
- Treats others with respect and courtesy.
- Follows other policies and procedures established by these Bylaws.
- Meets the specific eligibility requirements of the membership class sought, as outlined in the “Classes of Membership” document.

The board of directors may place a hold on anyone’s eligibility for membership, this hold shall be resolved by the end of the following board meeting.

Section 3 - Rights and responsibilities

All members have the following rights:

- All members have the right, and are encouraged to participate in properly announced open session meetings.
- All members have the right, and are encouraged to participate in open discussions regardless of their voting status.
- Any member may report their concerns about any other member to any current board member.
- All members shall have the right at any reasonable time, as determined by the board of directors, to inspect the financial and physical properties of the organization.
- All rights given by the specific membership class one has obtained, as defined by the "Classes of Membership" document.
- The right to request a membership class change.

Voting members have the following additional rights:

- The right to put forth an issue before the board of directors.
- The right to vote on any issue put before the Membership.
- The right to vote for officers and directors of the board.
- The right to call a special meeting as outlined in Article IV Section 3.
- The right to nominate or second any voting member to the board of directors as outlined in Article V Section 4.
- The right to be nominated for the board of directors as outlined in Article V Section 4.

All members have the following responsibilities:

- Meet all requirements noted in the Eligibility section.
- Actively participate in activities needed to maintain and improve the facility.
- Clean up after themselves.
- Actively communicate any facility, equipment, or personnel issues to the board or appropriate committee leader.
- Thoughtfully contribute to Red Mountain Makers’s direction and policies.

Voting members have the following additional responsibilities:

- Actively participate in open discussions affecting the organization.
- Actively participate in voting events.
- Submit votes by proxy if unable to attend voting events.

Section 4 - Resignation and termination

Any member may resign or pause membership by filing a notice with the Secretary or other officer of the board. Resignation shall not relieve a member of unpaid dues or other charges previously accrued.

Any member can have their membership terminated by a three-fourths vote of voting membership.

Any member can have their membership terminated by a unanimous vote of the board of directors.

ARTICLE III - CODE OF CONDUCT

Section 1 - Anti-Discrimination and Harassment policy

Red Mountain Makers does not tolerate discrimination based on age, ancestry, disability, national or ethnic origin, race, religious belief, sex, sexual orientation, gender identity, or veteran status.

Red Mountain Makers does not tolerate harassment as defined in the "Code of Conduct" document established in this Article.

Violation of these policies is grounds for termination of membership, as outlined in Article II Section 4, and removal from the property.

Section 2 - Code of Conduct and Adherence to Bylaws

A "Code of Conduct" document shall be established as a supplement to these Bylaws. This document will be used to establish additional guidelines of the organization.

Violation of the Code of Conduct is grounds for termination of membership, as outlined in Article II Section 4, and removal from the property.

These Bylaws constitute binding regulations superseding the "Code of Conduct" should it come into direct conflict with these Bylaws.

ARTICLE IV — MEETINGS

Section 1 - Regular meetings

Regular meetings of the board of directors shall be held at least monthly, at a time and place designated by the board of directors. Participation may be in person or through designated electronic means, or by designating a proxy and reporting that designation to the Secretary.

All members are welcome and are encouraged to attend. However, the board may go into closed session when appropriate (for example, personnel discussions, discipline, and other sensitive issues). Any decision made in closed session that affects Red Mountain Makers or its members will be disclosed as soon as reasonably possible after that session has adjourned.

Section 2 - Annual meetings

Annual meetings of the Membership shall take place by the end of each November, with the specific date, time, and location designated by the board of directors. At the annual meetings, the voting members shall elect officers, receive reports on the activities of the organization, and determine the direction of the organization for the coming year. Non-voting member classes may participate in discussions, but do not participate in votes.

Section 3 - Special meetings of the Membership

Special meetings of the Membership may be called by a simple majority of the board of directors. A petition signed by five (5) percent of voting members may also call a special meeting.

Section 4 - Notice of meetings

Notice of each annual meeting shall be provided to each voting member no less than one (1) month prior to the meeting.

Notice of each other meeting type shall be provided to each voting member no less than one (1) week prior to the meeting.

An official meeting of the board of directors requires that each board member have notice at least one (1) week prior to the meeting.

Section 5 - Procedure

A disagreement on meeting procedure shall be resolved by referring to the "Code of Conduct" document.

If further clarification is needed, the board may vote on a specific parliamentary procedure framework to adopt and resolve the disagreement.

Section 6 - Quorum

Board meetings require a majority of board members to establish a quorum.

The members present at any properly announced meeting, as outlined in this article, shall constitute a quorum, unless otherwise specified by these Bylaws. A member may be present in person or using designated electronic means.

Section 7 - Voting

Any issue not specifically assigned to the discretion of the board of directors, by these Bylaws, shall be subject to a vote of the voting Membership. Issues subject to a vote of the board include, but are in no way limited to, votes on issues of project funding, equipment and resource acquisition, and amendment of these Bylaws.

(a) Submitting an Issue for Vote

Any voting 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 statement of the issue to be voted on to the board of directors at least seven (7) 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.

(b) Notice

Notice of all issues properly submitted for vote by the voting Membership shall be given to all members no later than five (5) days before the meeting at which they will be voted on. Notice may be sent electronically, to the e-mail address that members have provided to the organization.

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.

(c) Voting By Proxy

Voting Membership may vote by proxy. To vote on a matter by proxy, a member must provide written or e-mailed notice to the board of directors at least twenty-four (24) hours before the meeting where the vote is scheduled to take place. The notice must state the member's intention to vote by proxy, which issues they intend to vote on by proxy, and how they intend to vote on each issue. Proper proxy statements shall count as attendance at the meeting for the purposes of calculating the quorum. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

(d) Attendance by Electronic Communication

Attendance may be by electronic communication included but not limited to: Chat or messaging applications, Voice Conferencing, or Video Conferencing. Each meeting shall have a designated means of electronic participation if requested by any participant.

(e) Tie Resolution

A tie vote shall be resolved by the Chair. If the Chair is unavailable, the next available board member, in the following order, shall resolve the tie vote: Vice-Chair, Treasurer, Secretary, most senior Board Member-at-Large (seniority based on length of membership with RMM). A board member shall be considered unavailable if they are not present at the meeting where the voting is taking place, either physically or through appropriate electronic attendance, or if the board member is one of the candidates in a tied vote.

The tie resolution procedure shall only be used for tie votes between two unchangeable options (for example, a tie membership vote between two candidates for a board position.) It is not to be used for issues that can be split into two separate voting sessions.

ARTICLE V — BOARD OF DIRECTORS

Section 1 - Board role, size, liability, and compensation

The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have no fewer than seven (7) members, and the total number shall be odd. The board will receive no compensation. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

(a) Changes to size of Board of Directors

The board of directors may designate the maximum number of board positions for the next term by a three-fourths vote.

The voting membership may overturn this vote and set the maximum number of board positions for the next term by a simple majority.

(b) Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state and where the board of directors deems indemnification is reasonable, except for willful fraud or embezzlement.

(c) Insurance For Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these Bylaws, or provisions of law.

Section 2 - Terms

All Officers and board members shall serve one-year terms.

- a. Officers are eligible for re-election to the same position for up to three (3) consecutive terms.
- b. All other board members are eligible for re-election to the same position for up to five (5) consecutive terms.
- c. An exception to each respective term limit may be allowed if the officer or other board member runs unopposed, as to not leave the position empty.

Section 3 - Meetings and notice

Meetings and notice of meetings shall be in accordance with Article IV of these Bylaws.

Section 4 - Nominations of officers and board members

Any voting member has the right to nominate any voting member to the board of directors, including the right to nominate themselves. Any nominated candidate can decline the nomination.

If only one (1) person is timely nominated to run for an office and accepts such nomination, they shall run unopposed. If no person is timely nominated to run for an office and accepts such nomination, nominations for that position may be made at the annual meeting, in person, before the vote.

If no nominations are received for an office, the person holding the office may choose to continue in the position, or choose to appoint a successor. All nominations for officer positions are due one (1) week before the annual meeting. Nominations must be seconded by any other voting member before becoming eligible for vote.

(a) Board elections

Board members shall be elected or re-elected by a simple majority of voting Members present at the annual meeting. Board positions are as follows:

1. Chair
2. Vice-Chair
3. Secretary
4. Treasurer
5. Board Member-at-Large
6. Board Member-at-Large
7. Board Member-at-Large
8. Board Member-at-Large
9. Board Member-at-Large

Each position is elected for a one-year term.

Section 5 - Officers and Duties

There shall be four (4) officers of the board, consisting of a Chair, Vice-Chair, Secretary and Treasurer. Officer duties may be delegated to a specific person or organization with a three-fourths vote of the board. Their duties are as follows:

(a) Chair

The Chair shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers including the enforcement of these Bylaws and "Code of Conduct" document unless designated to another official by the board of directors.

Except as otherwise expressly provided by law, by the articles of incorporation or by these Bylaws, the Chair shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

The Chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, Treasurer.

(b) Vice Chair

In the absence of the Chair, the Vice-Chair shall perform all duties of the Chair. The Vice-Chair shall chair committees on special subjects as designated by the board.

(c) Secretary

The secretary shall keep a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was regular, annual, or special; the notice given; the names of persons present at regular, annual, and special meetings. The Secretary shall send out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The Secretary shall keep a record of the corporation's members, showing each member's name, address, e-mail, and class of membership. The secretary shall keep a copy of the articles of incorporation, Bylaws, and supplement documents, as amended to date.

(d) Treasurer

The Treasurer shall be responsible for monitoring all financial assets. This includes but is not restricted to the collection of membership dues from members, the payment of rent and utilities for any space leased by Red Mountain Makers, filing taxes, the disbursement and reimbursement of funds authorized to be spent under the procedures detailed in these Bylaws. The Treasurer shall make a report at each board meeting. The Treasurer shall make a report to full Membership at least quarterly. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 6 - Vacancies

In the event of the resignation or termination of a board member, and at the initial election of the board, elections will be held during any meeting of the Membership to elect a board member for a partial term until the next election of that board position. A partial term of greater than six (6) months will count as a full year term toward term limits. A partial term of less than six (6) months will not count toward term limits. The Secretary, or other officer of the board must receive nominations for new board members from voting members one (1) week in advance of the member meeting. Notice of nominations shall be consolidated with the notice of the member meeting at which the issue will be voted on.

Section 7 - Board Members at Large

Members-at-Large must fulfill the following responsibilities:

- Serve as Membership representatives and communicate their issues, needs, and interests to the board of directors.
- Serve as the Chairs of ad hoc, exploratory, and operation committees as assigned.
- Hold meetings with their committees and make periodic reports to the board as a whole regarding their work.

Section 8 - Resignation, termination, and absences

Resignation from the board must be written or e-mailed and received by the Secretary, or other officer of the board.

A board member may be terminated and removed from the board by a three-fourths vote of the remaining board members for any reason.

A board member may be terminated and removed from the board by a simple majority vote of the complete voting membership, not just by the quorum as defined in Article IV Section 6 of these Bylaws.

Section 9 - Special meetings of the board

Special meetings of the board may be called by the Chair, or by one-third of the board.

- a. Notice of special meetings shall be sent out by the secretary to each board member at least one (1) week in advance.
- b. The issues to be addressed shall be in an agenda sent to each board member not less than five (5) days prior to the meeting.
- c. Notice may be sent electronically, to the e-mail address that members have provided to the organization.

ARTICLE VI — COMMITTEES

Section 1 - Committee formation

The board may create and disband committees as needed by a simple majority vote of the board such as fundraising, marketing, public relations, data collection, etc. All committees and committee actions are subject to review and oversight by the board of directors.

Section 2 - Executive Committee

The four (4) officers serve as the members of the Executive Committee. The Executive Committee shall have all the responsibilities 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 at least two (2) 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 by the end of the first quarter, and all expenditures must be within budget. Any major change in the budget must be approved by the board. 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 VII — CONFLICT OF INTEREST

Section 1 - Conflict of Interest

All members of the board must disclose any potential conflict of interest to the board. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the board to voluntarily abstain from voting on said item. A board member will be forced to abstain from voting on an issue if a unanimous vote of the remaining board members determines there is a conflict of interest.

ARTICLE VIII — INTELLECTUAL PROPERTY

Section 1 - Intellectual Property

Red Mountain Makers is committed to the development of open source projects. Therefore any project designated as an official project of Red Mountain Makers shall be treated as an open source project for the purposes of determining property rights. Any member may submit a project before the Board of Directors to be considered for official RMM project status. The Board of Directors may grant official status by a simple majority vote.

Any project that is created and executed by an individual member or group of members that is not designated as an official project of the organization shall be subject to the property rights decided upon by the participating

member or members. Red Mountain Makers does not claim intellectual property rights to any project not designated as an official project of the organization.

ARTICLE IX — DISSOLUTION

Section 1 - Dissolution

If Red Mountain Makers is forced to dissolve due to unfortunate circumstances, court order, or planned dissolution, the remaining assets and funds of Red Mountain Makers will be dispersed to a 501(c)(3) organization with similar purpose as determined by the board of directors.

ARTICLE X — AMENDMENTS

Section 1 - Amendments

These Bylaws may be amended when necessary by a two-thirds majority vote of the board of directors and ratification by a simple majority of the complete voting membership, not just by the quorum as defined in Article IV Section 6 of these Bylaws. Notice of all Bylaws changes submitted for a vote by the board and voting Membership shall be given to all members no later than one (1) month prior to the meeting at which they will be voted on. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

CERTIFICATION

These Bylaws were approved at a meeting of the Membership by a simple majority vote on 2024 April 9.

Avafay O Runnels

2024 April 9

Secretary

Date