

Bylaws of Orlando Hackerspaces, Inc.

INTRODUCTION

These bylaws constitute the code of rules adopted by Orlando Hackerspaces, Inc. (DBA FamiLAB), henceforth referred to as FamiLAB, for the regulation and management of its affairs.

MEMBERSHIP

1. **Members:** Any individual 18 years of age or older is eligible for membership in FamiLAB.
2. **Rights of Members:** Each member of the corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, except to the extent that the voting rights are limited or denied by the Articles of Incorporation. No member shall be entitled to any dividend or any part of the income of the corporation or to share in the distribution of the corporate assets upon dissolution.
3. **How the Membership can Legally Act:** The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership.
4. **Annual Membership Meetings:** The annual meeting of the membership shall be held once a year during the month of March, or as soon as feasible thereafter, at a time and place designated by the board of directors for the purpose of electing directors and transacting any other business as may properly come before the meeting. The meetings shall be adequately publicized to the community by such methods as flyers, email, forums, other electronic communication, and other means.
5. **Notice of Annual Meeting:** Initial written notice of the annual membership meeting shall be given not less than thirty (30) calendar days nor more than forty-five (45) calendar days before the day that such a meeting is to be held. Such written notice shall be delivered by the methods listed in article (4) above, or such additional methods as the board of directors shall deem effective. The written Notice shall state the place, day, and hour of the meeting. This section may be amended or repealed only by a vote of a majority of the members at a meeting of the membership called in accordance with the terms of these bylaws.

6. Special Membership Meetings: Special meetings of the members may be called at any time by the Chairperson or by the board of directors, or on written request of one-fourth of the members who are entitled to vote.

7. Notice of Special Meetings: Notice of special meetings of the membership shall be given using the exact same methods as the notice for the annual meeting (as provided for in these bylaws). The notice must be given to each member at least seven (7) days prior to the meeting.

8. Quorum: A quorum for the conducting of business at either an annual or a special meeting of the membership is defined as 25% of the current membership. The board shall make available to the membership the number of current members.

9. Enrollment of Members: The board of directors shall adopt a membership application process. The application form shall contain at a minimum name, email address, and phone number. All persons wishing to become members shall go through the current membership process, upon the completion of which the applicant becomes a member. The board shall make available the current membership process via the FamiLAB website. Changes to the membership process can be ratified only by a vote of a majority of the members at a properly called meeting of the membership in accordance with the terms of these bylaws. A Director of the board shall keep an up to date membership list.

DIRECTORS

10. Definition of Board of Directors: The Board of Directors is that group of persons vested with the management of the business and affairs of FamiLAB subject to the law, the Articles of Incorporation, and these bylaws.

11. Qualifications: Directorships shall not be denied to any person on the basis of sex, gender identity, race, disability, color, creed, national origin or religion. Directorship shall only be granted to current members.

12. Number of Directors: The Board of Directors shall consist of three (3) or more members, the number thereof to be determined from time to time by resolution of the Board of Directors. As of the date that these Bylaws were adopted the number of Directors was fixed at seven (7) and thereafter shall be fixed from time to time by resolution of the Board of Directors.

13. Staggered Terms and Election of Directors: Directors shall be elected by the members at the annual meeting of the membership. Directors shall serve terms of two years unless re-elected to succeeding terms. There shall be staggered terms of office for directors. Board members shall serve until their successors are chosen.

14. Term Limits: Directors shall be elected for no more than two consecutive terms. Out of cycle appointments do not count towards this limit.

15. Director Membership Status: If at any time during their term a Director ceases to be a member of the organization, they are no longer eligible to serve on the Board of Directors. Remaining Directors shall then issue a written warning to the Director in question. If the Director in question has not resumed their membership by thirty (30) days from the date of membership termination, they are removed from the Board of Directors and their position is considered vacant.

16. Nomination Process: Any member may nominate any other member, including themselves. The Chairperson, prior to an election, may appoint a Nominating Committee. The Nominating Committee, if so appointed, may, if it so chooses, to present a slate of candidates from which the members may fill vacant directorships. The members may either fill such vacancies from this slate of candidates or they may make additional nominations from the floor of the membership meeting just prior to the election.

17. Election and Voting Process: FamiLAB will use a Simplified Proportional Representation voting and tallying system for election to the Board of Directors. In this system, every candidate is presented on the ballot, and the voter is compelled to rank the candidates, using standard decimal numbers, beginning with 0 and up to the total number of candidates nominated for election minus 1 (i.e. 6 candidates would be voted on using the ranking and numbers 0, 1, 2, 3, 4, 5). The voter's highest ranked candidate would be given the highest available number in the series, and the lowest ranked would be given a zero (0). The votes are then tallied, and the available Board of Directors spots are filled from the best ranked to lowest ranked. If more spots are open for election to the Board of Directors than are nominated for the positions, then the positions are automatically filled from the available candidates, with the remainder of openings filled by appointment no earlier than the following monthly Board meeting. The complete results shall be recorded in the official record.

18. Procedure at Board Meetings: The rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order") shall govern the meetings of the board of directors. Modification of these rules is at the discretion of the Chairperson.

19. Resignations: Any Director can resign at any time by delivering a written resignation to the board of directors. For the purposes of this bylaw, email is the only electronic communication considered as a written form of communication.

20. Removal: Any director may be removed at any time (with or without cause) by a vote the membership at a meeting of the membership properly called in accordance with the terms of these bylaws. Directors may be removed by a vote of the board of directors (at a properly called meeting) when the director in question has missed two consecutive (properly called) meetings of the board of

directors. A director may also be removed by a unanimous vote (minus the director in question) of the full board of directors at a properly called board meeting in accordance with the bylaws. This action can be reversed by a vote of the of the membership at the next properly called membership meeting where a quorum is present, and in accordance with the bylaws.

21. Special Board Meeting Procedure: In the case that there is an issue requiring a meeting of the board with less time than is required for the meeting to be considered properly called, a special board meeting may be convened. Reasonable efforts must be made to contact and notify all board members of this meeting. This meeting may proceed only if a quorum is in attendance. This meeting is restricted to immediate and urgent business and may not take the place of a regularly convened board meeting.

22. Vacancies: Resignations of directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors and such director so appointed shall serve until the next annual meeting.

23. Place of Directors Meetings: Meetings of the board of directors, regular or special, will be held at the primary place of business for FamiLAB or at any other place, virtual or real, within or without the State of Florida as provided or such place or places as the board of directors may designate by resolution duly adopted in accordance with the bylaws.

24. Meetings: Meetings of the Board of Directors may be called by:

- A. the Board of Directors
- B. the Chairperson
- C. the Secretary upon the written request of a majority of the directors

25. Notice of Board Meetings: Notice of all board meetings shall be give to each board member no less than two (2) days nor more than forty-five (45) days prior to the meeting.

26. Waiver of Notice: Attendance by a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

27. Quorum: A majority of the incumbent directors (not counting vacancies) shall constitute a Quorum for the conduct of business. At Board meetings, a majority vote of the total incumbent(not

counting vacancies) Directors shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or any provision of these bylaws.

28. Self Dealing: No director shall use confidential information gained by reason of being a member of the board of directors for personal gain to the detriment of the corporation.

OFFICERS

29. Roster of Officers: The Board of Directors, by Resolution, may, from time to time, appoint such officers as it deems necessary or appropriate to perform designated duties and functions. At a minimum the Corporation shall have a Chairperson, a Secretary, a Treasurer, and any other positions required by the state of Florida.

30. Chairperson: The Chairperson and / or President shall preside at all board meetings, be responsible for preparing agendas for board meetings, and shall exercise parliamentary control in accordance with Roberts Rules of Order.

31. Secretary: The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

32. Treasurer: The Treasurer shall be responsible for the preparation and control of FamiLAB's financial records, all transactions involving money belonging to FamiLAB, and shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

33. Designation of President etc: The Board of Directors, in its discretion, may, by Resolution, designate other officers such as a "President" or an "Executive Director". Such officers, if so designated, shall have such authority as may be granted from time to time by the board of directors.

34. Selection and Removal of Officers: All officers shall serve a maximum of two years in that position. As a general rule the Board of Directors shall review its officers once a year for the purpose of considering whether or not to keep or replace them (but this review, however, is not mandatory). An officer shall remain in office until his or her successor has been selected. Any officer elected or appointed to office may be removed by the Board of Directors whenever in their judgment the best interests of this Corporation will be served. Such removal, however, will be without prejudice to any relevant contract rights of such Officer.

INFORMAL ACTION

35. Waiver of Notice: Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted.

36. Action by Consent: Any action required by law or under the Articles of Incorporation or by these bylaws, or any action which otherwise may be taken at a meeting of either the members or board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the secretary of the Corporation.

COMMITTEES

37. Appointment of Committees: The Board of Directors may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors.

38. Executive Committee: The officers of FamiLAB as designated in the bylaws (or, subsequently, by Resolution of the Board of Directors) shall constitute the executive committee. The board of directors may (if it so chooses) adopt a Resolution appointing other persons to serve on the Executive Committee. The Chairperson shall act as chairperson of the executive committee. The Executive Committee may assist the Chairperson in preparing agendas for upcoming meetings of the Board of Directors and shall have such other authority as may be given to it from time to time by Resolution of the Board of Directors.

OPERATIONS

39. Fiscal Year: The fiscal year for FamiLAB will be calendar year.

40. Inspection of Books and Records: All books and records of FamiLAB may be inspected by any Director for any purpose at any reasonable time on written demand.

41. Loans to Management: FamiLAB will make no loans to any of its Directors or Officers.

42. Execution of Documents: Except as otherwise provided by law, checks, drafts, and orders for the payment of money of FamiLAB shall be signed by the Treasurer. This duty may be delegated, but to at least two persons who have previously been designated by a Resolution of the board of directors. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of FamiLAB shall be signed by a two people who have been authorized and directed to do so by the board of directors.

AMENDMENTS

43. The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Florida Law. The bylaws may be amended at anytime by a vote of the majority of directors. The bylaws then must be ratified at a properly called annual or special meeting of the membership where a quorum of the membership is present.

PUBLIC STATEMENTS

44. Authority to make Statements. No person, except for the Chairperson or the President/Executive Director (if one has been appointed by the Board of Directors) shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of FamiLAB, without first having obtained the approval of the Board of Directors.

45. Limitation on Statements. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of FamiLAB, shall first make it clear that he or she is representing FamiLAB. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by FamiLAB. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

INDEMNIFICATION

46. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of FamiLAB shall be indemnified by FamiLAB against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be

deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of FamiLAB at their meeting held on March 24, 2018.