

Bylaws

Article I : Why We Exist

Section 1: Mission Statement

Hacksburg exists to promote creativity, collaboration, research, and experimentation in science, technology, and the arts. To these ends, Hacksburg provides the following:

- A collegial social framework for members to find others of similar interest;
- A communal space, well-stocked and maintained, for its members to collaborate and work on projects; and
- Events to promote an exchange of information and knowledge between its members and the community.

Section 2: Location

1. Hacksburg shall maintain a registered office and a registered agent in the state of Virginia.
2. The registered office shall be the location of Hacksburg's physical workspace.
3. In the event of Hacksburg lacking a physical workspace, the registered office shall be determined by the Board of Directors.

Article II: Membership

Section 1: Membership Classes and Definitions

Hacksburg has the following classes of membership:

1. **Directors** are members of Hacksburg's Board of Directors. They are entitled to three votes in corporate decisions.
2. **Full Members** are members of Hacksburg who are entitled to one vote in corporate decisions.
3. **Associate Members** are members who are not entitled to a vote in corporate decisions.
4. The Full Members and Associate Members make up the **General Membership** of Hacksburg.
5. Directors and Full Members make up the **Voting Membership** of Hacksburg.
6. The Voting Membership and the Associate Members make up the **Total Membership** of Hacksburg.

Section 2: Qualifications

Membership in Hacksburg is open to natural persons meeting the following criteria:

1. The person is of the age of majority in Virginia.
2. The person supports the aims of Hacksburg as stated in Article I and/or the Articles of Incorporation.
3. The person agrees to be bound by the terms of the [Community Agreement](#).
4. The person agrees to pay membership dues as per Section 4.

Section 3: Admission

1. A person shall be admitted to the General Membership of Hacksburg when the person satisfies the admission requirements as listed in the [Admissions Policy](#).

Section 4: Membership Dues

1. The dues structure for Hacksburg shall be defined in the Admissions Policy.
2. Terms for all membership dues, unless otherwise noted, shall be contiguous.
3. The term for a given payment of dues shall start on the first day on which payment is received.

Section 4: Rights, Privileges, and Responsibilities

1. Each member may exercise the votes they possess for each decision before the General Membership.
2. Each member may use the common facilities as their access allows.
3. Each member may use Hacksburg's common equipment, subject to the safety policies associated with the equipment.
4. Each member is responsible for continuing to support the purposes of the corporation.
5. Each member is responsible for abiding by the [Community Agreement](#) and associated Hacksburg policies.
6. Each member is responsible for paying dues in a timely fashion.
7. Each member is responsible for the conduct of their guests at the space.
8. A member of Hacksburg is not, as such, personally liable for the debts, liabilities, or obligations of Hacksburg.
9. No member may transfer a membership or any right, privilege, or responsibility arising therefrom.

Section 5: Membership Resignation, Termination, and Refunds

1. Any member may resign by notifying the Board of Directors or the Secretary.
2. Resignation shall not relieve a voting member of dues in arrears or other monies owed.
3. Membership may be suspended at any time for non-payment of dues.
4. Membership may be sanctioned for violations of the [Community Agreement](#) by the Board of Directors.
5. In cases where membership is suspended or terminated with cause, any membership dues for the period the member is under sanction are forfeit to Hacksburg and will not be refunded.
6. In the case where a member has resigned their membership, dues will be refunded for the unused portion of their membership, rounded down to the month.

7. Memberships lasting less than one month will not be refunded under any circumstances.

Article III: Officers

Section 1: Existence, Liability, and Compensation

1. There shall exist Officers, elected from the General Membership, who shall conduct business on behalf of Hacksburg as stated below.
2. An Officer of Hacksburg is not, as such, personally liable for the debts, liabilities, or obligations of Hacksburg.
3. No Officer may be compensated for their service as a Officer, excepting reasonable reimbursement or advancement of expenses incurred in the course of their duties.
4. The corporation may provide insurance and indemnity for Officers as allowed by law.

Section 2: Standing Offices

Unless otherwise noted, the following shall govern the qualification, election, and privileges of Standing Offices:

1. Anyone who is a Full Member in good standing, including the Board of Directors, is eligible to fill a Standing Office.
2. If they are not on the Board of Directors, members occupying Standing Offices shall have three (3) votes for purposes of voting on corporate business.
3. Standing Offices shall be filled either by volunteers from the Board of Directors or by election as stipulated in Article VI.
 1. If more than one eligible volunteer exists, the holder of the office shall be chosen by election.
4. The term of each Standing Office shall end on the day of the next General Election.

Treasurer

1. The Treasurer shall be responsible for the following:
 1. The handling of the finances of Hacksburg in accordance with the will of its membership.
2. The maintenance of the company's books and the filing of tax information as needed.
3. The collection of dues from the total membership, and for informing the Secretary which members have dues in arrears.
4. The reporting on Hacksburg's finances, during each Annual Meeting and as requested by the Board of Directors.

Secretary

1. The Secretary shall be responsible for the following:
 1. The recording of minutes of Hacksburg meetings.
 2. The maintenance of the lists of members comprising the General Membership.

3. The keeping of individual membership records, including legal paperwork and copies of all official correspondence with members.
4. The conduction of the elections of Hacksburg as detailed in Article VI unless there is a conflict of interest.
5. The posting of notices of meetings per Article V, Section 5.

Safety Officer

1. The Safety Officer shall ensure that Hacksburg is in compliance with all laws and regulations regarding equipment and facility safety.
2. The Safety Officer shall maintain and keep up-to-date Hacksburg's [safety policies](#).
3. The Safety Officer shall be responsible for developing best practices for operation of common equipment, and promulgating those practices to the other members.
4. The Safety Officer shall be responsible for verifying that members using common equipment have been trained on the best practices for that equipment.

Section 3: Provisional Offices

1. Provisional Offices may be created by the Board of Directors on an as-needed basis.
2. Provisional Offices may be filled by appointment of the Board of Directors.
3. Provisional Offices may exist for a maximum contiguous period of two years; after that, it must either be dissolved or converted to a Standing Office by a modification of the Bylaws.
4. Officers occupying Provisional Offices do not receive voting rights beyond that which their membership already allows.

Section 4: Resignation and Removal

1. Officers may resign their office by filing a written resignation with the Board of Directors.
2. Officers may be removed for violations of the [Community Agreement](#) or other Hacksburg policies as determined by the Board of Directors.
3. Officers may be removed from office by a no-confidence vote of a two-thirds majority of a Special Meeting called for that purpose.
 1. Removal of an Officer in this manner does not strip them of membership.

Article IV: The Board of Directors

Section 1: Definition and Composition

There shall be a Board of Directors that is composed of no less than three (3) but no more than seven (7) persons. Such persons shall be known individually as Directors.

Section 2: Qualifications

1. Directors shall be natural persons.
2. Directors shall be the age of majority in Virginia.
3. Directors shall be Full Members in good standing.

Section 3: Duties and Privileges

1. The Board of Directors shall ensure that the corporation is acting in line with its mission as stated in its Articles of Incorporation.
2. The Board of Directors shall hear complaints of violations of the [Community Agreement](#) or other Hacksburg policies as needed, and may sanction members for these violations as appropriate.
3. The Board of Directors shall deal with routine business operations on behalf of the corporation, and authorize others to deal with such matters as appropriate.
4. The Board of Directors may make the following spending decisions:
 1. Spending money from the general fund necessary to keep Hacksburg's property in good working order and functioning in fulfillment of Hacksburg's mission.
 2. Spending money from the general fund on infrastructure improvements requiring outlays less than \$200.
 3. Spending money from the general fund to obtain advice and services for the management of the organization or the fulfillment of the organization's mission.
 4. Spending money from any funds donated for a specific purpose.
5. The Board of Directors may overrule any decision by the General Membership by a 2/3 vote of all Directors at a Board Meeting.
6. Directors shall have three votes for the purposes of voting on corporate business.

Section 4: Compensation and Indemnity

1. No Director may be compensated for their service as a Director, excepting reasonable reimbursement or advancement of expenses incurred in the course of their duties.
2. The corporation may provide insurance and indemnity for Directors as allowed by law.

Section 5: Elections

1. Any member who has been a Full Member for a contiguous period of at least one month, and whose membership has been in good standing for the same time period, shall be eligible to stand for election to a vacant Director position.
2. Elections for vacant Director positions shall be conducted by Special Election in accordance with Article VI.

Section 6: Term of Office, Resignation and Removal

1. Directors serve until they are unable to discharge the duties of the office, resign, or are removed.

2. A Director may resign by filing a written resignation with the Secretary or the remaining Directors.
3. A Director may be removed from office by one of the following methods:
 1. A two-thirds vote of the remainder of the Board of Directors.
 2. A no-confidence resolution passed by two-thirds of the votes in attendance at a Special Meeting organized for that purpose.
 3. Having their membership suspended or terminated for a violation of the [Community Agreement](#) or other Hacksburg policy by the remaining Board of Directors.

Article V: Meetings

Section 1: Regular Meetings

1. Regular meetings of members shall be held at least once per week at a time and location specified by the Board of Directors.
2. Members may participate electronically via established channels (e.g. conference call).
3. Regular meetings shall not take place on the day before, upon, or after a federal holiday unless specifically approved at the prior regular meeting or annual meeting.
4. Specific Regular Meetings may be cancelled by the Board of Directors.

Section 2: Board Meetings

1. The Board of Directors shall meet when necessary, provided that due notice is given per Section 5.
2. The notice shall give the time and place of the meeting as well as the general reasons for the meeting.
3. All members may attend Board Meetings.
4. Unless specified otherwise in these Bylaws, nobody besides the Directors at a Board Meeting may speak unless invited to by a Director.
5. Minutes of each board meeting shall be kept on record at the registered office and electronically distributed to members within 48 hours.

Section 3: Annual Meetings

1. An Annual Meeting of all members shall take place once per calendar year.
2. The Board of Directors shall select the date, time and place of the Annual Meeting.
3. Due notice of the Annual Meeting must be given in accordance with Section 5.
4. A petition signed by at least 75% of voting members and submitted to the Board of Directors at least 24 hours before the meeting takes place may specify a new date, time and place for the annual meeting, provided that the meeting date is at least fourteen (14) days after the receipt of the petition by the Board.
5. At the annual meeting, the voting members shall fill Standing Offices, review these Bylaws, receive reports on the activities of the corporation, review and approve the budget, and entertain any proposals germane to the corporation's mission.

Section 4: Special Meetings

1. A petition presented to all voting members and signed by 25% of voting members may call a special meeting.
2. Due notice of the Special Meeting must be given in accordance with Section 5.
3. A petition signed by at least two-thirds of voting members and submitted to the Board of Directors may specify a new date, time and place for the Special meeting, provided that the meeting date is at least fourteen (14) days after the receipt of the petition by the Board.

Section 5: Notice of Meetings

1. The time and place of upcoming meetings shall be conspicuously posted at the registered office and electronically sent to all voting members.
2. The content of notices shall include the following:
 1. The date and time of the meeting.
 2. The location of the meeting.
 3. The agenda for the meeting.
3. No notice is required for a regular meeting.
4. Notice of meetings of the Board of Directors must be disseminated at least 24 hours in advance.
5. Notice of the Annual Meeting must be disseminated no less than 14 days in advance.
6. Notice of Special Meetings must be disseminated no less than 10, but not more than 60, days in advance.

Section 6: Quorum

1. For Regular and Special Meetings, at least 25% of the entire voting membership shall constitute a quorum.
2. For Board Meetings, a simple majority of the Board of Directors shall constitute a quorum.

Section 7: Voting

1. When a quorum is present at a duly held meeting, all issues, except when otherwise specified in these bylaws, shall be decided by affirmative vote of more than 50% of the total votes of those present.
2. A decision made by the Board of Directors in accordance with Article IV, Section 3.5 shall take precedence over a decision made by the General Membership.
3. The General Membership may override a decision of the Board of Directors by affirmative vote of at least two-thirds of the votes of the Voting Membership at a duly held meeting.
 1. The Board of Directors may not vote in an overriding motion.
4. A voting member may vote by proxy via authenticated means (e.g. PGP signed email), provided that the vote is known in advance and that the Secretary receives the authenticated proxy vote before the start of the meeting.

Article VI: Elections

Section 1: General Elections

1. General Elections for vacant positions are held at Annual Meetings.
2. Any eligible member may stand for election to any vacant position by submitting a written notice with the Secretary or by announcing their candidacy at the Annual Meeting.
3. Candidates for office shall be announced in the notice of the Annual Meeting, provided that they are known to the Secretary prior to the transmission of said notice.

Section 2: Special Elections

1. A Special Meeting may be called for the purpose of conducting a Special Election as required under the Bylaws.
2. Any eligible member may stand for election to any vacant position by submitting a written notice with the Board of Directors or by announcing their candidacy at the Special Meeting.

Section 3: Election Procedure

The procedure for the election of a person to each vacant position shall be as follows:

1. The presiding officer for the election shall announce the position to be filled and the current candidates.
2. The presiding officer shall entertain any final candidacies.
3. If, for a given position, there are a number of candidates such that there is no contest for the seat, then that candidate may be elected by acclamation.
4. Otherwise, each candidate shall have equal time, the length of which to be determined by the presiding officer, to give remarks on their candidacy to the meeting attendees.
5. After remarks, voting shall commence. Voting shall be done by secret ballot.
6. The members shall rank the candidates in order of preference, with Rank 1 assigned to their first-choice preferences, Rank 2 to their second, and so on. The same preference may be given to multiple candidates.
7. Ballots shall be counted with the number of votes according to the voter's entitlement; a Director's ballot would count for three votes, for example.
8. The winner of the election shall be the top-ranked candidate as selected by the [Schulze Method](#). If there are multiple positions, the winners shall be selected from the top of the list of ranked candidates until all positions are filled.

Article VII: Dissolution

1. In the event of the dissolution of Hacksburg, the remaining voting members shall vote on beneficiaries to receive all remaining assets of the organization.
2. All beneficiaries shall be nonprofit entities registered under section 501(c)(3) of the US Internal

Revenue Code.

Article VIII: Amendments and Severability

1. These bylaws may be amended by a two-thirds majority of the votes cast at a Special Meeting held for that purpose.
2. If any provisions of these Bylaws are found to be legally unenforceable, then the remainder of the Bylaws not so affected shall remain in force.

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