

A brief explanation of the Amended and Restated Articles of Incorporation and By-Laws for our members.

We are a community. However, in order to complete a number of our goals, such as operating a shop in a fair and open manner, and being able to offer tax deductions to generous supporters, we must be organized and act as a responsible entity following procedures used by other nonprofit organizations like ours. This will also help us serve our members and community at large as best possible and provide for the continuance of the organization consistent with our fiscal and legal responsibilities. In order to do that, several members of the board of directors have met with our pro-bono counsel for months to create an appropriate legal framework for our organization.

As Twin Cities Maker is working on achieving 501(c)3 status, we need to organize ourselves in a manner that complies with both state non-profit corporation laws and federal tax code requirements for tax-exempt organizations. We believe we are currently organized in a manner that would satisfy these requirements subject to review and approval by the IRS; but we are taking steps to make our organizational documents more comparable to other nonprofits and make them clearer. The majority of these documents' provisions are patterned after the statutes and considered in some respects to be best practice for an organization of our nature. They will not change the basic way we have been operating.

In crafting these legal documents we took inspiration from previous Hack Factory of Minnesota and Twin Cities Maker documents. We used those as a foundation but then, working with our counsel, developed the Bylaws to ensure we are following statutory requirements and keeping these documents focused on organizational issues rather than matters best handled as corporate policies. As the Board of Directors refines and publishes policy documents, we will strive to remain within those formative ideas while ensuring compliance with statutory requirements and good practice.

We anticipate some of our members will have questions about various provisions in the documents, and will attempt to explain to all of your satisfaction the contents of the documents. Of course these are legal organizational documents so in some cases we may need help from our pro bono counsel to answer questions. If so, please be patient since they offer their time at no cost, so we can't always get instantaneous answers. That said, Lindquist and Venum has been extremely helpful and we can't thank them enough for their support of our community.

A few highlights about these documents:

Membership class- this means that we have only "members" not partial members who don't get a vote, or get half a vote, or only vote for certain directors. We may have different dues for different groups, e.g. student, unemployed, etc, but that there is only one sort of "class" of member. All members have equal rights and privileges in the organization.

Meeting rules- much of this is fixed or suggested by statute, we have discussed portions that are above statutory levels and determined that they fall within best practices that will protect the intent of the community, as well as its ability to function.

Board of Directors- we opted for staggered three year terms to ensure continuity and institutional memory as this is generally considered best practice. We currently have (7) board members, who are broken up into three groups, or “classes” much like a school. Each year 2 or 3 members of the board will come up for re-election, and we have defined the classes based upon when each board member was originally elected to their seat.

Officers- you will notice that we only have three officers required in the bylaws, and that we currently have five officers. The other officers will not disappear, they will continue to fulfill those jobs, but the base requirement by statute is the best practice for the long term. In the absolute worst case scenario, we could operate with only three officers, and this allows for that.

It should be stressed again that the day to day operation of the organization will not really change because of these documents. However, these documents will get us better prepared for our 501(c)(3) filing requesting tax exempt status from the IRS and will help us operate in a more formal manner consistent with good nonprofit tax-exempt organization practices.