

Twin Cities Maker Meeting Minutes

May 11, 2011 at Hack Factory, Minneapolis, Minnesota

Attendees

Attendees: Dave, Michael, Karin, Brandon, Riley, Wayne, Bob, Bob Elconin (Attorney)

Scribe

Bob Poate

Agenda

- Old Business
 - Reading of the previous meeting minutes
 - By-laws and articles
 - Make Day at the Science Museum of Minnesota
- New Business
 - Lease
 - Members Drive and fund raising
 - Shop cleanliness and organization
 - Policy documentation projects

Old Business

- Minutes read. Determine date for (June) Clothesline Race. Research dates for TCM involvement - Bastille Day, Seward Neighborhood Fair (September).
- Publicity Committee - need to discuss.
- By-Laws, Articles, Conflict of Interest Policy, and Annual Meeting.
 - Pro-bono lawyer Bob from Lindquist and Vennum in attendance. Michael passed out papers - Amended and Restated Articles of Incorporation and Amended and Restated By-Laws. Bob (lawyer) explained that the revisions to the articles are minor and closely follow IRS suggested guidelines for 501(c)(3) organizations. Because the articles are being changed to show the registered office as the workshop, authority should be given to change that in case the lease

is not renewed. There was some discussion about the name of the organization. Our legal name is Hack Factory of Minnesota, Inc. although we are doing business as Twin Cities Maker. We may eventually have our legal name changed to Twin Cities Maker, but for now it will be easier to get things passed at the Annual Meeting next month using the current name. Michael explained some of the changes in the proposed bylaws made since previous drafts were shared with the Board. One change was to clarify the Board's ability to set dues. Bob explained many of the bylaw provisions follow what is in the Minnesota statutes for nonprofit organizations.

- June 8 - Annual Meeting. Michael shared the proposed Notice of Annual meeting including the attached proxy statement. It was explained members must have paid their June 2011 dues to the Treasurer by midnight on June 1 (11:59PM) to be a member in good standing to be able to vote. Brandon will generate a member list that will be used for sending out the formal Notice of Annual meeting around June 2. Prior to that, several notices will be sent out to alert members to the upcoming meeting and need to pay dues in order to vote at the meeting. Michael said on Thursday morning following this meeting, a message will go out to members (current and non-current) about the June 8 Annual Meeting, and indicate more information will be coming out the following week. Board agreed the heads-up notices should go to current and non-current members. Both postcards and emails will be sent. Members will also be asked if they authorize receiving the Notice of Annual Meeting via email as permitted by law; otherwise the notice must be sent by regular mail. The Board asked that the cover letter to the Notice of Annual Meeting be edited to indicate it comes from the entire Board and not just from Dave (i.e., Wayne's correction didn't get added).
- Conflict of Interest Policy. Michael and Bob (attorney) explained the conflict of interest policy that includes the policy itself and a conflict of interest confirmation statement to be signed by each "interested party". It was agreed that the policy should be adopted and Board members should each sign the confirmation statement. (Each director signed the confirmation statements after the policy was adopted by the written action indicated below; statements are on file and will be scanned and sent to Lindquist & Vennum.
- Written Action Of The Board Of Directors. The official Written Action of the Board of Directors was circulated for signature. Duplicate signature pages were signed by all Directors – one to be held by the Secretary and the other by Lindquist & Vennum. The Board also passed a motion authorizing (a) the cover letter from Dave to members be changed so it is from the full Board and (b) changing the registered office address in the articles if necessary in case the lease is not renewed. Attached to these minutes is the Written Action of the Board of Directors, effective 5/11/2011, including exhibits A (First Amended and Restated Articles of Incorporation), B (First Amended and Restated Bylaws), C (Conflict of Interest Policy), and D (Notice of Annual Meeting of Members).
- PDF everything and send to lawyers.

- Brandon moved that Board send a formal letter of thanks to Bob (lawyer).
- MAKE Day at Science Museum, May 14. Wayne has a slide show, Brandon may have a computer, but we'll be outside. The museum has 4 circuits we can use, 2 tables and 8 chairs. Makerbot and Trebuchet will be going, but not the CNC machines. Business cards were (probably) ordered by Michael and should be available Friday; Michael will check. We also have stickers left from last year. Discussed transportation of Spoonapult, Operation Game, Trebuchet, etc., loading, planning of schedule. Need 2 (6 volt) lantern batteries for Operation Game. Brandon okayed to purchase.
- Roller Derby; same day as MAKE Day. Volunteers organized, bring Spoonapult, Michael will bring sound board.
- Seward Neighborhood garage sale is also this weekend. Seward has been very supportive of us, we should participate in the event. Suggested to have an open house and give tours, but many members will be at the Science Museum. Shouldn't be responsibility of whomever just happens to be at the shop. A request will be posted on the forum for volunteers, but if none are forthcoming, a poster will be created and put on the door to explain who we are and mention Wednesday open meeting nights.

New Business

- Lease. Brandon - Steve has proposal, has talked to others. Hopefully we'll know tomorrow (Thursday). Brandon will let us know as soon as he hears anything. Board needs to read and reply (to Steve's offer) within 24 hours, and Brandon will also run it by Bob (lawyer).
 - Funding. Approximately \$2300 cash in hand and a lot in transition. Financial considerations: \$2950 deposit for new space, \$2950 rent for first month, \$800 for card access gear and cameras, \$1850 deposit back from Broadband America. As of Friday, we should have enough to cover all debts for next month (plus not released info). We currently have \$700 - \$1200 out of \$1000 for \$1000 challenge grant (some donations are in transition). So far, Brandon is only applying money from PayPal to challenge grant (it allows for notation of purpose).
 - Challenge thermometer. Dave proposed when the \$1000 challenge is met (this Friday?), that a member thermometer be put up. Original goal was to add 10 members per month. New thermometer goal is 80 members by September 1 (currently at 52 members). Approximately \$3100 per month to keep doors open: \$2950 for lease and \$150 for garbage.
- Members Drive and Fundraising. As above, plus teach classes for extra income. Dave committed to donating an additional \$500 if the \$1000 challenge grant is

met by Friday.

- Shop cleanliness and organization. Lately the shop has been a sty, there's no place to work. Discussion, possible consequences. For now, posters and signage will be created and posted. Clean up after yourself, and if you're going to leave a project in public space, leave a note with your project indicating when you'll return (not 3 weeks from now), or that glue is drying or similar, otherwise you risk having your material moved. Once we expand to more space, there is a plan for extra personalized storage.
- Policy documentation projects. Table and deal with on email. Consumables issue tabled for now.
- Insurance. Brandon has been researching insurance. Director and Officer Liability Insurance can be had, \$700 annually for \$1,000,000 coverage. D&O insurance is a standard insurance for corporations. We currently have \$20,000 of insurance for tools and materials in the shop. Move up to \$50,000? \$50,000 - \$100,000 is new target. Need scheduled list of all high end machines. John S. is working on a Google document. Also, homeowners insurance may cover some of the tools that people have loaned TCM.
- President made the motion to adjourn the meeting. Seconded, passed. Meeting adjourned.