

BYLAWS OF SMITHSPACE, INC.

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Smithspace, Inc.. It shall be a nonprofit organization incorporated under the laws of the State of Ohio.

Section 2 — Purpose: Smithspace, Inc. is organized exclusively for charitable, scientific and education purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Within the limits of such purposes the corporation shall:

- Collaborate on all forms of STREAM [Science, Technology, Robotics, Engineering, Arts, and Mathematics] in enjoyable, interesting and innovative ways.
- Recruit and develop talented members dedicated to these purposes.
- Strive to create a positive environment where learning and making is safe and enjoyable for all our members.
- Promote scientific, cultural, and artistic advancement

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for voting membership: Voting membership shall consist of the board of directors.

Section 2. Eligibility for non-voting membership: Application for non-voting membership shall be open to the students accepted into any program sponsored by the corporation that supports the purpose statement in Article I and parent(s) of any student member,

Non-voting membership is granted after completion and receipt of a membership application and annual dues. All non-voting memberships shall be granted upon a majority vote of the board of directors.

Section 3 — Annual dues: The amount required for annual non-voting dues shall be set each year by the board of directors. Continued non-voting membership is contingent upon being up-to-date on membership dues.

Section 4 — Resignation and termination: Any non-voting member may resign by filing a written resignation with the secretary. Resignation shall not relieve a non-voting member of unpaid dues, or other charges previously accrued. A non-voting member can have their membership terminated by a majority vote of the board of directors.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held quarterly, the specific date, time and location of which will be designated by the chair.

Section 2 — Annual meetings: An annual meeting of the members shall take place, the specific date, time and location of which will be designated by the chair. At the annual meeting the voting members shall elect officers, receive reports on the activities of the corporation, and determine the direction of the corporation for the coming year.

Section 3 — Special meetings: Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors.

Section 4 — Notice of meetings: Notice of each meeting shall be given to each voting member, by mail or email, not less than two weeks prior to the meeting. It will be the responsibility of the voting member to maintain their accurate mailing and email addresses with the secretary.

Section 5 — Quorum: The voting members present at any properly announced meeting shall constitute a quorum.

Section 6 — Voting: 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.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the corporation, and delegates responsibility of day-to-day operations to any staff and committees. The board shall have an odd number of members up to 9, but not fewer than 3 members. The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve three-year terms, but are eligible for re-election.

Section 3 — Meetings and notice: The board shall meet at least quarterly, the specific date, time and location of which will be designated by the chair. An official board meeting requires that each board member have notice by mail or email at least two weeks in advance.

Section 4 — Board elections: New directors and current directors shall be elected or re-elected by the voting members at the annual meeting. Directors will be elected by a simple majority of voting members present at the annual meeting.

Section 5 — Election procedures: The Executive Committee shall be responsible for nominating a slate of prospective board members representing the associations diverse constituency. Any voting member can nominate a candidate to the slate of nominees.

Section 6 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 — Officers and Duties: There shall be three officers of the board, consisting of a chair, secretary and treasurer. Their duties are as follows:

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: secretary, treasurer. The chair shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. 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 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board members shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a two-thirds vote of the remaining directors.

Section 10 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2 — Executive Committee: The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority 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 two 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 and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. 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 VI — DIRECTOR AND STAFF

Section 1 — Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. 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 board of directors by a two-thirds majority vote on November XX, 2017.

Secretary

Date