

# SYN Shop Bylaws

## Article 1 General Purpose

1. SYN Shop is dedicated to the goal of educating and enabling the greater Las Vegas community in the creative use of developing and established fabrication technologies, and to undertake and pursue any lawful activity associated with such technologies.

## Article 2 Membership

### 2.1 Vetted Membership

1. Vetted Membership
  - a. Vetted Members are Members with voting rights in the Corporation.
  - b. Vetted Members are contributing Members of the Corporation who provide guidance for the activities of SYN Shop.
  - c. Vetted Members also elect the Directors of the Corporation.
2. Eligibility
  - a. To be eligible for Vetted Membership, a person must be sponsored by 3 Vetted Members and must already be a contributing Member for a period of not less than one month prior.
  - b. Vetted Members are eligible to vote in corporate elections as specified in these bylaws.
  - c. Vetted Members must be at least 18 years old.
3. Fiduciary duties
  - a. Vetted Members are required to pay monthly dues.
  - b. The amount of such dues shall be set at a regular Board Meeting.
4. Resignation
  - a. Vetted Membership resignation may be submitted to any Board Member in writing.
5. Suspension
  - a. Suspension of Vetted Membership is a temporary revocation of all Membership privileges.
  - b. One calendar month non-payment of dues will result in suspension of Vetted Membership privileges. The Board of Directors may vote to grant an exception to suspension from non-payment of dues under special circumstances at a Regular Meeting.
  - c. A serious violation of the rules may result in a suspension of Vetted Membership as determined by a vote at a Regular or Special Meeting.
6. Termination
  - a. Termination of Vetted Membership is the permanent revocation of all Membership privileges.
  - b. A Vetted Membership may be terminated by the Board of Directors at a Special Meeting.
  - c. A terminated member may request re-evaluation of the termination after a term determined at their termination meeting, if such an option is given at that meeting.
7. Vetted Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be Members in good standing.
8. Additional operational rules for Vetted Members may be defined in a SYN Shop Operations Guide.
  - a. None of these operational rules shall have precedence over the rules in these bylaws.

9. Additional classes of Membership may be defined in the SYN Shop Operations Guide.
  - a. Privileges provided to these Members must not include voting in any corporate meetings.

## Article 3 Meetings

### 3.1 Meetings

1. Regular Board Meetings are held to discuss corporate business.
  - a. Regular Board meetings shall be held at least once a month.
  - b. Regular Board meetings shall be open to Members. A portion of the meeting will be designated for Members to raise concerns.
  - c. Board Members and Vetted Members shall be notified of regular Board Meetings at least one week in advance.
  - d. Quorum for regular meetings shall require agreement of more than 50 percent of all Board Members.
  - e. Members of the general public may be invited to attend board meetings by any Director.
  - f. Only Board Members may vote at Board Meetings.
2. Elections
  - a. All Directors at Large positions will be elected at a Regular Meeting in January.
    - i. The date will be set and all Members will be provided notice of the Elections at least one month prior to the Meeting.
  - b. All Officers of the Board positions will be elected at a Regular Meeting in June.
    - i. The date will be set and all Members will be provided notice of the Elections at least one month prior to the Meeting.
  - c. Voting
    - i. Provisions for eligible Members to vote *in absentia* will be provided upon request.
    - ii. Each Vetted Member will receive one vote per open position, and can only apply one vote per candidate.
    - iii. If running unopposed, a candidate needs to get more than 50% of the votes for their position to be elected.
3. Special Meetings are closed meetings held by the Board of Directors for emergency corporate action.
  - a. A Special Meeting may be called by the following triggers:
    - i. Notice by the President
    - ii. Agreement of more than 30% of the Board of Directors
    - iii. Petition by more than 50% or more than 5 Vetted Members.
      1. The petition must be submitted to a Board Member.
      2. If a vetted member petitioned to hold a special meeting, they are allowed to attend that meeting.
      3. The petition may specify additional people to attend the meeting.
  - b. Special Meetings shall be announced by any reasonable means to every Member of the Board of Directors.
  - c. The agenda of a Special Meeting is set with the notice of it being called. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a Special Meeting.
  - d. If requested, telepresence facilities must be provided for Board Members.
  - e. Special meetings, including voting, may be held online.
  - f. Board members may invite non-board members to attend, but not vote, at Special Meetings.

- i. Attendees being disruptive can be ejected from the special meeting by a vote.
- g. Quorum for Special Meetings shall require attendance of at least 2/3rds majority of the entire Board of Directors.
- h. A successful vote at a special meeting requires agreement of at least 2/3rds majority of the entire Board of Directors.

## Article 4 Board of Directors

### 4.1 Board of Directors

1. The Board of Directors consists of the Officers and the Directors at Large.
  - a. There are 3 Officer positions, which are the President, Secretary and Treasurer.
  - b. There are 6 Directors at Large positions.
2. Eligibility
  - a. To be eligible for a Board of Directors position, a person must be Vetted Member in good standing.
3. Term
  - a. The standard term for a position is 1 year.
    - i. Directors serving as replacements shall serve until the position comes up for re-election.
5. Election
  - a. Nomination
    - i. Nominations shall be submitted at least 48 hours before the Annual Meeting.
    - ii. Any Vetted Member can nominate any person who meets the eligibility requirements (including self-nomination).
    - iii. Nominees can refuse nomination.
6. Vacancies
  - a. Vacancies on the Board may be replaced at the next regular meeting by a 2/3rds majority vote of the Board of Directors.
  - b. Vacancies will remain open until the position has been replaced.
7. Resignations
  - a. A voluntary resignation from the Board of Directors requires written notice to any Officer of the Corporation.
8. Removal
  - a. Any Director may be removed, and a successor elected by a successful vote at a Special Meeting.
9. Compensation
  - a. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.
10. Insurance
  - a. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Corporation (including a Director, Officer, employee, or other Agent of the Corporation) against liabilities asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not the corporation would have the power to indemnify the Agent against such liability under the articles of incorporation, these bylaws, or provisions of law.
11. Indemnification

- a. The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Nevada.

## 12. Liability

- a. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

## 4.2 Officers

### 1. Positions

#### b. The President has the following duties

- i. The President serves as a representative of the Corporation to the public and in all functions where a President may be called for by law or any other outside requirements, and is responsible for public-facing communication.
- ii. The President shall organize and preside over all meetings of the membership and of the Board of Directors. The president shall provide a meeting agenda for the meeting.
- iii. The President is responsible for making sure that the corporation files its annual report and any other papers required to maintain legal nonprofit status by the law of Nevada or Federal law.
- iv. The President is responsible for producing a summary of activities and events for the Annual Report.
- v. The President shall be allowed to sign corporate checks.

#### c. The Secretary has the following duties:

- i. Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- ii. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees.
- iii. The Secretary shall keep a record of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
- iv. The Secretary shall keep at the principal office of the Corporation or at such other place as the Board may determine a membership book containing the legal name of all Vetted Members, and, in the case where any Membership has been terminated, he or she shall record such fact in the membership book together with the date on which such Membership ceased.
- v. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.
- vi. The Secretary is responsible for producing a summary of records to be included in the Annual Report.
- vii. The Secretary shall supervise the giving of such notices as may be proper or necessary.
- viii. The Secretary shall be allowed to sign corporate checks.

#### d. The Treasurer has the following duties

- i. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- ii. Receive, and give receipt for, monies due and payable to the Corporation from any

source whatsoever.

- iii. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- iv. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- v. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request thereof.
- vi. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
- vii. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- viii. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the Corporation or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- ix. Supervise filing of federal tax returns
- x. The Treasurer shall be allowed to sign corporate checks.

### **4.3 Directors at large**

1. The Directors at Large are responsible for ensuring the proper operations of the Corporation, outside of the duties of the corporate officers. These duties will include:
  - a. Voting
  - b. Attend meetings
  - c. Maintain all other SYN Shop corporate operations not covered by the officers of the corporation.

## **Article 5 Books/Records/Reports**

1. Annual Report
  - a. An annual report shall be produced at the close of the fiscal year.
  - b. The annual report shall contain a fiscal statement including revenues, expenditures, and current assets.
  - c. Significant activities for the year shall be highlighted.
2. Permanent Records
  - a. Financial statements shall be stored for a period of 7 years.
  - b. Meeting minutes from regular, special and annual meetings shall be maintained.
  - c. Bylaws and all amendments shall be maintained.
  - d. Inventory of all major equipment (currently evaluated at more than \$250) shall be maintained.
3. Right to Inspection of Records
  - a. Voting members have a right to inspect any permanent record on request.
4. Minutes
  - a. Draft posted after meeting by secretary (or designee)
  - b. Officers shall be allowed to amend meeting minutes before a final version.
  - c. Certified by the President or a majority of the board.

## **Article 6 Assets and Finances**

1. Bank Accounts
  - a. The Corporation shall deposit all of its funds in Board approved bank accounts.
2. Fiscal Year
  - a. The fiscal year for SYN Shop shall end in the month of December.
3. Gifts/Donations
  - a. All gifts and donations to the Corporation shall be nonspecific.
4. Property
  - a. All property and equipment over \$250 at current depreciated value shall be recorded and added to inventory records.
6. No inurement to private benefit
  - a. Except for reasonable compensation and expense reimbursement as permitted in these bylaws, no part of the net earnings of SYN Shop will inure to the benefit of, or be distributable to its Directors, Officers, or other private purposes.
7. No Lobbying
  - a. No substantial part of the activities of SYN Shop shall be the carrying on of propaganda, or otherwise attempting to influence legislation and SYN Shop shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## **Article 7 Operations**

### **7.1 Legal Protections**

1. Indemnification
  - a. Any officer, director or member of the corporation shall be indemnified to the full extent allowed by the laws of the State of Nevada
2. Insurance
  - a. SYN Shop Inc shall maintain property and liability insurance for any physical workspace it owns or leases.

### **7.1 Activities and Restrictions**

1. SYN Shop shall not engage in political lobbying, non-exempt activities, inurement, hire for profits for management, or cede control to joint ventures with for-profit companies.
2. SYN Shop shall not operate bingo or gaming activities.
3. SYN Shop shall not make grants, loans, or other distributions to foreign organizations.

### **7.2 Amendment of Bylaws**

1. Amendments to the Bylaws shall require a successful vote at a Special Meeting.
2. Proposed amendments shall be listed in the meeting announcement.

## **Article 8 Dissolution**

1. Dissolution of the corporation requires a successful vote at a Special Meeting.
2. Upon dissolution, distribution of assets shall be decided at the dissolution meeting based on the rules in the Articles of Incorporation.

# Certification

These bylaws are ratified by the Board of Directors on 2 Jan 2020.

\_\_\_\_\_ President: Jeff Rosowski

\_\_\_\_\_ Secretary: Niko Dahlheimer

\_\_\_\_\_ Treasurer: Aakin Patel

\_\_\_\_\_ Michael Clark

\_\_\_\_\_ Tony Filipiak

\_\_\_\_\_ Tim Gibson

\_\_\_\_\_ Vernon Kettmann

\_\_\_\_\_ Jed Daniels

\_\_\_\_\_ Vanessa Wilbur