

Bylaws

This document is the Bylaws of [TheLab.ms](#).
Thank you to [The Pumping Station: One](#) for allowing us to use your bylaws as a template.
This document details the operation of [TheLab.ms](#).



1 Purpose

1.1 Statement of Purpose

[TheLab.ms](#) is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue law). Its mission is to foster a collaborative environment wherein people can explore and create intersections between technology, science, art, and culture.

1.2 Specific Goals

- Acquire and maintain a collaborative workspace for communal use by all members.
- Foster a creative, collaborative environment for experimentation and development in technology and art.
- Interact with the local community that our space is situated in through education and cultural participation.
- Share our developments and ideas with the world at large.
- Facilitate communication with other spaces and colleagues nationally and internationally. Invite experts and other creative individuals to share their ideas and projects.

2 Location

[TheLab.ms](#) shall continuously maintain in the State of Texas a registered office and a registered agent whose business office, for the purposes of this corporation, is identical with such registered office. The registered office shall be the physical location of our workspace. In the event that we do not have a physical workspace, the registered office shall be determined by the board of directors.

3 Membership

3.1 Initiation and Termination of Membership

3.1.1 Admission of Members

An applicant will be admitted to membership in [TheLab.ms](#) only on submitting an application for membership with the secretary or the secretary's designate, and satisfying the dues. Applications for membership will be in a form prescribed by the board of directors.

3.1.2 Suspension or Expulsion of Members

The board of directors, by affirmative majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or may suspend or expel any member who is in default of dues. In addition, the board of directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member for conduct that the board deems detrimental to the objectives or interests of [TheLab.ms](#), or in violation of its bylaws, code of ethics, or rules and regulations, provided the member is given notice of the proceedings and an opportunity to be heard in his or her own defense.

3.1.3 Resignation of Members

Any member may resign by filing a written resignation with the secretary or the secretary's designate. Resignation will not relieve the resigning member of the obligation to satisfy any dues, assessments, or other charges accrued and unpaid at the time of resignation. Members who resign in good standing are eligible to apply for membership again in the future.

3.1.4 Reinstatement of Suspended or Expelled Members

On written request signed by a former member and filed with the secretary or the secretary's designate, the board of directors, by the affirmative vote of two-thirds of the members of the board, may reinstate the former member to membership on such terms as the board of directors deems appropriate.

3.1.5 Transfer of Membership

Membership in [TheLab.ms](#) is transferable or assignable. However, no such transfer is valid unless the proposed transfer is submitted with the secretary or the secretary's designate in writing and approved by a majority vote of the board.

3.1.6 Termination of Membership

Membership will terminate on the death or resignation of a member, the transfer of his or her membership in accordance with these bylaws, or on expulsion of the member by the board of directors. On such termination, any right, title, or interest of the member in or to the property and assets of [TheLab.ms](#) will cease.

3.2 Dues

3.2.1 Amount

The board of directors will set the amount of dues required for membership. This will be posted at the corporation's registered location and on the membership application forms.

3.2.2 Payment

A member may satisfy the membership dues via a monthly or annual payment of the amount specified by the board of directors to [TheLab.ms](#). A member may also satisfy the membership dues via member points or other non-monetary means (e.g. prizes, gift cards, etc.) that have been approved by the board of directors.

3.2.3 Notice of Change

Notice of a change in the dues shall be sent electronically to all members, to the e-mail addresses they have on file with the corporation. Notice of a change in the amount of dues shall also be posted at the corporation's registered location.

3.2.4 Default and Termination of Membership

When any member is found to be in default in the payment of dues for a period of 3 months, his or her membership may be terminated by the board of directors in the manner provided in Membership Section of these bylaws.

3.3 Designation of Membership Classes

We have two classes of members: Voting Members and Non-Voting Members. Each member can determine which type of membership class they prefer. All new members are assumed to be Non-Voting initially and remain so until they satisfy the requirements of a Voting member as outlined below.

3.4 Rights and Responsibilities

3.4.1 All Members

All Members enjoy the following privileges:

- A key or other method of entry to the physical workspace.
- Twenty-four hour access to the physical workspace.

All Members must also fulfill the following responsibilities:

- Members must satisfy the dues as determined by the board of directors.
- Members and their guests shall abide by a membership agreement while at [TheLab.ms](#) facilities and events. The membership agreement will be posted in the physical workspace and will also be made available online for member review.
- At the time a member's eligibility expires, he must forfeit his or her method of entry in addition to any other property owned by [TheLab.ms](#) to a member of the board of directors or an agent designated by the board of directors for this purpose.

3.4.2 Voting Members

Voting Members enjoy the following additional privileges:

- Eligibility to vote on any issue put before the membership.
- Eligibility to vote for officers and directors.

Voting Members must also fulfill the following additional responsibilities:

- In order to be a Voting Member, a person must support the purpose and specific goals of the organization.
- A voting member must also provide government-issued photo identification to at least two members of the board of directors at the time they satisfy the first membership fee, and provide an electronic mail address for receiving official notice of members' meetings.
- A voting member must thoughtfully contribute to TheLab.ms's direction and policies.
- A voting member's membership details may be disclosed as required by law.

3.4.3 Non-Voting Members

Non-Voting Members must also fulfill the following additional responsibilities:

- Unlike Voting Members, Non-Voting Members do not have the right to participate in member votes, or to vote for officers and directors of the organization. Non-Voting Members may run for officer or director positions, but if elected must become a Voting Member for the entire term as an officer or director.

3.5 Membership Points

Members can be awarded Membership Points (Points) for various things they do that benefit the space. Points can be redeemed for items purchased from TheLab.ms and/or used to reduce a member's dues. Points can be earned by:

- Bringing in donations from third parties (cumulative throughout the year) \$100 gets 1 Point, then an additional point every \$200 thereafter.
- Running a public event of ten or more attendees or class of five or more earns 1 Point. Only one member can receive a Point award per event or class.
- Performing a substantive, significant service to TheLab.ms (as determined by the Board of Directors). For example: a cleanup event, organizing a large scale party, donor event, etc.

Things Points can be redeemed for:

- Get 1 month of Member status for no charge.
- Other, as determined by the Board of Directors.

The Treasurer shall maintain record of Points.

Points have no cash value, and they expire 12 months after issuance. Points may be transferred from member to member by contacting the Treasurer.

3.6 Area Hosts

Area Hosts are responsible for the following tasks within designated areas in the building:

- Maintaining the general usability of the area, including
 - Cleaning of the area
 - Organization of tools and materials within the area
 - Performing tool maintenance and repair when necessary
 - Training of members for area tools and infrastructure
 - Reporting the needs of each area to the Board of Directors
 - Acting as an ambassador for their area, and promoting its use and projects.

Any member or is eligible to volunteer for the role of Area Host. There can be only one Area Host per area, and one person may not be assigned to multiple areas.

Membership points may be awarded to area hosts for taking on this responsibility. This is solely at the discretion of the board of directors and is not guaranteed.

The Board of Directors will decide which volunteer, if any, will be assigned the role of Area Host by a vote. The Board of Directors may add, remove, or redefine areas of responsibility by vote.

In the event that the Area Host does not perform the duties to the satisfaction of the membership and/or the Board of Directors, the Board of Directors reserves the right to remove the person from their position as Area Host. At that time, the Board of Directors may vote in a new volunteer for the role

4 Meetings

4.1 Regular Meetings

Regular meetings for [TheLab.ms](#) shall be held once a month at a time and date set by the board of the directors. Additional meetings may be held as determined by the board of directors. The meeting shall be held at the registered address or at a location determined by the board of directors.

4.2 Annual Meetings

The annual meeting shall occur once a year on the first Tuesday of June or within ten days of that date at a time and date set by the board of the directors or by a Vote of the Membership, as defined in these bylaws. The meeting shall be held at the registered address or at a location determined by the board of directors. The following issues shall be addressed at the annual meeting:

- Election of all officers.
- Election of all at-large directors.
- Any other issues that members have placed before the membership to be discussed at the annual meeting, pursuant to the proposal and voting rules stated in these bylaws for Votes of the Membership.

4.3 Informal Actions

There may be a need for action by the membership or the board outside of the regular and annual meetings. These are the guidelines that will be used to initiate these actions outside of these meetings.

4.3.1 Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a regular meeting if a consent in writing, setting forth the action to be taken, is signed by all of the members entitled to vote with respect to the subject matter is submitted with the secretary or the secretary's designate.

4.3.2 Informal Action by Directors

Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without an annual meeting if consent, setting forth the action to be taken, is agreed to by all of the Directors entitled to vote with respect to the subject matter.

4.4 Notice of Meetings

Notice of all meetings of Members, including regular meetings and the annual meeting, must be sent at least 5 days in advance. Notice shall be sent electronically to all members, to the e-mail addresses they have on file with the corporation. Notice of meetings shall also be posted on the corporation's web site and at the corporation's registered location.

4.5 Meeting Procedure

Meeting procedure shall follow the MIBS Simplified Rules of Coordinated Consensus Through Chaos, available at [MIBS Rules](#).

5 Voting

5.1 Votes of the Membership

5.1.1 Issues Proper for a Vote of the Membership

Any lawful issue may be brought before the membership for a vote. A vote of the membership may not be overridden except by a higher legal authority or by a subsequent vote of the membership.

5.1.2 Quorum

Quorum for a vote of the membership of [TheLab.ms](#) shall require at least one-third of the existing voting membership on the day of the vote. For the purposes of calculating the quorum, properly submitted proxy statements by members shall count as attendance.

5.1.3 Non-Voting Members

Members have the option at any time to become Non-Voting Members, or thereafter to re-activate as a voting Member, by emailing our voting account (vote@thelab.ms) or notifying the Board of Directors. Non-Voting Members will not be counted when calculating whether quorum has been reached. Members who have not attended a meeting or voted by proxy or in absentia for three consecutive months will automatically become Non-Voting Members until they re-activate by either voting or attending a meeting. Non-Voting Members who become Non-Voting by choice can only re-activate by emailing our voting account or by notifying the Board of Directors. As a convenience, Non-Voting Members *can* opt-in to voting for any issue without revoking their Non-Voting status. They will count toward quorum for any vote in which they participate. Board members are not eligible to become Non-Voting Members. Records of member attendance and voting will be maintained by the Secretary.

5.1.4 Submitting an Issue for Vote

Any voting Member may submit an issue for vote by the membership, unless the issue is specifically enumerated in the bylaws as something subject to vote by the board of directors. To be properly submitted for a vote, the member must submit a written statement of the issue to be voted on to the board of directors at least seven days before the meeting at which the issue shall be voted on. An e-mailed statement of the issue shall be considered submission in writing for the purpose of this rule.

5.1.5 Notice

Notice of all issues properly submitted for vote by the membership shall be given to all members no later than 5 days before the meeting at which they will be voted on. Notice shall be sent electronically, to the e-mail address that members have provided to the corporation. Notice of all issues to be voted on shall be consolidated with the notice of the member meeting at which the issues will be voted on. The Board of Directors is responsible for sending out the notice of the meeting, with the agenda of timely submitted issues to be considered.

5.1.6 Voting By Proxy

Members may vote by proxy. To vote on a matter by proxy, a member must provide written or e-mailed notice to the board of directors at least 24 hours before the membership meeting where the vote is scheduled to take place. The notice must state the members intention that he shall vote by proxy, state which issues he intends to vote on by proxy, and state how he intends to vote on each issue. Proper proxy statements shall count as attendance at the meeting for the purposes of calculating the quorum.

5.1.7 Voting Procedures

Voting procedures, including time limits for discussion before taking a vote, shall be defined by the MIBS Simplified Rules of Coordinated Consensus Through Chaos.

5.1.8 Majority

Unless otherwise specified in these bylaws, a simple majority vote of the Members present shall ratify any issue put before the membership for a vote. Under the meaning of "present" in this section, members voting by proxy count toward calculating that majority.

5.2 Votes of the Directors

5.2.1 Issues Proper for a Vote of the Directors

The board may decide on issues related to:

- spending money from the general fund necessary to keep the organization's property in good working order and functioning in fulfillment of the organization's mission,
- spending money from the general fund on infrastructure improvements,
- 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,
- spending money from any funds donated for a specified purpose, and to fulfill any obligations to ensure the health of the organization.

5.2.2 Quorum

Quorum for a vote of the directors of TheLab.ms shall require at least 50% of the existing directors with a minimum of 3 directors on the day of the vote. Directors present at the meeting via teleconferencing equipment are considered present.

5.2.3 Submitting an Issue for Vote

These bylaws are deemed placed before the Board of Directors for a vote by operation of Texas law. Other issues may be placed before the Board of Directors for a vote as enumerated in these bylaws. Only issues that these bylaws explicitly state are subject to a vote of the Directors shall be resolved by a vote of the Directors. Any such issues may be placed for a vote of the Board of Directors by the process denoted in these bylaws by which such an issue may be considered. Any other issue shall only be placed for a vote of the membership.

5.2.4 Notice

Notice of all issues properly submitted for vote by the board of directors shall be given to all directors no later than 5 days before the meeting at which they will be voted on. Notice shall be sent electronically, to the e-mail address that each director has provided to the corporation.

5.2.5 Remote Attendance

Votes by the Directors may not be made by proxy. Directors must attend the meeting of the Board of Directors, either in person or remotely through teleconference methods arranged with the Board before the meeting, in order to vote on matters placed before the Board of Directors.

5.2.6 Voting Procedures

Voting procedures, including time limits for discussion before taking a vote, shall be defined by the MIBS Simplified Rules of Coordinated Consensus Through Chaos.

5.2.7 Majority

Unless otherwise specified in these bylaws, a simple majority vote of the directors present shall ratify any issue put before the directors for a vote. Under the meaning of "present" in this section, directors present via telecommunications count toward calculating that majority.

6 Officers

[TheLab.ms](#) is led by a group of officers with designated responsibilities according to their role. No officer shall be compensated for his work as an officer, although the corporation may provide insurance and indemnity for its officers as permitted by Texas law. No officer may serve more than three consecutive terms in the same office.

6.1 Eligibility

In order to be eligible to be nominated, a person must be a Voting Member as defined earlier in these bylaws in good standing for the six consecutive months prior to the election. For the initial election of officers, or in any replacement election during the six months after the initial election of officers, a person must be a founding member in order to run for office.

6.2 Nomination

Any Member has the right to nominate a person for office. A Member has the right to nominate himself. Only the nominated candidate can un-nominate himself. All nominations for officer positions are due one week before the annual meeting. If only one person is timely nominated to run for an office and accepts such nomination, he shall run unopposed. If no person is timely nominated to run for an office and accepts such nomination, nominations for that position may be made at the annual meeting, in person, before the vote. If nobody is nominated in this way, the person holding the office may choose to continue in his position, or choose to appoint his successor.

6.3 Elections

Elections shall be held every year at the annual meeting of members. A majority vote of Voting Members will determine the winner of each election.

6.4 Naming Rights

Every officer has the right to rename the office she holds for the duration of his or her tenure. The responsibilities of the office remain the same as detailed in the bylaws.

6.5 Officers

6.5.1 Treasurer

The Treasurer is responsible for monitoring all financial assets of [TheLab.ms](#). This includes but is not restricted to the collection of membership dues from members, the payment of rent and utilities for any space leased by [TheLab.ms](#), the disbursement and reimbursement of funds authorized to be spent under the procedures detailed in these bylaws. The Treasurer is empowered to reimburse anyone for the minor purchase of equipment or supplies to be dedicated to [TheLab.ms](#) out of the general fund. The Treasurer is also empowered to make minor purchases of equipment or supplies for [TheLab.ms](#) directly. The sum of these reimbursements and purchases may not exceed \$500 per calendar year or \$100 per reimbursement incident or purchase. A receipt must be provided for all donations or purchases that are reimbursed or paid for under this resolution. Reimbursements will be granted at the discretion of the Treasurer on a case by case basis. Whenever a reimbursement or purchase occurs, The treasurer must notify the membership electronically regarding what items were reimbursed or purchased by whom and how much they cost.

6.5.2 Chief Legal Officer

The Chief Legal Officer has the responsibility of overseeing all legal aspects of [TheLab.ms](#). The Chief Legal Officer will advise Officers and Membership when changes are made to applicable laws and ensure that the organization is in compliance with regulatory codes.

6.5.3 Education Coordinator

The Education Coordinator's primary responsibilities are to ensure the smooth and effective functioning of education events and special projects. This involves marketing, planning, and execution of recurring programs as well as assistance in planning for and facilitating one-time events. Responsibilities include presenter and participant outreach and logistics, as well as maintaining the Education Center calendar.

6.5.4 Chief Technical Officer

The Chief Technical Officer is responsible for ensuring the maintenance and consistency of the technological infrastructure as needed by the organization. This includes, but is not limited to, the website and internal network of the physical space.

6.5.5 Public Relations Officer

The Public Relations Officer role is tied to the Vice President board of director position. See that positions details for an explanation of duties.

6.5.6 Fundraising Coordinator

The Fundraising Coordinator's primary responsibilities are to manage all fundraising activities and projects. Working with other officers and directors as well as project leaders to provide a coordinated effort towards fundraising.

6.5.7 Facility Coordinator

The Facility Coordinator's primary responsibilities are to manage all tasks regarding to the maintenance, upkeep, and physical security of our facilities. Working with other officers and directors as to provide a coordinated effort towards maintaining our facilities.

6.6 Expiration of Term

An officer's term shall expire at the Annual Meeting following his election.

6.7 Resignation

Any officer may resign at any time by written notice delivered to the the president or secretary of the corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date. In the event that an officer resigns, Voting Members shall elect a replacement officer using the membership voting procedure defined in these bylaws. Nominations for people to run to replace the officer who has resigned shall open when the officer tenders his resignation, and remain open for one week. Members shall elect the replacement officer among the candidates who have been nominated and accepted their nomination, using the Votes of the Membership procedures in these bylaws. The replacement officer's term shall last until new officers are elected at the next Annual Meeting.

7 Directors

The Board of Directors shall consist of a minimum of a President, Vice President, and Secretary. No director shall be compensated monetarily for his work as a director, although the corporation may provide insurance and indemnity as permitted by Texas law.

7.1 President

The President shall preside over all meetings of the membership. He or she also serves as a representative of [TheLab.ms](#) to the public, and in all functions where a President may be called for by law or any other outside requirements. The president is responsible for making sure that the corporation files its annual report, Texas charitable organization statements, and any other papers required to maintain legal nonprofit status by the law of Texas or Federal law.

The President, acting in the best interest of [TheLab.ms](#), is hereby authorized at the discretion of the board (via a vote of the board) to enter in contractual agreements on behalf of [TheLab.ms](#) where no liability or financial commitment is assumed by the organization. Agreements which include a clause placing risk on the organization such as fines for breach of contract or claims to property as recourse, for example, are not eligible to be approved by the board. Upon entering in a contract on behalf of [TheLab.ms](#), the President is required to immediately notify the membership and make a signed copy available for review. The President is strongly encouraged to continue consulting with the membership on such issues, but will not require Member approval. This provision is intended to expedite business operations where no risk is assumed.

7.2 Vice President

The Vice President shall assist the President in organizing meetings of the membership. He or she is responsible for enforcing the rules of meeting procedure as detailed in this documents. The Vice President is also responsible for providing notice of all meetings of the members and of the board of directors, pursuant to these bylaws and the law of Texas. In the event that the President cannot fulfill his responsibilities at any meeting or function, it is the responsibility of the Vice President to fulfill the obligations of the President.

The Vice President also assumes the duties of the Public Relations Officer and shall serve as the liaison between TheLab.MS and the media, and as the primary point of contact for all media inquiries. He or she is responsible for working with other Directors and members to coordinate strategic PR campaigns to promote the organization. He or she shall be responsible for the content of all official press releases and announcements, and will work to develop communications strategies that advance the organization's goals. He or she shall be responsible for assuring that TheLab.MS events are appropriately publicized through a variety of media outlets by managing the promotion process and delegating tasks as necessary. He or She will also coordinate the development of a comprehensive fundraising strategy for the organization, including recruiting, building and maintaining long-term relationships with donors and potential donors, and working with the membership to focus effort on the most appropriate fundraising activities with the highest chance of success. In all capacities, the Vice President in the role of Public Relations Officer is focused on raising awareness of the organization and its work at both a local and national level.

7.3 Secretary

The Secretary shall be responsible for recording all minutes of all official meetings of the membership and the board of directors. The Secretary must make available a hard copy of the minutes of all meetings of the members and the board of directors at the registered location of [TheLab.ms](#), in addition to making such records available online in a static format on the [TheLab.ms](#) website.

7.4 Floating Board Member

The term Floating Board Member refers to board of director positions that do not have a specific title or additional responsibilities as detailed above.

7.5 Nomination

Nomination of director candidates shall be done by the same process as officer elections as detailed elsewhere in these bylaws.

7.6 Election

Elections for the Board of Directors shall take place at the annual meeting. All Directors shall be elected at the same time. Votes for each of the Directors shall be weighted as follows: There will be a total of 9 votes: Each of the existing Directors have one vote, for a total of 5. The majority vote of Voting Members will count as 4 votes. In the absence of one or more Directors, a majority vote of Voting Members will determine the winner of each election.

7.7 Responsibilities

The Board of Directors is a body that shall fulfill all roles required by Texas law. Any decisions not mandated by Texas law to fall with the Board of Directors may only be delegated to the Board of Directors by a vote of the membership to amend these bylaws to explicitly give the board of directors such decision making power. Any policy affecting the organization at-large will, unless stated otherwise, be decided upon by the voting membership.

7.7.1 Officer Oversight

The Board of Directors is responsible for making sure the officers of [TheLab.ms](#) are performing their duties as defined by these by laws, and providing any assistance that the Officers may need in performing those duties. This responsibility extends to oversight of the officers, but does not extend to altering the scope of the officers' duties, or to the authority to remove an officer. The Board of Directors does not have authority to alter the scope of an officers duties or remove an officer from his position; any such decision must be made by a vote of the membership.

7.7.2 Drafting the Agenda

The Board of Directors is responsible for collecting a list of the issues on the agenda for each membership meeting, and circulating that list to the members for them to vote on at the upcoming meeting. This responsibility is purely ministerial. The Board of Directors has no power to decide which issues are brought to the membership for a vote. As long as an issue is submitted in a timely fashion, within the time frame defined by these bylaws, the Board of Directors must place it on the agenda and submit it to the members for a vote at the next meeting, within the time frame defined by these bylaws for circulating notice of a Vote of the Membership. Directors have the right to make nonbinding suggestions about the proposals added to the agenda. However, these suggestions are not binding on the membership, and members are free to discuss, debate, and vote on a proposal no matter what, if anything, directors may say about the motion. The Board of Directors need not call a formal meeting to draft the agenda.

7.7.3 Meetings

The Board of Directors shall have an annual meeting, as required by Texas law. The annual meeting of the board of directors shall be on the third Tuesday in January or within ten days of that date at a time and date set by the board of the directors. Notice of this annual meeting shall be provided electronically to all directors and members of the organization, at the e-mail address provided to the corporation, at least 5 days in advance. Notice shall also be posted at the corporations registered address. The Board of Directors may also call special meetings other than the annual meeting, as necessary. Notice of any special meeting shall be provided electronically to all directors and members of the organization, at the e-mail address provided to the corporation, at least 5 days in advance. Notice shall also be posted at the corporation's registered address. All Members may attend any meeting of the board of directors.

7.7.4 Board Budget

The board of directors is empowered to spend money from the general fund for any items necessary to maintain the day to day operation of the organization, or to reimburse members for their purchases of these items, up to a limit of 80% of funds available beyond budgeted operational commitments per year. Reimbursements will be considered upon delivery of the items purchased and the receipt. The decision to spend or reimburse under this amendment must be approved by a vote of the board. Each expense or reimbursement under this amendment must be reported to the general membership at the next regular meeting and posted electronically for review.

7.7.5 Loans

[TheLab.ms](#) empowers its Board of Directors to negotiate loans in good faith when it has the support of the membership. The President of [TheLab.ms](#) shall sign any and all financial agreements on behalf of [TheLab.ms](#).

7.7.6 Committees

The Board of Directors may establish committees to advise the Board or Officers, or to carry out various projects or tasks. Such committees may include one or more Board members or consist of members only as the Board of Directors deems appropriate. Committees may include, but are not limited to, a safety committee.

7.8 Expiration of Term

A Director's term shall expire at the Annual Meeting following his election.

7.9 Resignation

Any Director may resign at any time by written notice delivered to the president or secretary of the corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date. In the event that a Director resigns, Members shall elect a replacement Director using the membership voting procedure defined in these bylaws. Nominations for people to run to replace the at-large director who has resigned shall open when the director tenders his resignation, and remain open for one week. Members shall elect the replacement Director among the candidates who have been nominated and accepted their nomination, using the Votes of the Membership procedures specified in these by laws. The election will be held during the monthly Membership meeting following the nomination period. The replacement Director's term shall last until new Directors are elected at the next Annual Meeting.

8 Conflict of Interest Policy

8.1 Article I: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

8.2 Article II: Definitions

1) Interested Person Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2) Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

8.3 Article III: Procedures

1) Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2) Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3) Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4) Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8.4 Article IV: Recordings of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8.5 Article V: Compensation

1) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

3) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8.6 Article VI: Annual Statements

Annual Statements Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

8.7 Article VII: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8.8 Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

9 Dissolution

If [TheLab.ms](#) is forced to dissolve due to unfortunate circumstances, court order, or planned dissolution, the remaining assets and funds of [TheLab.ms](#) will be dispersed to a 501(c)(3) organization with similar purpose, as determined by the board of directors.

10 Amendment of Bylaws

These bylaws shall be amended by a majority vote of the membership, using the procedures stated in the Votes of the Membership section of these bylaws.