

# Bylaws of Castlemakers, Incorporated

## Purpose

Castlemakers, Inc. will encourage and promote technological innovation, creativity, and the advancement of scientific and artistic skills through collaborative and individual projects, education, mentorship, resource and tool sharing, and relationships with other organizations.

## Article I - Board of Directors

### Section 1: Duties

The affairs of the Corporation shall be managed by the Board of Directors.

Section 2: Qualifications - The members of the Board of Directors of the Corporation shall be chosen on the basis of expertise, business experience, education and/or community involvement.

Section 3: Number - The number of Directors which shall constitute the Board of Directors of the Corporation, shall be a minimum of four (4) and a maximum of nine (9).

Section 4: Term of Office - Each Director shall be elected at the annual Board meeting, shall serve for a term of three (3) years, and shall hold office until his/her successor is elected and qualified or his/her death, resignation, or removal. However, one third (1/3) of the initial Board of Directors shall serve until their successors are elected and qualified at the Board meeting of Year 1, one third (1/3) shall serve until their successors are elected and qualified at the annual Board meeting of Year 2, and the remaining Directors on the initial Board of Directors shall serve until their successors are elected and qualified at the annual Board meeting in Year 3. Thereafter, one-third (1/3) of the Directors shall be elected each year.

Section 5: Vacancies - Any vacancy caused by death, resignation, or otherwise shall be filled until the next annual Board meeting through a vote of a majority of the remaining members of the Board.

Section 6: Annual Meetings - Unless otherwise agreed upon by the Board of Directors, the annual meeting of the Board of Directors shall be held in the month of January, for the purpose of organization, the election of officers and the transaction of such other business as may properly come before the meeting.

### Section 7: Other Meetings

- a. Regular Meetings - Regular meetings shall be held at such time and place as established by the Executive Committee of the Board of Directors, but shall occur at least quarterly.
- b. Special Meetings - Special meetings may be held upon notice by the President or any four members of the Board of Directors. Notice of each special meeting, either in person or by telephone or email, shall be given at least 48 hours prior to the meeting and shall specify the time, place and purpose of the meeting. Notice may be waived in writing and attendance at the meeting shall constitute waiver of notice. Business to be transacted at special meetings shall be restricted to subject matter

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stated in the notice.

Section 8: Quorum - A majority of the Directors present in person shall constitute a quorum except when filling vacancies on the Board of Directors or amending these By-Laws, in which case a majority of the existing Directors present in person shall be required to constitute a quorum.

Section 9: Voting - The act of a majority of the Directors present in person at a meeting who constitute a quorum shall be the act of the Board of Directors.

Section 10.: Removal - Any member of the Board of Directors may be removed, for any reason, by an affirmative vote of at least two-thirds (2/3) of the members of the Board, at any annual meeting or any special meeting called for such purpose and a successor may be elected at the same meeting to fill the unexpired term of any Director so removed. Failure to elect a Director at such meeting to fill the unexpired term of any Director so removed shall be deemed to create a vacancy on the Board of Directors which may be filled by the remaining Directors as described above.

### **Article II - Members**

Section 1: There will be no Members of the Organization.

### **Article III - Officers**

Section 1: Officers - The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such assistant officers as the Board of Directors shall designate.

Section 2: Qualification - The officers of the Corporation shall be chosen by the Board of Directors from among the Board of Directors. Any two (2) or more offices may be held by the same person, except that the duties of the President and Secretary shall not be performed by the same person.

Section 3: Term - Each of the officers of the Corporation shall be elected annually at the annual meeting of the Board of Directors and shall hold office for a term of one year until his/her successor is elected and qualified or his/her death, resignation or removal.

Section 4: Vacancies - Vacancies in any of the offices of the Corporation, for any reason, shall be filled by the Board of Directors at any annual or regular meeting or special meeting called for that purpose and any officer so elected shall serve until the next annual meeting of the Board of Directors and until his/her successor shall be elected and qualified.

Section 5: Removal - Any officer of the Corporation may be removed, for any reason, by an affirmative vote of two-thirds (2/3) of the Board of Directors at any regular meeting or any special meeting of the Board of Directors called for such purpose.

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### Section 6: Duties


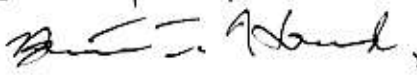

- a. President - Subject to the general control of the Board of Directors, the President shall manage and supervise all the affairs of the Corporation and shall discharge all of the usual functions of the Chief Executive Officer of a not-for-profit corporation. He/She shall preside at all meetings of the membership and meetings of the Board of Directors and shall have such other powers and duties as these By-Laws or the Board of Directors may prescribe.
- b. Vice President - The Vice President shall have such powers and perform such duties as the Board of Directors may, from time to time, prescribe or as the President from time to time may delegate to him/her. The Vice President shall temporarily assume the duties of the President in the absence or inability of the President to act.
- c. Secretary - The Secretary shall keep a true and complete record of the proceedings of all meetings of the members and of the Board of Directors. He/She shall attend to the giving and serving of all notices of the Corporation required to be given and shall have custody of the books (except the books of account) and records of the Corporation. The Secretary shall perform all duties relating to the office of the Secretary and such other duties as the By-Laws or the Board of Directors shall prescribe.
- d. Treasurer - The Treasurer shall keep correct and complete records of account of the Corporation. He/She shall have charge and custody of all funds, notes, securities and other property which may from time to time come into the possession of the Corporation. He/She shall deposit all funds of the Corporation with such depositories as the Board of Directors shall designate. The Treasurer shall furnish at meetings of the Board of Directors, and whenever requested, a statement of the financial condition of the Corporation and perform all duties of the office of the Treasurer and such other duties as these By-Laws or the Board of Directors may prescribe.
- e. Assistant Officers - Assistant officers as the Board of Directors shall from time to time designate and elect shall have such powers and duties as may be delegated to them by these By-Laws or by the Board of Directors.

### Article IV- Miscellaneous

- 4.01. Parliamentary Authority - The current version of Roberts Rules of Order shall be used as a guide to the conduct of all meetings of the Corporation unless they are clearly inapplicable or are not consistent with these By-Laws.
- 4.02. Fiscal Year - The fiscal year of the Corporation shall be the calendar year.
- 4.03. Execution of Contracts and Other Documents - All contracts and other documents requiring execution by the Corporation must be signed by at least two (2) Officers of the Corporation.
- 4.04. Financial Accounts - The authority to establish accounts with financial institutions and to withdraw therefrom or issue checks thereon shall be established by the Board of Directors. All encumbrances must be approved by 2 people as designated by the Board of Directors.

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- 4.05. Compensation - No officer or member of the Board of Directors of the Corporation shall receive compensation for the performance of duties arising from such position, provided however, officers and members of the Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in the performance of such duties.
- 4.06. Amendment of By-Laws - These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of at least a 2/3 of the number of Directors elected and qualified.
- 4.07. Committees
- a. General - The Board of Directors may create any number of standing committees to assist in carrying out its purpose. Said committees shall serve at the discretion of, and report to, the Board. At least one Board Member shall serve on each such committee.
  - b. Executive Committee - There shall be an Executive Committee which shall consist of the officers of the Board plus one additional member chosen by the Board from its membership. Except for the power to fill vacancies in the Board of Directors and as may otherwise be provided herein or by the Board, such Committee shall, during intervals between meetings of the Board of Directors, possess and may exercise all of the powers of the Board in the management of the affairs of the Corporation and the Executive Committee shall keep full records and accounts of its proceedings and transactions. The Executive Committee shall report all actions taken to the Board at its next meeting, and such action shall be subject to the control, revision and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby.
  - c. Governance Committee - There shall be a Governance Committee of the Board which shall consist of at least three (3) members of the Board. The Governance Committee shall be responsible for establishing and reviewing the policies and procedures, By-Laws, and other general administrative matters of the Corporation. Said Committee shall also be responsible for providing nominations for vacancies to the Board; and all other powers and duties conferred on it by the Board.
- 4.08. Distribution of Assets on Dissolution or Final Liquidation - Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved by the Board of Directors on 12/2/2015.  
 - President.  , Vice President  
 Secretary