

# Bylaws

## Article 0: Overview

These bylaws constitute the code of rules adopted by Creatorspace for the regulation and management of its affairs.

Creatorspace shall be and is a non-profit corporation under the laws of the State of Texas.

The bylaws are subject to, and governed by, the Texas Business Organizations Code (the “TBOC”) and the Certificate of Formation of Creatorspace (the “Certificate of Formation”), as either may be amended from time to time. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the TBOC or the provisions of the Certificate of Formation, such provisions of the TBOC or the Certificate of Formation, as the case may be, shall control.

Creatorspace is a nonprofit corporation and shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate the corporation’s status as an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the provision of any subsequent United States revenue law (with such code and any such subsequent law being collectively referred to herein as the “Code”).

These Bylaws were approved by the initial directors on June 24, 2012.

## Article I: Why We Exist

### Section 1: General Purposes

Creatorspace exists for the purpose of creating a network of resources to facilitate and inspire the sharing of knowledge, experience and ideas among its members and the general public.

Said corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The mission of Creatorspace is to improve the world by creatively rethinking technology.

### Section 2: Specific Purposes

The specific purpose of Creatorspace is to promote and encourage technical, scientific and artistic skills through individual projects, social collaboration, and education. In the context of these purposes, Creatorspace shall engage in scientific, charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Subject to and within the limits of Section 1, Creatorspace shall:

- Build and maintain spaces suitable for technical and social collaboration.
- Collaborate on all forms of technology, culture and craft in new and interesting ways.
- Apply the results of its work to specific cultural, educational, charitable and scientific causes.

- Freely share its research and discoveries, using what is learned to teach others.
- Recruit and develop talented members dedicated to these purposes.

## **Article II: Who We Are**

### **Section 1: Designation of Membership Classes**

Creatorspace shall have members (“Members”). There shall be two classes of Members of Creatorspace (“Member Classes”): a Member Class holding voting rights (“Voting Members”) and a Member Class without voting rights (“Non-Voting Members”). The Board of Directors may decide the qualifications, rights and privileges, and obligations of the Member Classes, as well as any sub-categories thereof.

### **Section 2: Authority**

The Board of Directors has the ultimate authority and responsibility to formulate policy and provide oversight and review of the operations of Creatorspace, but may delegate certain powers to the Members and Committees as provided herein.

### **Section 3: Member Qualification.**

#### **a. All Members.**

Any individual who (i) supports the purposes of Creatorspace as set forth in Article I hereof, (ii) agrees to abide by these bylaws and all the policies of Creatorspace, as amended from time to time, and (iii) agrees to pay applicable membership dues, may become a Member.

#### **b. Voting Members.**

Any individual qualified to become a Member under Section 3 hereof may become a Voting Member only by decision of the Board.

### **Section 4: Voting Membership Class Election**

The standing rules shall specify procedures for inducting voting members. For purposes of these bylaws, all persons listed as initial directors on the Articles of Incorporation shall be considered the initial voting members.

### **Section 5: Membership Dues**

All Members are expected to pay their membership dues on time and in full. The Board of Directors may provide for the temporary waiver of membership dues in the case of a Member’s prolonged absence or financial hardship.

The amount, payment period, due date and acceptable methods for collection of dues shall be reviewed each year at the annual meeting, and shall be specified in the standing rules.

## **Section 6: Membership Rights and Responsibilities**

Each member shall be responsible for timely payment of dues, providing their current address, contact information, and preference for electronic receipt of communications. Each member is responsible for continuing to support the purposes of Creatorspace.

No member shall be entitled to any dividend or any part of the income of Creatorspace or to share in the distribution of the corporate assets upon dissolution.

## **Section 7: Voting Membership Rights and Responsibilities**

Each voting member shall have an equal right to voice their opinion and vote their preference or abstain from voting in the affairs of Creatorspace. Each voting member shall exercise only one vote for each decision before Creatorspace. Each voting member shall have reasonable inspection rights of corporate records. Each voting member shall be responsible for timely payment of dues, providing their current address, contact information, and preference for electronic receipt of communications. Each voting member is responsible for continuing to support the purposes of Creatorspace.

Each member of Creatorspace shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. No voting member shall be entitled to any dividend or any part of the income of Creatorspace or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and most amendments to the corporation's certificate of formation.

## **Section 8: Membership Resignation and Termination**

Any member may resign by filing a resignation with any Director. Resignation shall not relieve a member of unpaid dues or other monies owed. Membership shall be suspended for non-payment of dues by the Treasurer after a period of two(2) months. Any suspended member may restore their membership as shall be specified in the standing rules. Membership may also be terminated for any reason at the discretion of the Board of Directors.

## **Section 9: Removal.**

Any Member may be removed as a Member of Creatorspace upon the vote of three quarters (3/4) of the total number of Voting Members.

## **Article III: How we meet**

### **Section 1: Regular Meetings**

Regular meetings of voting members shall be held as designated in the standing rules.

## **Section 2: Annual Meetings**

An annual meeting of all members shall take place sometime in January, February or March. The President shall select the date, time and place no later than January 31 of each year. The date, time and place of the annual meeting must be posted in the registered office and submitted to members electronically at least two weeks prior to the annual meeting. A petition signed by more than three quarters (3/4ths) of voting members and submitted to the Board of Directors before Valentine's Day may specify a new date, time and place for the annual meeting. At the annual meeting, the voting members shall elect the Board of Directors, review and vote on the standing rules and policies of Creatorspace, receive reports on the activities of Creatorspace, approve the budget and determine the direction of Creatorspace in the coming year.

## **Section 3: Special Meetings**

Special Membership Meetings may be called at any time by the President, or by a majority of the Board of Directors, on twenty-four (24) hours' notice to each Voting Member. The purpose of any Special Member Meeting shall be specified in the notice.

A petition presented to all voting members and approved by one half (1/2) of voting members may call a Special Membership Meeting. Such a petition must include the date, time, place and agenda of the special meeting. Notification of the result of the petition shall be presented to all members prior to the meeting.

## **Section 4: Quorum**

At all Member Meetings (Regular, Annual and Special) the presence of at least 25% (one quarter) of the entire voting membership shall constitute a quorum.

If a quorum shall not be present at any Member Meeting, the Voting Members present may adjourn such meeting from time to time without notice other than announcement at such meeting, until a quorum shall be present.

The voting membership may act only at a properly called meeting of the membership where a quorum is present.

## **Section 5: Voting**

When a quorum is present, all issues, except when otherwise specified in these bylaws, shall be decided by affirmative vote of more than 50% (one half) of the voting members present, except that a two-thirds majority of the voting members in attendance shall be required for the following: dissolution of Creatorspace, merger or consolidation with another corporation, sale of substantially all Creatorspace's assets, and most amendments to Creatorspace's certificate of formation.

## **Section 6: Conduct of Meetings**

The conduct of all meetings shall follow the rules of order as specified in the standing rules.

## **Article IV: The Officers**

### **Section 1: Role, Number, Qualification, Term and Compensation**

The officers of Creatorspace (the “Officers”) shall consist of a President, a Vice President, a Secretary and a Treasurer. Each officer must be a voting member and each officer shall serve from the time of their election until their successor is elected and qualifies. No officer shall be compensated for their service as an officer, though the corporation may provide insurance and indemnity for officers as allowed by law. Any two or more offices may be held by the same person, except that the offices of President and Secretary shall not be held by the same person.

### **Section 2: Election**

The Voting Members shall elect the Officers at each Annual Member Meeting.

### **Section 3: Vacancies**

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

### **Section 4: Duties of the President**

The President shall preside over all meetings or designate an alternate, attempt to achieve consensus in all decision-making, ensure the membership is informed of all relevant issues, and serve other duties of a President as required by law or custom.

He shall preside at all Member Meetings if present thereat. Except as the Board shall authorize the execution thereof in some other manner, he shall execute bonds, mortgages, and other contracts on behalf of Creatorspace, and shall cause the seal, if any, to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the Secretary.

The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings.

The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.

### **Section 5: Duties of the Vice President**

The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.

The Vice President shall perform such other duties as from time to time may be assigned by the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall chair meetings of the Board in the absence of the President.

## **Section 6: Duties of the Secretary**

The Secretary shall be responsible for maintaining membership and corporate records and for serving all other duties of a Secretary as required by law or custom.

The Secretary shall attend all Executive Committee Meetings, Member Meetings and Board Meetings and record all votes and the minutes of all proceedings therein, and shall post such minutes electronically for the free inspection of all the Members and Directors. He shall give, or cause to be given, notice of all such meetings and shall perform such other duties as may be prescribed by the Voting Members or the President. He shall keep in safe custody the seal of Creatorspace, if any, and, when authorized by the Voting Members, affix the same to any instrument requiring it.

The Secretary shall ensure that all books, reports, statements, certificates, and other documents and records of Creatorspace are properly kept and filed.

In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

## **Section 7: Duties of the Treasurer**

The Treasurer shall serve as custodian of corporate funds, collect dues, present a financial report at each regular and annual meeting, assist in the preparation of the budget, make financial information available to members and the public, and serve all other duties of a Treasurer as required by law or custom.

The Treasurer shall have the custody of Creatorspace's funds and securities and shall keep full and accurate records of receipts and disbursements of Creatorspace and shall deposit all monies and other valuable effects in the name and to the credit of Creatorspace in such depositories as may be designated by the President or the Board, as the case may be.

The Treasurer shall disburse the funds of Creatorspace as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Voting Members, at the regular Meetings of the Board, Members or Executive Committee, an account of all his transactions as Treasurer and of the financial condition of Creatorspace, and shall perform such other duties as the Board may prescribe.

The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of Creatorspace unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of Creatorspace as the authorized signatory for a particular type of disbursement.

## **Section 8: Duties of the Officers as whole to provide an Annual Report**

The Officers must provide an annual report. The report shall chronicle the activities of Creatorspace, including specific narratives on Creatorspace's work, Creatorspace's annual financial statements, relevant legal filings, and relevant copies of the organization's district and federal tax returns.

## **Section 9: Officers are Directors**

The Officers shall also serve as bona-fide directors on the Board of Directors. Election, resignation, removal and vacancies of the Officers are handled in accordance with procedures laid out in Article V.

## **Article V: The Board of Directors**

### **Section 1: Duties and Responsibilities.**

Each director of Creatorspace (a "Director") is expected to understand and support the mission of Creatorspace, advocate on its behalf as needed, attend meetings of the board of Directors (the "Board"), participate on Committees as needed, support Board decisions, understand the financial operations of Creatorspace, prepare and present to the Voting Members an annual budget (the "Annual Budget"), and support Creatorspace through fundraising and individual giving.

### **Section 2: Powers**

The Board of Directors (Directors) of Creatorspace is vested with the management of the business and affairs of Creatorspace, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.

### **Section 3: Qualifications**

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of Creatorspace are ineligible to serve on the Board of Directors.

### **Section 4: Compensation**

No Director may be paid compensation for his services as a Director. Any director shall not be barred from serving Creatorspace in any other capacity and receiving reasonable compensation for such other services. Directors may receive reimbursement from Creatorspace for reasonable expenses incurred in attending Board Meetings pursuant to policies determined by the Board.

### **Section 5: Authority.**

Pursuant to Section 2.202(a) of the TBOC, and except as authority may be delegated by the Voting Members as provided herein, the authority of the Board is limited to the following:

- a. Adopting and submitting to the Voting Members the Annual Budget prior to the Annual Member Meeting;
- b. Adopting and submitting to the Voting Members any resolution recommending a plan of merger under Section 2.251(d) of the TBOC;
- c. Adopting and submitting to the Voting Members any resolution recommending a sale of all or substantially all of the assets of Creatorspace under Section 2.252(d) of the TBOC;
- d. Authorizing a pledge, mortgage, deed of trust, or trust indenture on behalf of Creatorspace;
- e. Authorizing a conveyance of real property;
- f. Adopting and submitting to the Voting Members any resolution recommending a plan of conversion under Section 2.256(d) of the TBOC;
- g. Adopting and submitting to the Voting Members any resolution recommending a plan of exchange under Section 2.257(d) of the TBOC; and
- h. Subject to Section 2.2 hereof, adopting and submitting to the Voting Members any resolution recommending an amendment to the Certificate of Formation under Section 22.105(a) of the TBOC.

## **Section 6: Role, Size, Term and Compensation**

The board of directors shall consist of the four Officers as defined in Article IV and from zero to eightat-large directors, all of whom are considered directors for the purposes of this article. All directors must be voting members of Creatorspace. Each Director shall hold office for a term of one (1) year, or until his successor shall have been elected and qualified at the Annual Member Meeting. No member may serve more than 3 consecutive terms on the board of directors. No director may be compensated for their service as a board member, though the corporation may provide insurance and indemnity for board members as allowed by law.

The Board shall initially consist of three (3) Directors, one of which shall be the President. The number of Directors on the Board may be increased or decreased by the Voting Members, provided, however, that at no time may the Board consist of fewer than three (3) Directors or more than twelve (12) Directors.

## **Section 7: Meetings**

The Board of Directors shall meet when necessary, provided all voting members receive notice sent electronically at least five business days prior to the meeting. All voting members may attend a meeting of the board of directors. The notice shall give the time, place, reason for calling the meeting and the agenda for said meeting. Notices shall be conspicuously posted at the registered office and electronically distributed to all members at least five business days prior to a meeting. Minutes shall follow the standing rules for meetings as approved. Minutes of each board meeting shall be conspicuously posted at the registered office and electronically distributed to members within 7 days. Minutes shall be considered approved when concurred with by all board members in attendance.

Special meetings of the Board may be called by the President on twenty-four (24) hours' notice to each Director. Special Board Meetings may be called by the President or Secretary in like

manner and on like notice on the written request of three (3) Directors. The purpose of any Special Board Meeting shall be specified in the notice.

## **Section 8: Quorum**

At all meetings of the Board the presence of a majority of the Directors then in office shall be a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by the TBOC, by the Certificate of Formation or by these Bylaws. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

## **Section 9: Actions without a Meeting**

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

## **Section 10: Open Meetings**

Meetings shall be open to the general public, except when personnel, real estate, or litigation matters are being discussed.

## **Section 11: Proxy Voting Prohibited**

Proxy voting is not permitted.

## **Section 12: Elections**

At the Annual Member Meeting, the Voting Members shall elect a Director to each Director position on the ballot.

Each voting member present shall be given an opportunity to be a candidate for each officer position and each at-large director position on the board. If there is more than one candidate for an officer position, the candidate who obtains the highest number votes from voting members present shall be elected. In the event of a tie, the election is decided by coin flip. If there are no candidates for an officer position, the outgoing officeholder may, if eligible, elect to serve another term.

If there are more candidates than positions on the ballot for at-large director, the candidates receiving the most votes shall be elected. In the event of a tie, the election is decided by a coin flip.

## **Section 13: Voting**

All issues, except when otherwise specified in these bylaws, shall be decided by affirmative vote of more than half of the directors present at a duly held meeting.

## **Section 14: Resignation, Termination and Vacancies**

Any officer or director may resign by filing a written or electronic resignation with the Secretary or two other board members.

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

Any Director may be removed at any time with or without cause upon the vote of three-quarters (3/4) of the total number of Voting Members.

Any vacancy occurring in the Board shall be filled by affirmative vote of a majority of the remaining Directors, notwithstanding absence of a quorum. Any Director so appointed to fill a vacancy shall serve until the next Annual Member Meeting, at which point such Director's term shall expire.

## **Section 15: Rules of Procedure**

The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

## **Article VI: Committees**

### **Section 1: Generally**

The Board or the President may from time to time establish committees ("Committees"), each Committee to consist of two or more persons, and such Committee may include persons who are not Members, so long as a majority of each Committee consists of Members. Each Committee shall have such authority and shall perform such functions as may be provided by the Board. Each Committee shall have such name as may be designated by Board or the President, as the case may be, and shall keep regular minutes of its proceedings and report the same to the Board or the President as required.

### **Section 2: Additional Committees**

The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

## **Article VII: Notices**

Whenever under the provisions of the TBOC or of the Certificate of Formation or these Bylaws, notice is required to be given to any Member or Director and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice be given in writing, by mail, facsimile or electronic mail, addressed to such Member or Director at such address as it appears in the records of Creatorspace.

## **Article VIII: Bylaws**

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted at any Member Meeting by a vote of two thirds (2/3) of the total number of Voting Members. However, such action may be taken at a Special Member Meeting only if the notice of such meeting specifically designates the provisions of these Bylaws proposed for amendment or repeal and sets forth any new provisions proposed to be adopted.

## **Article IX: Operations**

### **Section 1: Execution of Documents**

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of Creatorspace shall be signed and executed by the Executive Director and the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other Officers and must be approved by a resolution of the Board of Directors.

### **Section 2: Disbursement of Funds**

Financial Transactions which have a value of \$1000 or more shall require majority approval of the Board of Directors. In all other transactions, the Executive Director may dispense with the funds of Creatorspace in accordance with the annual budget approved by the Board of Directors and the purposes of Creatorspace as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks of more than \$2000 disbursing funds from any of Creatorspace's accounts shall require the signatures of at least two of the following: the President, Vice President, Secretary, or Treasurer.

### **Section 3: Records**

Creatorspace will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. Creatorspace will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of Creatorspace.

### **Section 4: Inspection of Books and Records**

All books and records of Creatorspace may be inspected by any Director for any purpose at any reasonable time on written demand.

### **Section 5: Loans to Management**

Creatorspace will make no loans to any of its Directors or Officers.

### **Section 6: Amendments**

The Board of Directors may adopt amendments to the Certificate of Formation by a vote of two-thirds of Directors present at a meeting where a quorum is present.

## **Section 7: Fiscal Year**

The fiscal year for Creatorspace will be January 1 to December 31.

# **CERTIFICATION**

I hereby certify that these bylaws were adopted by the Board of Directors of Creatorspace at its meeting held on January 28, 2013.

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Secretary