

**STANDING RULES
OF
ARCH REACTOR STL, INC.
A NONPROFIT CORPORATION**

1. **Board of Directors:** As specified in Article IV of the Bylaws, the Board of Directors must consist of not less than three (3) and no more than nine (9) total persons. Per Article V of the Bylaws, the Standing Rules define the Officers of the Corporation, which must include at least a President, Vice President, Secretary, Treasurer, and Sergeant at Arms. In addition to the required officer positions on the Board, there are these non-officer Directors: Webmaster, Director of Public Relations, and Director of Education, for a total of 8 Board positions.
 - a. **Duties:** The duties of each position are below. Each Officer and Director is encouraged to enlist assistance from the membership and delegate responsibilities within their area of focus to other members when possible, to maximize involvement of all members in the operations of the organization.
 - i. President: The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and the Committees thereof, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by the Corporation; and, in general, shall perform all such other duties incident to the office of President and Chief Executive Officer and such other duties as may from time to time be prescribed by the Board of Directors. The President shall also be responsible for any duties defined in these Standing Rules.
 - ii. Vice President: The Vice President shall act as chief executive officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice President shall have such other and further duties as may from time to time be assigned by the Board of Directors. The Vice President shall also be responsible for any duties defined in these Standing Rules.
 - iii. Secretary: The Secretary shall record and preserve the minutes of the meetings of the Board of Directors and all committees of the Board, shall be responsible for authenticating records of the Corporation, shall ensure notices of all meetings of the Board of Directors and committees to be given to the members thereof as described above, shall be the Officer secondarily responsible for filing such documents as may be required by

the State, and shall perform all other duties incident to the office of Secretary, those defined in these Standing Rules, or as from time to time directed by the Board of Directors or by the President.

- iv. Treasurer: The Treasurer shall be responsible for all funds of the Corporation, shall direct that such funds be deposited in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation, that reports of such transactions are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall be the primary Officer responsible for filing such financial and other legal documents as may be required by the State. The Treasurer shall further perform such other duties as defined by these Standing Rules, those incident to his or her office, and as the Board or the President may from time to time determine. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine
- v. Sergeant at Arms: The Sergeant at Arms shall be responsible for providing and recalling access to the spaces when required, as well as the general security of the Corporation's property. The Sergeant at Arms shall also be responsible for any duties defined in these Standing Rules.
- vi. Webmaster: The Webmaster shall be responsible for establishing and maintaining the Arch Reactor web site, as well as overseeing the IT infrastructure of the organization, including Internet connectivity at the space and network infrastructure such as WiFi access points for use by members and guests to access the Internet and internal Arch Reactor services. The Webmaster is also responsible for maintaining a membership database and an electronic keycard access system used to grant access to the space.
- vii. Director of Public Relations: The Director of Public Relations shall be responsible for being the primary point of contact for inquiries from the press and other external parties. The Director of Public Relations also is responsible for publicizing Arch Reactor to the community, and is responsible for maintaining Arch Reactor's social media accounts and regularly updating them with new content as appropriate, e.g. the AR Facebook page, the AR Meetup group, etc.
- viii. Director of Education: The Director of Education shall be responsible for overseeing the educational mission of Arch Reactor, including facilities (e.g. the classroom) and equipment used for classes (e.g. laptops, projector, etc). The Director of Education shall encourage members to

teach classes, assist with scheduling and publicizing classes, and help develop class materials (e.g. curriculum) and maintain a repository of class materials.

- b. **Term Limits:** Officers shall serve a maximum of two consecutive one-year terms in any one position. Non-Officer Directors may serve an unlimited number of terms.
2. **Membership of the Constituent Body:** Per Article III of the Bylaws, Arch Reactor maintains a body of dues paying individuals who are polled by the Board to advise the Board on decisions that affect the organization. There shall be three classes of membership: full member, supporting member, and community member. Only human persons may apply for or be considered a full member, supporting member, or community member.
- a. Eligibility For Full Membership:
 - i. Be a supporting member for at least three months and have a full member to nominate them for full membership; or be a supporting member for at least 1 month, but have three full members nominate them for full membership.
 - ii. Once nominated, their membership will be put to a vote of the other full members, where a simple majority full members at the next business meeting is required to pass.
 - b. Eligibility for Supporting Membership: Agree to abide by the obligations of members (defined in section 4), and pay the membership fees required of a supporting member.
 - c. Eligibility for Community Membership: Any person who expresses in writing a wish to become a member to the Secretary is a community member.
3. **Privileges of Membership:**
- a. Full: full members enjoy the following privileges:
 - i. Twenty-four hour access to all areas of the space;
 - ii. Eligibility to vote on the confirmation of new full members;
 - iii. Eligibility to downgrade their membership at any time;
 - iv. All privileges enjoyed by supporting members.
 - v. A full member may downgrade their membership to supporting member or cancel their membership at any time, while retaining the right to become a full member again at any time without the six month wait or vote from the other full members.
 - vi. Full Members have the privilege to use the space for functions (parties, meetings, presentations, etc.), provided that:
 1. The full member planning the function is responsible for all clean-up and any damage that may occur. If damage is assessed, Membership privileges for the responsible full member can be

suspended by a simple majority vote of the board until reparations determined by the board have been made.

2. The full member cannot prohibit any other full member from attending the function or using the space, on the condition that this use does not disrupt the scheduled function. Where the event involves alcoholic beverages, no members under 21 will be allowed to attend without a parent or guardian present.
 3. The full member notifies the board of his/her intentions and date of function at least 14 days in advance.
 4. Priority will be granted on first come/first serve basis.
- b. Supporting: supporting members enjoy the following privileges:
- i. Voting rights on all issues except the confirmation of full members;
 - ii. Use of tools and facilities without supervision for which the member has been trained or approved;
 - iii. Use of all areas of the space when a full member is present.
 - iv. Access to members-only online spaces, such as the “arch-reactor-sanctum” forum.
- c. Community: community members enjoy no specific privileges.

4. Responsibilities of Membership:

- a. Full: Full members must fulfill the following responsibilities:
- i. A full member must pay the monthly fee for full members as voted on by the supporting and full members, which is \$45/month as of November 2012;
 - ii. A full member must perform an average of 2 hours per month of volunteer service for Arch Reactor over a rolling 12 month period;
 - iii. All responsibilities imposed on supporting members except the supporting member fee; and
 - iv. When a full member's eligibility expires he or she must forfeit their access to the space and all property of Arch Reactor to the Sergeant at Arms.
- b. Supporting: Supporting members must fulfill the following responsibilities:
- i. A supporting member must pay the monthly fee for supporting members as voted on by the supporting and full members, which is \$15/month as of August 2017;
 - ii. A supporting member must contribute to the community regularly.
 - iii. A supporting member must regularly volunteer in service of Arch Reactor; and
 - iv. When a supporting member's eligibility has expired or they wish to resign, they must forfeit their access to the space and all property of Arch Reactor to the Sergeant at Arms;
- c. Community
- i. Community members have no responsibilities other than being supportive of the mission of Arch Reactor.

5. Membership Fees / Special Memberships

- a. Setting and Adjusting Fees. Fees for full and supporting members shall be set by a vote of the supporting and full members at the yearly meeting by a simple majority. The full and supporting members may also choose to set a fixed monetary value for work performed for Arch Reactor, and to define tasks and duties which qualify. Work performed under those headings can be used to offset member fees. Requests to offset member fees with work can be made in private to the Board of Directors, with arraignments to be kept private. Even if a member performs enough work, they will never be reimbursed beyond the waiving of their membership fee. Fees and other obligations and responsibilities can be waived or reduced for a member by majority vote of the officers at the member's time of joining.
- b. Household Discount. Discounted membership fees apply if a group of members meets the definition of a household. A household will be defined as
 - i. more than one person living in the same house, apartment or home or
 - ii. a couple or family in a declared relationship, despite place of residence.The household rate will be charged as follows: The first person will pay the full membership rate, with each additional person paying the supporting membership rate, up to a maximum of 5. Each person in the household will gain the same rights as and be considered a full member (following full membership rules). If a person's circumstances change and no longer qualifies as part of a household based on the previous definition, that person will no longer be considered a part of the household and will be required to pay regular dues for their selected level. If they had previously gained full membership, they may continue as full members by paying the full membership dues, starting the first of the month following their exit of the household. Alternately, they may elect to continue to pay supporting membership rates, but their access and rights will be reverted back to that of a supporting member and their key will be deactivated. In all cases, each member will start at supporting member status until that person meets the requirements for full membership.
- c. Starving Hacker. Any member, or potential member, for whom paying membership dues would be a financial hardship may confidentially petition the Board of Directors for consideration of reduced or waived dues.
- d. Payment of Membership Dues in-kind with Goods. A member may petition the Board of Directors to provide goods to Arch Reactor in lieu of membership dues. The Board of Directors will typically only provide a credit in the amount of 1 month of full membership dues or 3 months of supporting membership dues (\$45/mo as of August 2017). Each member may only use this option one time.

6. Meetings

- a. Annual Meetings. The Bylaws of Arch Reactor contain the requirements for an Annual Meeting in Article IV, Section D, which states "The Annual Meeting of the Board of Directors shall be held in the month of January each year, at such time

and place within the State of Missouri as shall be designated by the President or determined by the Board of Directors, and shall be held for the purpose of electing new Directors, and transacting such other business as may come before the meeting. The first order of business shall be the election of new members of the Board, who may participate in the meeting in their new roles immediately upon their election.”

- b. Monthly Business Meetings. A regular meeting shall be held on the first Tuesday of each month. The Secretary will approve and post an agenda for the meeting no less than twenty-four hours before the beginning of the meeting. Any issues which members wish to have discussed and voted upon at the meeting must be submitted in writing to the Secretary no less than forty-eight hours before the meeting.
- c. Board Meetings. The Board of Directors shall hold meetings from time to time, at a schedule agreed upon by the members of the Board. Common practice of recent Boards has been to hold regular monthly meetings.
- d. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by any two Directors.

7. Voting

- a. Eligibility. Any full member or supporting member who is not considered delinquent in their responsibilities by the Treasurer or Secretary is eligible to cast a vote.
- b. Procedure. All non-election issues to be voted on during a meeting shall be passed by a simple majority of eligible members present who have voting rights on the given issue. If there is more than one option being considered for a given issue, then runoff votes will be held until a majority is reached.
- c. Quorum. At least half of full members and any supporting members present at a regular or annual meeting shall constitute a quorum.
- d. Proxy Voting. Any full or supporting member may vote by proxy by either submitting votes for issues on the agenda in writing to the President, Vice President, or Secretary; or by appointing another full or supporting member as their proxy. A proxy appointment must be communicated to either the President, Vice President, or Secretary. Each member may act as a proxy for no more than three other members.

8. Space and Equipment Access

- a. Keys (electronic).
 - i. Upon paying a key fee, each full member in good standing may receive one electronic key which provides 24 hour access to the Space.
 - ii. Replacing a lost key requires payment of a lost key fee.
 - iii. Some pieces of Shop or Lab equipment may require an electronic key to access. Only keys of members who meet the requirements established by the Sergeant at Arms, or their Designee, will provide access to that equipment.

- iv. Upon paying a key fee, supporting members may receive an electronic key for use with restricted-access equipment, but the keys issued to supporting members will not provide access to the Space.
 - v. Members are responsible for actions taken with their key card. Promptly report any lost key card to the Sergeant At Arms!
- b. Restriction of Access. If a key-holding member ceases to be a member in good standing, as determined by the Sergeant at Arms or Treasurer, the electronic key issued to that member will be disabled and no longer provide access to the Space.
 - c. Access to Shop Equipment (dirty). No member shall use any piece of equipment in the Shop without meeting those requirements established by the Sergeant At Arms (or the Sergeant's Designee, e.g. "Shop Master") for using that equipment.
 - d. Access to Lab Equipment (clean). No member shall use any piece of equipment in the Lab without meeting those requirements established by the Sergeant At Arms (or the Sergeant's Designee, e.g. "Lab Master") for using that equipment.

9. Maintenance of Records

Article X of the Arch Reactor Bylaws contains directives on record keeping, some of which are copied here and expanded upon.

- a. Financial Records. The Board of Directors shall cause the financial records to be kept, and if appropriate, audited annually.
- b. Financial Reports. The President and the Treasurer shall report on the activities and financial condition of the Corporation to the Board of Directors no less frequently than once every calendar year.
- c. Corporate Records. The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors.
 - i. The Secretary shall publish the minutes of Board Meetings online in a manner that is accessible to full members and supporting members. Recent practice has been to store these minutes in a Google Drive folder that is accessible to full members and supporting members.
- d. Accounting Records. The Corporation shall maintain appropriate accounting records. A copy of the following records shall be kept at the Corporation's principal office: The Articles of Incorporation and all amendments to them currently in effect; these Bylaws and all amendments to them currently in effect; a list of the names and business or home addresses of the current Directors and officers; the most recent annual report delivered to the Secretary of State; and appropriate financial statements of all income and expenses.

10. Insurance

Per Article IX, Section C of the Arch Reactor Bylaws the Board of Directors is authorized to maintain liability insurance on behalf of Officers and Directors. The Board of Directors is encouraged to maintain a liability insurance policy to protect the members of the Board of Directors against liability asserted against them. Without protection of such an

insurance policy the risk of such liability could dissuade members from serving on the Board.

11. Approval of the Standing Rules

These Standing Rules must be approved by simple majority vote of the Board of Directors.

12. Amendments to the Standing Rules

From time to time as circumstances change, the Board of Directors may find it necessary to revise the Standing Rules. The Board is empowered to revise the Standing Rules, after polling the membership, with a simple majority vote of the Officers and Directors of the Board.