

# BYLAWS OF COLA MAKERSPACE

## a South Carolina Nonprofit Corporation

### ARTICLE I

#### Name, Mission, and Purpose

**1.01. Name.** The name of the organization shall be Cola Makerspace, and may be abbreviated as CMS. It shall be a nonprofit organization incorporated under the laws of the State of South Carolina.

**1.02. General Purpose.** Cola Makerspace 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.

**1.03. Mission.** Cola Makerspace is organized exclusively for charitable, scientific, and educational purposes. The mission of this organization is to foster a collaborative and educational environment wherein people can explore and create intersections between technology, science, art, and culture.

- a) Provide work space, storage, and other resources for projects related to technology, science, art, and culture that will benefit the individual members' personal growth in their fields of interest.
- b) Foster a creative, collaborative environment for experimentation and development in technology, science, and art.
- c) Interact with the local public community that our space is situated in through talks, classes, workshops, collaborative projects, and other cultural and educational activities.
- d) Encourage individual members to share their projects and research, exchange knowledge, and promote learning and mentoring in a safe, clean space.
- e) Promote collaboration across disciplines for the benefit of cultural, charitable, and scientific causes.

### ARTICLE II

#### Organization

**2.01. Reference.** For convenience, Cola Makerspace may be referred to herein as "CMS" or the "Corporation."

**2.02. Character.** The Corporation shall be a non-profit corporation formed to pursue the purposes set forth in its articles of incorporation, as properly amended from time to time. Any person, firm, or corporation shall have the privilege of making grants to the Corporation at any time by way of gift, device, bequest, contribution, or otherwise, and such additions shall be received, used, and disposed of by the Board of Directors in accordance with the terms of the Articles of Incorporation creating the Corporation with like effect as if said additions had been originally incorporated therein; provided, however, that the Directors shall have the power to reject any donation, grant, bequest, or devise which in the opinion of the Directors is inconsistent with the purpose for which the Corporation was formed.

**2.03. Nonpartisan Activities.** The Corporation has been formed under the South Carolina Nonprofit Corporation Act for the public purposes described above, and it shall be nonprofit and

nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause of measure being submitted to the people for a vote.

**2.04. Organization.** The Board of Directors shall be comprised of the persons occupying the offices of President, Vice President, Secretary, and Treasurer, as elected annually by members, and designated as directors. The Board of Directors can elect such other officers as it may deem necessary to the efficient administration of the Corporation.

**2.05. Benefit.** It is expressly declared that this is a charitable Corporation, not for the profit of any individual, and that no dividend shall ever be declared, and none of its property, real or personal, shall ever be used or expended except to carry out its charitable purposes.

### **ARTICLE III**

#### **Offices**

**3.01. Principal Office.** The principal office for the transaction of the activities and affairs of the Corporation (“principal office”) is defined in the articles of incorporation. The Board of Directors may change the principal office from the location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section or this section may be amended to state the new location.

**3.02. Other Offices.** The Board of Directors may at any time establish brand or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

### **ARTICLE IV**

#### **Membership**

**4.01. Class of Membership.** The Corporation shall be one class of membership, unless otherwise approved by the Board of Directors pursuant to Section 4.12 herein.

**Edit December 2021:** The board decide to create a non-voting class of new members. New members will be eligible to vote after one year of membership in good standing.

**4.02. Membership requirements.** The membership of this Corporation shall consist of individuals who are at least 18 years of age that have paid such fees and dues as required by the Bylaws. The Board of directors shall have the authority to set additional qualification criteria for membership from time to time as it deems appropriate.

**4.03. Membership Benefit.** The members shall be entitled to such benefits and rights as are provided in these Bylaws, or as may be specified in a resolution of the Board of Directors.

**4.04. Voting Rights for Members Limited.** The members of the Corporation shall have no voting rights except as set forth in Section 6.02, Section 6.03, and Section 6.04 hereof. Any action which would otherwise require approval by any portion of or all members shall require only approval by the Board of Directors. Members who are in arrears on required dues and/or fees are not eligible to vote.

**4.05. Application for Membership.** Any person desiring to become a member of the Corporation shall submit an application to the Board of Directors, upon the form prescribed by the Board. The Board shall then review the application and investigate the application in order to

determine the she or he meets the requirements for membership and to determine the appropriate class of membership for the applicant. The Board shall then notify the applicant of his or her membership classification, and the applicant will become a member upon appropriate payment of her or his dues.

**4.06. Dues.** The amount of the dues for each class of membership shall be prescribed by the Board of Directors.

**4.07. Expulsion for Nonpayment of Dues.** Any member who shall fail to pay his or her dues for a period of 2 months from the due date for payment shall thereupon cease to be a member of the Corporation and may not be thereafter reinstated to membership except by making a new application as provided herein.

**4.08. Expulsion by Board.** The membership rights of a member may be suspended or terminated in any manner which is fair and reasonable and carried out in good faith, and for cause which the Board of Directors shall deem appropriate, including without limitation, the failure to pay any applicable membership dues or fees when due as the Board of Directors may from time to time require. Membership rights also shall terminate upon the resignation of a member.

**4.09. Resignation.** Any member may resign at any time by notice in writing to the Board. Upon receipt by the appropriate officer of the Corporation of such notice of resignation, the membership of the person giving such notice shall terminate. No refund of the dues shall be made.

**4.10. Assignment of Membership.** Membership in the Corporation and the rights and privileges of a member are not assignable.

**4.11. Transfer of Membership.** Memberships are not transferable and no member shall have any property right in the Corporation, the property owned thereby, nor in any membership therein.

**4.12. Other Membership Categories.** The Board may by resolution establish other membership categories deemed appropriate and in the best interest of the Corporation.

**Edit December 2021:** see section 4.01

## **ARTICLE V**

### **Meetings of Members**

**5.01. Place of Meetings.** All meetings of members shall be held at 1225 Laurel St., Columbia, SC 29201.

**5.02. Annual Meetings.** The annual meeting of members for the purpose of electing the Officers shall be held in January of each year on any day (except a legal holiday) in that month as determined by the Board of Directors.

**5.03. Substitute Annual Meeting.** If the annual meeting shall not be held on the day designated by these bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 5.04 hereof. A meeting so called shall be designated and treated for all purposes as the annual meeting.

**5.04. Special Meetings.** Special meetings of the members may be called at any time by any member of the Board of Directors, and shall be called pursuant to the written request of not less than twenty percent (20%) of the members entitled to vote on the election of the Officers.

**5.05. Notice of Meetings.** Written notice stating the date, time, and place of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of any members' meeting, by any standard means of communication, by or at the direction of the Board of Directors, or other person calling the meeting, to each member entitled to vote at such meeting. If mailed, notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the member at the member's address as it appears on the current record of members of the Corporation, with postage thereon prepaid.

In the case of a special meeting, the notice of meeting shall include a description of the purpose or purposes for which the meeting is called; but, in the case of an annual or substitute meeting, the notice of meeting need not include a description of the purpose or purposes for which the meeting is called unless such a description is required by the provisions of applicable law.

When a meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting adjournment and if a new record date is not fixed for the adjourned meeting; but if a new record date is fixed for the adjourned meeting (which must be done if the new date is more than 120 days after the date of the original meeting), notice of the adjourned meeting must be given as provided in this section to persons who are members as of the new record date.

**5.06. Waiver of Notice.** Any member may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the member, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A member's attendance, in person or by proxy, at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member or his proxy at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member or his proxy objects to considering the matter before it is voted upon.

**5.07. Quorum.** A quorum of the members is required for any action to be taken on any matter. A majority of the members entitled to vote on the election of the officers designated as the Board of Directors constitutes a quorum of the members.

Once a member is represented for any purpose at a meeting, he or she is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

In the absence of a quorum at the opening of a meeting of members, such meeting may be adjourned from time to time by the vote of a majority of the votes cast on the motion to adjourn; and, subject to the provisions of Section 5 of this Article V, at any adjourned meeting any business may be transacted that might have been transacted at the original meeting if a quorum exists with respect to the matter proposed.

**5.08. Proxies.** Members may vote either in person or by one or more proxies authorized by a written appointment of proxy signed by the member or by his duly authorized attorney in fact. An appointment of proxy is valid for eleven months from the date of its execution, unless a different period is expressly provided in the appointment form.

**5.09. Voting of Members.** Each member shall be entitled to one vote on each matter voted on at a meeting of members.

**Edit December 2021:** Members are eligible to vote after one year. See section 4.01.

**ARTICLE VI**  
**Directors**

**6.01. General Powers.** Subject to the limitations of these Bylaws and the South Carolina Nonprofit Corporation Act, all corporate powers shall be exercised by and under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

- a) Select and remove agents and employees of the Corporation and officers appointed by the Board; prescribe any powers and duties for them that are consistent with South Carolina Nonprofit Corporation Act and with these Bylaws.
- b) Change the principal executive office or the principal business office in the State of South Carolina from one location or another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of South Carolina; and designate any place within or outside the State of South Carolina for the holding of any meeting or meetings, including annual meetings.
- c) Adopt, make, and use a corporate seal. The Board of Directors may change the form of the seal or the inscription thereon at pleasure.

**6.02. Number, Term, and Qualifications.** The Board members shall elect directors from potential candidates:

- a) **Number.** The initial number of elected directors shall be four (4), and under no circumstances should the number of elected directors be fewer than three (3). The Board of Directors may, by a super-majority vote, set the number of directors each year. Any decrease in the number of elected directors shall not reduce or diminish the remaining terms of the directors then in office. For purposes of these Bylaws, a “super-majority” shall constitute the vote of at least 66 2/3% of the votes of the directors. Vacancies among the elected members of the Board of Directors occurring by resignation, death, or otherwise which render vacant an unexpired term of office shall be filled for the duration of such term by a majority vote of the Board of Directors at any meeting.
- b) **Term.** Directors shall be designated as Board members for the duration of the term as an Officer.

**6.03. Management of Property and Money.** The Board of Directors shall manage and administer in all respects the properties and funds of the Corporation in accordance with the terms of the Articles of Incorporation creating the Corporation and with the provisions of the Bylaws, obtaining and securing for such purposes such assistance, office space, work force, equipment, and supplied and other aids and facilities, upon such terms as the Directors may deem necessary from time to time.

**6.04. Investments.** The Board of Directors shall hold, use, manage, administer and, at their discretion, dispose of the properties of the Corporation, and shall collect all incomes, revenues, and profits arising therefrom. The funds of the Corporation arising through the receipt and collection of incomes, revenues, and profits, sale of properties or otherwise, shall be invested in such properties and investments as may be determined by the Directors from time to time to be fit investments for assets of the Corporation, and in the making of any investments, Directors shall not be limited to such investments as may be legal investments for fiduciaries under any present or future statute, decision, or rule of law, but the Directors shall have absolute discretion in the determination of what properties constitute a suitable investment for any assets of the Corporation.

**6.05. Distributions.** The Board of Directors, in accordance with the terms of the Articles of Incorporation, shall utilize each year the income, revenues, and profits arising and accruing from such year in defraying the cost, expenses, and charges incurred in the management and administration of the Corporation and its funds and properties and in applying and distributing the net amounts of such incomes, revenues, and profits thereafter remaining to and for the objects and purposes of the Corporation. As respects any year or years and any purpose or purposes for which the Corporation is created, the Directors in their discretion may withhold the whole or any part of the incomes, revenues, and profits which otherwise would be distributed or used during such year or years and either (1) accumulate the whole or any part of the amount so withheld for expenditures for the same purposes in any future year or years, or (2) add the whole or any part of the amount so withheld to the corpus of the Corporation, or (3) pay, apply, and distribute the whole or any part of said amounts to and for the benefit of any of the purposes of the Corporation.

**6.06. Best Interests.** The Board of Directors shall have and may exercise any and all other powers which are necessary or desirable in order to manage and administer the Corporation and the properties and funds thereof and carry out and perform in all respects the purposes of the Corporation according to the true intent thereof. The Board of directors is hereby committed to exercise, in the best interest of the Corporation, the powers applicable to such corporations.

**6.07. Administration of Trusts.** The Board of Directors is hereby committed to obtain information and to take other appropriate steps with the view to seeing that each participating trustee, custodian, or agent administers each restricted trust or fund and the aggregate of unrestricted trusts or funds of the Corporation in accordance with the provisions of applicable Treasury Regulations.

## **ARTICLE VII**

### **Meetings of Directors**

**7.01. Regular Meetings.** A regular meeting of the Board of Directors shall be held no less frequently than bi-annually in the months of February and October at such place as the Board of Directors may designate. Directors may attend the meeting via telephone conference, videoconference, or other electronic medium. The annual meeting of the Board of Directors shall be held in May of each year, or such other time as may be determined by the President, or in his absence by the Vice President, or by any two (2) Directors for the purpose of electing additional officers and to transact such other business as comes before the meeting. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings. Regular meetings of the Board may be held at any place within or outside the State of South Carolina that has been designated from time to time by resolution of the Board of Directors. Notwithstanding the above provisions of this Section 7.01, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

**7.02. Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President, by the Vice President, or by any two (2) Directors. Such special meetings of the Board shall be held at the designated location, either within or without the State of South Carolina, as shall be agreed upon by a majority of the Directors entitled to vote thereat.

**7.03. Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours or such meeting was adjourned for lack of a quorum. If the original meeting is adjourned

for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

**7.04. Notice of Meetings.** Regular meetings of the Board of Directors may be held upon seven (7) calendar days notice.

The person or persons calling a special meeting of the Board of Directors shall, at least 24 hours before the meeting, give notice thereof by any usual means of communication. Such notice shall specify the purpose for which the meeting is called.

**7.05. Waiver of Notice.** Any Director may waive notice of any Board of Directors meeting held without proper notice, either before or after the meeting is held.

Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objection to the transaction of any business because the meeting is not lawfully called and does not thereafter vote for or assent to action taken at the meeting.

Failure of a Director who did not attend a meeting held without proper call or notice to file with the Secretary of the Corporation a written objection to the holding of the meeting or to any specific action so taken promptly after having knowledge of the action taken and of the insufficiency of notice shall constitute ratification of the action taken at the meeting.

**7.06. Quorum.** A quorum at all meetings of the Board of Directors shall consist of three of the total number of Directors holding office. The affirmative vote of a majority of a quorum shall be necessary and sufficient at any meeting to authorize any action of the Directors, except as otherwise may be required by the Articles of Incorporation creating the Corporation. Written records setting forth all action taken in any meeting of the Directors and the voting thereon shall be kept in a permanent minute book of the Corporation.

**7.07. Manner of Acting.** Except as otherwise provided by law or in this section, an act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

The vote of a majority of the Directors then in office shall be required to adopt, amend, or repeal a Bylaw, if otherwise permissible, and the vote of all Directors then holding office shall be required to adopt a resolution dissolving the Corporation. Approval of a transaction in which one (1) or more Directors have an adverse interest shall require a majority of the disinterested Directors present, even though less than a quorum.

**7.08. Informal Action by Directors and Attendance by Telephone.** Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question was signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Any one (1) or more Directors may participate in a meeting of the Board by means of conference telephone, videoconference, or similar device which allows all persons participating in the meeting to hear each other, and a person so participating in a meeting shall be deemed present in person at such meeting.

**7.09. Compensation and Reimbursement of Expenses.** No salary or compensation shall be paid to a Director for any services rendered as a Director of the Corporation. The Directors may be reimbursed out of the funds of the Corporation for all reasonable and necessary out-of-pocket expenses incurred in the performance of their services as Directors.

**ARTICLE VIII**  
**Officers**

**8.01. Number.** The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer, and these officers are designated as the Board of Directors. The Board of Directors may also elect Assistant Secretaries and Assistant Treasurers. The Board of Directors may choose a legal advisor.

**8.02. Removal and Resignation.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board at any time, with or without cause. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

**8.03. Vacancies.**

- a) A vacancy in any office not designated as a Director arising from any cause may be filled by the Directors at any regular or special meeting.
- b) A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:
  - i. the death, resignation, or removal of any officer designated a Director; or
  - ii. the increase in the authorized number of officers designated as Directors.
- c) A vacancy on the Board may be filled by an affirmative vote of the majority of the remaining designated Directors at any meeting, even though less than a quorum of the Board of Directors. Vacancies which render vacant an unexpired term of office shall be filled for the duration of such term. No reduction in authorized number of Directors shall warrant removal of a designated director for the expiration of a director's term.

**8.04. President.** The President shall be the principal executive officer of the Corporation and designated as a Director and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the members. He or she shall sign, with the Secretary, a Assistant Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the contracts, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors by these by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties as may be prescribed by the Board of Directors from time to time.

**8.05. Vice President.** In the absence of the President or in the event of his death, inability, or refusal to act, the Vice President(s) in order of their length of service as Vice-President(s), unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. In addition, they shall perform such other duties as from time to time may be assigned to them by the President or Board of Directors.

**8.06. Secretary.**

- a) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and action of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, and the



names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in South Carolina, a copy of the Articles of Incorporation and Bylaws, as amended to date.

- b) **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. The Secretary shall sign such instruments as may require the Secretary's signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary from time to time by the Board of Directors.

**8.07. Treasurer.** The Treasurer shall have custody of all money and securities of the Corporation and shall cause to be kept regular books in account. He shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of him, an account of all of his transactions as Treasurer and of the financial condition of the Corporation. He or she shall perform all other duties incident to his office or which are properly required of him or her by the Board of Directors.

- a) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall cause to be submitted annually to the Board of Directors a statement as to the state of the Corporation in such form and with such information as the Board of Directors shall approve.
- b) **Deposits and Disbursement of Money and Valuables.** The moneys of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Directors shall designate. When necessary or proper, the Treasurer, or other person(s) designated by the Directors, may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depositories as the Directors may designate.

The Treasurer, or other person(s) designated by the Directors, shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Directors, shall sign all checks of the Corporation and all bills of exchange or promissory notes issued by the Corporation, except where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other officer or agent of the Corporation.

- c) **Bond.** If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

**8.08. Assistant Secretary and Treasurer.** If elected by the Board of Directors, the Assistant Secretary and Assistant Treasurer shall, in the absence of disability of the Secretary or Treasurer, respectively, perform the duties and exercise the power of those offices and shall, in general,

perform such other duties and exercise the powers of those offices and shall, in general, perform such other duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the Board of Directors.

**8.09. Other Officers.** The duties of other officers elected by the Board of Directors in Section 8.02 above shall be prescribed by the Board of Directors as needed.

## **ARTICLE IX**

### **Executive and Other Committees**

**9.01. Creation of Committees.** The Board of Directors may, by the affirmative vote of a majority of Directors, designate one or more committees for whatsoever purpose, except as otherwise limited in this Article IX, each consisting of at least one (1) or more Directors, one of whom shall be elected by the members of such committee to serve as Chairman of said committee.

**9.02. Authority of Committee.** Any such committee, to the extent provided by the Board of Directors shall have all the authority of the Board to exercise management of the Corporation, except that no committee, regardless of any resolution by the Board of Directors to the contrary, may:

- a) Fill vacancies on the Board;
- b) Amend or repeal Bylaws or adopt new Bylaws;
- c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- d) Create any other committees of the Board or appoint the members of committees of the Board;
- e) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest.

**9.03. Committees.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more Committees, each of which shall consist of one (1) or more Directors, which Committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility or liability imposed on it or him or her by law. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a Resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Pursuant to the South Carolina Nonprofit Corporation Act, as amended from time to time (the "Act"), no committee of the Board of Directors shall undertake any action prohibited by the Act.

**9.04. Meetings.** Regular meetings of any committees may be held without notice at such time and at such place as shall from time to time be determined by such committees and special meetings of such committees may be called by any member thereof upon two (2) days notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in such manner provided in these Bylaws pertaining to notice for Board of Directors meetings.

**9.05. Vacancies.** Vacancies on committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

**9.06. Quorum.** At all meetings of the committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

**9.07. Manner of Acting.** The act of a majority of the members of the committees present at any meeting at which there is a quorum shall be the act of such committee.

**9.08. Minutes.** The committees as may be appointed, pursuant to the provisions of this Article IX, shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

## **ARTICLE X** **Indemnification**

**10.01. Indemnification in General.** Any person who at any time serves or has served as a Director or officer of the Corporation, or in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation to the fullest extent permitted by law (but only to the extent not paid or reimbursed by insurance or any other third party) against:

- a) All expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether or not brought by or on behalf of the Corporation, seeking to hold such person liable by reason of the fact of such capacity or the fact that such person is or was acting in such capacity; and
- b) All payments made by such person in satisfaction of any judgement, money decree, fine, penalty, or settlement for which such person may have become liable in any such action, suit, or proceeding.

To the fullest extent permitted by law (but only to the extent not paid or reimbursed by insurance or any other third party) and when authorized by vote of a majority of the disinterested Directors, the Corporation may pay expenses incurred by a Director or officer of the Corporation in defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director or officer to reimburse the Corporation for such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation against such expenses.

Notwithstanding the foregoing provisions of this Section 10.01 of this article X, the Corporation shall not indemnify or agree to indemnify any person against expenses or other liabilities incurred by such person on account of any activities or omissions if: (i) such activities were not taken or such omissions were not made in good faith; or (ii) such actions or omissions were at the time taken or made, as may be applicable, known or believed by such person to be clearly in conflict with the best interests of the Corporation, nor shall the Corporation indemnify or agree to indemnify such person, incident to any criminal action or proceeding, with respect to actions or omissions of such person which such person has reasonable cause to believe were unlawful.

Indemnification under the provisions of this Article X shall apply only to claims arising after the date of adoption of these Bylaws. Claims which arose prior to such date may only be indemnified against upon compliance with all applicable laws, after full disclosure of such claims along with all material fact related thereto and upon the approval of a majority of the

Corporation's disinterested Directors or upon compliance with the provisions of South Carolina law or such other provisions as may be prospectively substituted therefor.

Any person entitled to indemnification under this Article X of these Bylaws shall be entitled to recover all costs and expenses incurred in enforcing his rights hereunder.

**10.02. Action by Board of Directors.** Except as provided below, the Board of Directors of the Corporation shall, by vote of a majority of the disinterested Directors, take all such action as may be necessary and appropriate to authorize the Corporation to pay any indemnification required by these Bylaws, including, without limitation, making a good faith evaluation of the manner in which the claimant for indemnity acted or failed to act and of the reasonable amount of any indemnity due such person. Notwithstanding the foregoing, however, if a majority of the Directors shall not be disinterested with respect to an indemnification claim made hereunder, the adversely interested party shall be required to prove that the transaction is just and reasonable to the Corporation. The termination of any action, suit, appeal, or proceeding by judgement, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner known or believed by such person not to be in or opposed to the best interests of the Corporation and with respect to any criminal action or proceeding, shall not create the presumption that such person had reasonable cause to believe such conduct was unlawful.

**10.03. Insurance.** The Board of Directors may authorize the Corporation to purchase and maintain insurance on behalf of any person who at any time serves or has served as a Director, officer, employee, or agent of the Corporation, or is or was serving in such capacity as the request of the Corporation for any other corporation, partnership, joint venture, trust, or other enterprise, against liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such or acts in such capacity, whether or not the Corporation would have had the power to indemnify the person against such liability under the provisions of these Bylaws or of the South Carolina Nonprofit Incorporation Act, as amended.

**10.04. Indemnified Individual.** Any person who at any time after the adoption of these Bylaws serves or has served as a Director or officer of the Corporation or serves or has served in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, or other enterprise shall be deemed to be doing or have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from this Article X of these Bylaws.

## ARTICLE XI

### Contracts, Checks, and Deposits

**11.01. Contracts.** The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

**11.02. Checks and Drafts.** All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**11.03. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

**ARTICLE XII**  
**Records and Reports**

**12.01. Maintenance of Corporate Records.** The Corporation shall cause to be kept:

- a) Adequate and correct books and records of account; and
- b) Minutes in written form of the proceedings of its Board of Directors and committees of the Board.

**12.02. Inspection of Bylaws.** The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of South Carolina, at its principal business office in this state, the original or a copy of its charter and Bylaws as amended to date, which shall be open to inspection by the officers and Directors at all reasonable times during office hours. If the principal executive office of the Corporation is outside the State of South Carolina and the Corporation has no principal business office in this state, the Secretary shall, on the written request of any officer or Director, furnish to that person a copy of its Charter and Bylaws as amended to date.

**12.03. Effective Date of the Bylaws.** These Bylaws shall become effective upon their adoption. Amendments hereto shall become effective immediately on their adoption unless the Board of Directors in adopting them as hereafter provided, provided that they are to become effective at some other date.

**12.04. Inspection by Directors.** Every Director shall have the absolute right at any reasonable time upon two (2) weeks prior written notice to the Board of Directors to inspect all books, records, and documents of every kind except the personnel records of employees of the Corporation and the physical properties of the Corporation and each of its subsidiary corporations, if such exists. Notice to the Board shall be deemed received upon mailing of such notice via certified mail, return receipt requested, to the President. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. The Board may limit access to such records as it deems necessary to comply with federal, state, and local law or otherwise as it deems necessary for the protection of the Corporation.

**12.05. Annual Report.** If requested by a majority of the Directors, the Board shall cause an annual report to be sent to the Directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- b) The principal changes in assets and liabilities including trust funds.
- c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
- d) The expenses or disbursement of the Corporation for both general and restricted purposes.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified

above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

**12.06. Annual Statement of Certain Transactions and Indemnifications.** No later than 120 days after the close of the Corporation's fiscal year, the Corporation shall prepare the mail or deliver to each Director a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- a) any transaction(s) in which the Corporation, or if such exists, its parent or its subsidiary, was a party and in which any director or officer of the Corporation, its parent or subsidiary had a direct or indirect financial interest.
- b) any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation pursuant to Article VIII hereof.

**ARTICLE XIII**  
**General Provisions**

**13.01. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January in each year, unless otherwise provided by the Board of Directors.

**13.02. Amendments.** Except as otherwise provided herein or by law, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the Directors then holding office at any regular or special meeting of the Board of Directors.

**13.03. Parliamentary Authority.** The most recent edition of Robert's Rules of Order shall be the Parliamentary authority at all meetings or the Board of Directors to the extent that said Parliamentary Authority is not in conflict with the provisions of these Bylaws.

I, Alex Lyashevich, Secretary of Cola Makerspace hereby certify that the foregoing are the Bylaws of Cola Makerspace as adopted by the Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation as of <date of adoption>.

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**Secretary**

(SEAL)