

Key City Creative Center Bylaws

Adopted on 8/13/2020

ARTICLE 1 — Name and purpose

SECTION 1 Name

1. The name of the organization is Key City Creative Center; to be referred to hence as KCCC.

SECTION 2 Purpose

1. The purpose of the KCCC organization is:
 - A. Build and maintain spaces suitable for technical and social collaboration.
 - B. Collaboration on all forms of technology, culture, and craft in new and interesting ways.
 - C. Recruit and develop talented members dedicated to these purposes.

ARTICLE 2– Membership

SECTION 1– Membership tiers

1. KCCC tiers are to be structured as;
 - A. Board Members – person/persons listed as incorporators or elected individuals governing the organization.
 - B. Members – person/persons paying a fee for use and access to said group/ space.
 - C. Companion Members – persons paying a reduced fee for use and access to the group/space, and associated as an add-on membership with another Full Member in good standing.
 - D. Group Members – person/persons as part of a special arrangement as determined by the board.
 - E. Volunteer Members – person/persons who barter services beneficial to the operation of KCCC in return for fee discounts, in whole or part, as determined by the board.

SECTION 2– Eligibility

1. In order to become a member, a person must sign an end-user agreement, pay the monthly membership fee, and agree to support the purpose of the organization
2. Members must be at least 18 years of age. Companion Members can be under the age of 18 years.
3. A Companion Member must be associated with an existing Full Member in good standing. Requirements for companion membership and the number of companion memberships allowed for full members shall be specified by the Board of Directors.

SECTION 3–Rights and Responsibilities 1. All Members shall have the right to:

1. All Members shall be responsible for:
 - A. Timely payment of monthly dues, providing their current address, contact information, and preference for electronic receipt of communications,
 - C. Thoughtfully and respectfully contributing to KCCC's direction and policies,
 - D. Continuing to support the purposes of the organization,
 - E. Obeying any rules set forth by a resolution of the Board of Directors.
 - F. At the time a member's eligibility expires, they must forfeit their method of entry in addition to any other property owned by KCCC to a Board Member or an agent designated by the Board for this purpose.
2. In addition to the above rights and responsibilities, all Members shall have the right to:
 - A. Store a reasonable amount of equipment and/or materials at the space, with exact details to be specified by the Board of Directors,
 - B. Add or remove companion members to their membership.

SECTION 4 — Termination of Membership

1. A person ceases to be a member of the organization
 - A. By delivering his or her resignation in writing to the Board,
 - B. On his or her death,
 - C. Completion of a Board vote to terminate their membership.
2. Resignation shall not relieve a member of unpaid dues or other monies owed.

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3. Membership may also be terminated for any reason by resolution passed by more than three quarters (3/4ths) of the Board of Directors.
 - A. Notice of termination shall be given by any method reasonably calculated to provide actual notice to the member.
 - B. The notice of special resolution for termination must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - C. The members shall then vote on whether the membership is to be terminated.
 - D. The Board shall make reasonable efforts to mediate and resolve issues with members, however a period of suspension shall not be required prior to a vote to terminate a membership depending on the severity of the circumstances
5. The Board of Directors reserve the right to limit membership based on the capacity of the space.
6. Upon resignation or termination, members will be removed from the access list for the door and members-only mailing list.
7. A person whose membership was terminated by a means other than their resignation will no longer be permitted in the physical space. The termination will remain in effect for a period of one year, unless vacated by the Board.
8. Any Companion Members associated with a Membership that has terminated can choose to upgrade their membership to Member at the time of termination, or to discontinue their membership.

SECTION 5 — Probation and Suspension of Membership

1. Membership may be suspended with a resolution passed by a three-quarters (3/4's) of the of the Board. Reasons for suspension are limited to nonpayment of dues/fees and violations of KCCC's By-Laws, Code of Conduct, Anti-Harassment Policy, Shop Rules and Safety.
2. A suspended member will not be able to access the space.
3. A suspension can be lifted via a three-fourths (3/4's) vote of the Board of Directors.
4. Probation – A member can be placed on probation by a majority vote of the board if the member:
 - a. Shows a pattern of late payment of dues;
 - b. Shows consistent disrespect to others;
 - c. Demonstrates a consistent lack of adherence to KCCC policies.

SECTION 6 – Hardship Suspension of Membership

1. Members may petition the Board of Directors for a temporary suspension of their membership for hardship reasons. The granting of any such suspension is entirely at the discretion of the Board of Directors.
2. Any member in hardship suspension would be denied access to the space during the suspension, except during times when the space is open to the public.
3. Any member in hardship suspension would not be permitted access to KCCC workspace tools.
4. Any project storage space allocated to the member would be retained by the member during hardship suspension, at the discretion of the Board
5. The fees charged to a member in hardship suspension is at the discretion of the Board of Directors.
6. The maximum allowed duration of a hardship suspension is at the discretion of the Board of Directors.
7. How often a hardship suspension may be granted to a given member is at the discretion of the Board of Directors.
8. Any companion members associated with a Member in hardship suspension would also be denied access to the space for the duration of the hardship suspension, except during times when the space is open to the public.

SECTION 7 — Dues

The amount of the monthly membership dues, security deposit and any membership obligations must be determined at a meeting of the Board of Directors.

SECTION 8 - Anti-Harassment Policy [Adopted 10-3-18]

1. Collaboration on projects is encouraged and welcomed at KCCC. However, some individuals prefer independent work and enjoy solitude -- this needs be respected. KCCC is dedicated to providing a harassment-free and safe experience for everyone, regardless of gender, gender identity and expression, sexual orientation, disability, physical appearance, body size, race, political affiliation or religion. We do not tolerate harassment of people at our events or space in any form. People violating

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these rules may be sanctioned or expelled from the space or the event at the discretion of the Board. In the case where harassment is not witnessed by a third party, then a thorough investigation will be performed by the board, promptly, prior to taking action. Acts of retaliation will not be tolerated.

2. Harassment includes but is not limited to the following actions directed at other members, board members, building owners or staff, and vendors to KCCC:

- Shouting at others
- Swearing at others
- Using the middle finger or other inappropriate body gestures towards others
- Threatening physical harm to others, or their property
- Offensive verbal comments
- Sexual images in public spaces
- Deliberate intimidation
- Stalking
- Following
- Unsolicited drop ins to members private studios, while Do Not Disturb sign is posted.
- Photography or audio/video recording or monitoring in public spaces without consent
- Sustained disruption of talks or other events
- Inappropriate physical contact
- Unwelcome sexual attention

3. Harassment Does NOT include:

One member asking another member to join them in an activity outside of the center regardless of their age, gender, sexual orientation etc. This action is considered harassment if it is repeated after clear indication that under no circumstances would you want to do this.

4. Board Action

People asked to stop any harassing behavior are expected to comply immediately. Any behavior or action experienced as harassment will be responded to as such. Depending on the severity of the issue, the board may choose to issue a warning, temporary suspension, revocation of access, deactivate key fob, or immediate cancelation of membership. In extreme cases the board will contact the police and take legal action.

ARTICLE 3 — Meetings

SECTION 1 — Monthly and Annual Meetings

1. Board meetings shall be held once each month. The Board chair shall conduct the meeting unless he or she delegates that responsibility to another Board member. Additional meetings may be held should a need arise, by giving notice at least 5 business days prior. A quorum for any Board meeting shall be at least 51 percent of Board membership in attendance.
2. An annual meeting of the members shall take place, the specific date, time and location of which will be designated by the President, in consultation with the Board. At the annual meeting the members shall provide feedback and ideas regarding the operation of the organization. Members will be notified via email and via the organization's website of annual meetings at least 30 days in advance. A Board Member of KCCC or an appointed representative must be present for and preside over the meeting.

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SECTION 3 — Special Meetings

Special meetings may be called by the President in consultation with the board. A Board Member of KCCC or an appointed representative must be present for and preside over the meeting.

SECTION 4 – Board Meeting Guest Policy

The KCCC Board of Directors encourage and invite any member to attend Board meetings. As a guest, a member is requested to refrain from commenting on the deliberations of the Board as they conduct normal business. During the commencement of the meeting an open forum session is set aside for member comments and questions wherein members may address the board. Comments are limited to three minutes. The open forum session is limited to 15 minutes per meeting.

ARTICLE 4 — Board Members

SECTION 1 — Composition

1. There shall be a minimum of seven (7) and a maximum of nine (9) board members:
 - A. President
 - B. Treasurer
 - E. Secretary
2. Each Board Member shall serve from the time of their election for 24 months until the next election meeting for that role and a duly elected successor is elected.
3. The Board President, in consultation with the Board, can designate any member as a chair of a special committee. At least one Board member must be assigned to any committee created.

SECTION 2 – Board Member Selection

1. Board members are selected by a majority vote of the Board.
2. Board member candidates can be presented to the Board for consideration to either:
 - a. Fill a current vacancy, or
 - b. In anticipation of a vacancy
3. Board candidates can be individuals who are members or individuals who are not members who possess talents and skills deemed valuable to the organization.

SECTION 3 — Compensation

1. A Board Member shall not be remunerated for being or acting as a representative, but the organization may provide insurance and indemnity as permitted by law.
2. All Board Members shall serve without pay.
3. All Board Members shall receive full physical access to the organization's facilities to conduct organization business.
4. Conflicts of interest shall prevent Board Members from casting votes where such Board Members would profit or otherwise derive gain from such votes.

SECTION 4 — Responsibilities

President

1. The President serves as a representative of the organization to the public and in all functions where a President may be called for by law or any other outside requirements and is responsible for public-facing communication.
2. The President is responsible for making sure that the organization files its annual report and any other papers required to maintain legal status by the law of Iowa or Federal law.
3. The President or their duly appointed representative shall organize and preside over all meetings of the membership. The President or their duly appointed representative is responsible for enforcing the rules of meeting procedure as detailed in these documents.

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4. The President and one other Board Member must sign any documents legally binding the organization.

Treasurer

The Treasurer is responsible for monitoring all financial assets of the organization. This includes but is not restricted to:

1. Keeping record of the organization's budget,
2. The collection of membership dues from members,
3. The payment of rent and utilities for any space leased by the organization,
4. Filing taxes,
5. The disbursement and reimbursement of funds authorized to be spent under the procedures detailed in these bylaws,
6. And preparing financial reports to the board.

Secretary

The Secretary is responsible for the following:

1. Being present at all meetings of the membership and the Board of Directors.
2. Taking accurate and impartial meeting minutes and notes.
3. Recording the results of all elections and votes.
4. Making the aforementioned information available to the membership in a timely manner.

The Secretary may, with advance notice, appoint a temporary representative to perform these tasks in their absence. If no advance notice of absence is given, any present Board Member(s) may appoint a temporary representative.

General Board Members Responsibilities

1. General Board Members participate in Board Meetings and associated business.
2. General Board Members have equivalent voting rights to the aforementioned Board Members.
3. General Board Members may assist the other Board Members with their duties as needed.

Committees

1. The president shall, subject to the approval of the board (may) appoint the committee chairpersons
2. The president shall, subject to the approval of the board, also appoint any other such committees as necessary. The president shall be ex officio member of all committees and, as such, shall have all the privileges of membership thereof.
3. Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made to the board and approved by the board.

Duties of Committees

Each committee shall have a specific mandate, clearly defined goals, and action plans.

SECTION 5 — Resignations and Terminations

1. Any Board Member may resign at any time by written (email) notice delivered to the Board President.
2. A resignation is effective when the notice is delivered unless the notice specifies a future date.
3. Any Board Member may be terminated in their role by a Vote of No Confidence per the following procedure:
 - A. The Vote of No Confidence will be carried out by a vote of the Board 'To Remove the board member' or 'To Keep the board member'.
 - B. If the Vote of No Confidence is passed, the Board Member is terminated from their role.
 - C. If the Vote of No Confidence is not passed, the Board Member remains.
 - D. Termination of a Board Member doesn't necessarily terminate their membership.
4. The Board shall be permitted to appoint a General Board Member to replace any resigned Board Member, or any open seat, following the procedures outlined in section #4.

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SECTION 6 — Authority

1. The Board can make decisions and policies regarding
 - A. membership fees, recurring fees, operations, and other business considered routine for the function of the organization,
 - B. proper member conduct, member warnings and suspensions.
3. A quorum of five Board Members is required to pass any Board decision except where otherwise stated in these laws.
4. The Board shall make their meeting agendas and results of relevant decisions known to the Membership.
6. The President, Treasurer, and Secretary may appoint standing committees, consisting of members in good standing, or other individuals outside of membership that possess talents and skills beneficial to the organization, as necessary to assist them in their responsibilities. Appointment to such a committee is subject to a veto by a majority of the board. A member serving on such a committee is not entitled to compensation, nor a vote on board matters.

ARTICLE 5 — Amendment of Bylaws

These Bylaws shall be amended at an official meeting by a simple majority vote of all members present, their proxies, or votes provided electronically to the Board of Directors.

ARTICLE 6 — Certification

This shall certify that the attached is a true and correct copy of the By-Laws of this organization, and that such By-Laws were duly adopted by the Incorporator and approved by the Board Members of this organization.

ARTICLE 7 – Due Process Policy

The Key City Creative Center shall recognize and practice generally accepted practices relating to due process in the settling of any disputes or issues among or between members. This shall consist of allowing any or all parties to present their case in writing to the Board of Directors, or in person during a regularly scheduled board meeting.

In some cases, the Board or a committee of the Board may be asked to further investigate the issue or dispute and report such findings back to the Board for deliberation. Facts shall be determined by a simple majority of votes. In keeping with common law principles, the accuser bears the burden of proof. The standard of proof is evidence that is beyond a reasonable doubt.

In instances where activities deemed unlawful have taken place, the matter may be referred to the proper legal authority.

ARTICLE 8 – Member Property Liability Policy

KCCC recognizes that members bring materials and equipment into the KCCC workspace for their own use. KCCC is not responsible for any theft, damage or liability relative to member property. Members are solely responsible for their materials, personal items, and equipment. Members hold KCCC harmless in the event of any damage (either willful or accidental), theft, or misuse of member property in all instances.