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Amended 3.3.16

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**Parts and Crafts**  
A Massachusetts Non-profit Public Benefit Corporation

**By-Laws**

**ARTICLE I**

**NAME**

1.01 The name of this corporation shall be Parts and Crafts Inc. The business of the corporation may be conducted as Parts and Crafts Inc. or Parts and Crafts.

**ARTICLE II**

**PURPOSES AND POWERS**

2.01 Purpose

Parts and Crafts is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the International Revenue Code of 1986 or the corresponding section of any future federal tax code. The purpose of the corporation is to engage in the following activities:

- To create a space for building, tinkering, and making things
- To create an alternative learning space for hands-on education and self-directed learning
- To ensure that families who want to participate in our programs are able to regardless of income
- To encourage basic tool use and technical competency across a wide range of fields
- To foster a diverse and inclusive community around all these things

2.02 Mission

Parts and Crafts is a makerspace and community workshop in Somerville, MA. We encourage kids to think and make and learn and do through the exploration of the arts, science, computer programming, and engineering – a cluster of disciplines we refer to as “the creative application of technical skills.” In all of our programs we aim to create a supportive environment for self-directed learning where young people can learn hands-on skills, gain competency in basic tool use, and work on creative projects of their own design.

2.03 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

#### 2.04 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. Parts and Crafts Inc. is a Massachusetts non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of Parts and Crafts Inc., any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to Parts and Crafts Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Massachusetts to be added to the general fund.

### **ARTICLE III**

#### **MEMBERSHIP**

##### 3.01 No Membership Classes

The corporation shall have no members. The management of the corporation shall be at all times under the direction of a Board of Directors whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No person now or hereafter designated by the Corporation as a “member” shall be or deemed to be a member for the purposes of the articles of organization or bylaws of the Corporation or for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule, or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule, or regulation taken by members shall be taken by action or vote of the same percentage of the board of directors of the Corporation.

##### 3.02 Community Advisory Board

The Board of Directors may as they see fit appoint a “Community Advisory Board” comprised of interested parties who are not involved in the day-to-day work of the Corporation but nevertheless represent interested parties in the wider Parts and Crafts community. Community

advisers may serve a consultation and outreach role and may work in conjunction with officers and directors to help with fundraising and program development during the course of a given year. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to recognize a community advisory board and to make determinations as to advisers' rights, privileges, and obligations. Community advisers have no voting rights and are not members of the organization.

### 3.03 Non-Voting Affiliates

The Board of Directors may additionally approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. Affiliates have no voting rights and are not members of the organization.

## **ARTICLE IV** **BOARD OF DIRECTORS**

### 4.01 Number of Directors

Parts and Crafts Inc. shall have a board of directors consisting of at least 3 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

### 4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of Parts and Crafts Inc. shall be managed under the direction of the board, except as otherwise provided by law.

### 4.03 Terms

- (a) All directors shall be elected to serve a two-year term.
- (b) Directors may serve terms in succession.
- (c) The term of office shall be considered to begin September 1 and end August 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

### 4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age. Directors may be elected at any board meeting by the majority vote of the existing board of directors.

### 4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

#### 4.06 Board of Directors Meetings.

The board of directors shall have a minimum of one annual meeting each calendar year at times and places fixed by the board.

#### 4.07 Decision-making process

Matters will be discussed with a goal of seeking consensus. If it becomes apparent that consensus cannot be reached at the meeting, the board will take a vote. Decision passes with 2/3 vote of the current board.

#### 4.08 Compensation for Board Service

The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities. Board members may additionally be compensated a reasonable amount for services rendered through day-to-day operations of Parts and Crafts Inc. in the case of employment and staffing of regular programs.

#### 4.09 Removal and Resignation

Any director may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the director is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

#### 4.10 Hiring and Firing

A board member may be removed by a 2/3 vote of the existing board, which may be determined at any meeting of the board. In the case of potential dismissal all current board members must participate in the decision but may vote in absentia.

#### 4.11 No Right to Compensation

Unless compensation is authorized by resolution of the board, no director or officer resigning, and no director or officer removed, shall have any right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise, except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation and in accordance with 4.08 above.

## **ARTICLE V** **OFFICERS**

#### 5.01 Board Officers

The officers of the corporation shall be a board president, secretary, and treasurer, all of whom shall be chosen by the board of directors. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board

of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

#### 5.02 Term of Office

Each officer shall serve a two-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

#### 5.03 Removal and Resignation

Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

#### 5.04 President

The president shall be the chief executive officer of the corporation and as such shall have charge of the affairs of the corporation subject to the supervision of the board of directors and shall preside at all meetings at which he or she is present. The president shall also have such other powers and duties as customarily belong to the office of president or as may be designated from time to time by the board of directors.

#### 5.05 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

#### 5.06 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as required by the board of directors.

#### 5.07 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

**ARTICLE VI**  
**CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

6.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

6.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

6.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

6.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

6.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Massachusetts Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## **ARTICLE VII** **MISCELLANEOUS**

### 7.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of regular meetings of its board of directors, a record of actions taken by directors at other meetings when acting in the capacity of the board of directors, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### 7.02 Board member roles

Board members may take on other roles within the organization including but not limited to staffing, fundraising, administrative work, and day-to-day program operation without compromising their capacity to serve on the board of directors. Actions taken in other roles shall not constitute actions of the board or vice versa, nor shall participation in one area limit participation or compromise decision-making ability in another.

### 7.03 Participation in absentia

For decisions which require full board participation, board members may participate in absentia via any means of remote communication.

### 7.04 Fiscal Year

The fiscal year of the corporation shall be from September 1 to August 31 of each year.

### 7.05 Nondiscrimination Policy

It is the policy of Parts and Crafts Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### 7.06 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that all amendments be consistent with the Articles of Incorporation.



**ARTICLE VIII**  
**DOCUMENT RETENTION POLICY**

8.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction of Parts and Crafts records.

8.02 General Guidelines

Parts and Crafts Inc. shall retain, either at its principal executive office or at such place or places as designated by the board; (a) the Articles of Incorporation, and all amendments thereto currently in effect; (b) these Bylaws, and all amendments thereto currently in effect; (c) a list of the names and business or home addresses of the current directors and officers; (d) the Corporation's most recent report required to be filed with the Massachusetts Secretary of the Commonwealth pursuant to the Act and (e) copies of such documents as may be required to be made publicly available under the Code, including copies of the Corporation's application for recognition of tax-exempt status and copies of the Corporation's annual tax returns.

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

8.03 Exception for Litigation Relevant Documents.

If you believe, or if Parts and Crafts Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed.

8.04 Minimum Retention Period for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence

reflecting performance reviews and actions taken by or against personnel. Employment applications and personnel records should be retained for three years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(f) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(g) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(h) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

**ARTICLE IX**  
**AMENDMENT OF Articles of Incorporation**

9.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Parts and Crafts Inc. were approved by the Parts and Crafts board of directors on \_\_\_\_\_ and constitute a complete copy of the Bylaws of the corporation.

Secretary \_\_\_\_\_

Date: \_\_\_\_\_

**APPENDIX**  
**CURRENT BOARD OF DIRECTORS**

President: William Macfarlane  
202 Pearl Street #3  
Somerville MA 02145

Treasurer: Bryce Taylor  
36 Munroe Street Apt. B  
Somerville MA 02143

Clerk: Kathryn Gradowski  
202 Pearl Street #3  
Somerville MA 02145

Director: Trudi Cohen  
100 Jackson Street  
Cambridge MA 02140

Director: Jeffrey Yoo Warren  
202 Pearl Street #2  
Somerville MA 02145

Director: Jeffrey R. Sturges Jr.  
3383 Farnsworth Street  
Detroit MI 48211

Director: Alec Resnick  
16 Virginia Street  
Somerville MA 02145

Director: Shaunalynn Duffy  
5 Tennyson Street #1  
Somerville MA 02145