

Statement of Purpose

Solid State Depot LLC is organized exclusively for charitable, educational, and scientific purposes. Its mission is to foster a collaborative environment wherein people can explore and create intersections between technology, science, art, and culture.

Specific Goals

- Acquire and maintain a collaborative workspace for communal use by all Members.
- Foster a creative, collaborative environment for experimentation and development in technology, science, art, and culture.
- Interact with the local community through education and cultural participation.
- Share our developments and ideas with the world at large.
- Facilitate communication with other hackerspaces and colleagues nationally and internationally.
- Invite experts and other creative individuals to share their ideas and projects.

Organizational Structure

Solid State Depot is a membership-based organization with a Board of Directors, elected by the membership. The Board appoints Officers with designated responsibilities according to their positions.

The Board is responsible for creating and directing organization policy and its external affairs.

The Officers are responsible for the operations of the organization and internal affairs.

Membership

Eligibility

Members must meet the membership criteria described in the Solid State Depot Membership Agreement and successfully complete the membership application process as administered by the Treasurer and Chief Operating Officer. Any person who meets these requirements is a Member of Solid State Depot.

Rights and Responsibilities

Members enjoy the following privileges:

- A key or other method of entry to the physical workspace.
- Twenty-four hour access to the physical workspace.
- Eligibility to vote on any issue put before the membership.

- Eligibility to vote for Directors.

Members must also fulfill the following responsibilities:

- A Member must thoughtfully contribute to Solid State Depot's direction and policies.
- A Member must pay the monthly fee as determined by the Board of Directors.
- At the time a Member's eligibility expires, they must forfeit their method of entry in addition to any other property owned by Solid State Depot to a Member of the Board of Directors or an agent designated by the Board of Directors for this purpose.

Board of Directors

The Board of Directors shall consist of a minimum of 3 Members, and maximum of 7 Members. Directors shall not be compensated monetarily for their work as Directors, although the corporation may provide insurance and indemnity as permitted by Colorado law.

Responsibilities

The Board of Directors is a body that shall fulfill only those roles required by Colorado law, or specifically defined in these bylaws.

The Board is responsible for appointing Officers and ensuring Officers fulfill their responsibilities as spelled out in these Bylaws.

The Board holds the authority to create and amend the Operating Agreement of the LLC. The Board holds the sole authority of managing access to bank accounts and other financial resources.

Any policy affecting the organization at-large will, unless stated otherwise, be decided upon by the Board.

If Solid State Depot is forced to dissolve due to unfortunate circumstances, court order, or planned dissolution, the remaining assets and funds of Solid State Depot will be dispersed to charitable organizations with similar purpose as determined by the Board of Directors.

Solid State Depot shall continuously maintain registration with the Secretary of State of Colorado. The registered office shall be the physical location of the workspace. In the event that no physical workspace exists, the registered office shall be determined by the Board of Directors.

Size of the Board

The size of the Board is a function of the size of the membership. It shall consist of a minimum of 3 Members, and a maximum of 7 Members, according to the following schedule:

Members	Board Members
Up to 26	3
27-33	4
34-41	5
42-48	6
49+	7

The size of the Board can also be determined according the following set of inequalities:

Let y be the size of the Board.

Let x be the size of the Membership.

$$y = \begin{cases} 3, & 0 < x < 27 \\ \text{ceil}[(x-5)/7], & 27 \leq x < 48 \\ 7, & x \geq 48 \end{cases}$$

Eligibility

In order to be eligible to be nominated, a person must be a Member as defined earlier in these bylaws for the previous three months prior to the election.

Nomination

Any Member has the right to nominate a person for a Board position. Members have the right to nominate themselves.

Elections

Elections shall be held every year at the Annual Meeting of Members, as defined in these bylaws.

In voting for Directors, each Member is allowed to cast a maximum of three votes. No Member may vote more than once for a particular candidate.

Officers

The Solid State Depot Officers are appointed by a vote of the Board of Directors, with designated responsibilities according to their positions. Officers shall not be compensated for their work as officers, although the corporation may provide insurance and indemnity for its officers as permitted by Colorado law.

Offices

The only office that must be filled at all times is the President. In the case where an office is not filled, the responsibilities of that office shall be assumed by other officers; and ultimately by the President.

President

The President shall preside over all Special and Annual Meetings of the membership. He or she also serves as a representative of Solid State Depot to the public, and in all functions where a President may be called for by law or any other outside requirements. The President is responsible for making sure that the corporation files its Annual Report, Colorado charitable organization statements, and any other papers required to maintain legal nonprofit status by the law of Colorado or Federal law.

Vice President

The Vice President shall assist the President in organizing Special and Annual meetings of the membership. He or she is responsible for enforcing the rules of meeting procedure as detailed in this document. The Vice President is also responsible for providing notice of all meetings of the Members and of the Board of Directors, pursuant to these bylaws and the law of Colorado. In the event that the President cannot fulfill his or her responsibilities at any meeting or function, it is the responsibility of the Vice President to fulfill the obligations of the President.

Secretary

The Secretary shall be responsible for recording all minutes of all Special and Annual meetings of the membership and the Board of Directors. The Secretary must make the minutes of all meetings of the Members and the Board of Directors publicly available online.

Treasurer

The Treasurer is responsible for monitoring all financial assets of Solid State Depot. This includes but is not restricted to the collection of membership dues from Members, the payment of rent and utilities for any space leased by Solid State Depot, and the disbursement and reimbursement of funds authorized to be spent under the procedures detailed in these bylaws. The Treasurer is responsible for the timely preparation and filing of tax returns.

Chief Operations Officer

The Chief Operations Officer is responsible for managing the safety, security and tidiness of the physical space. The Chief Operations Officer shall coordinate all Solid State Depot events.

Chief Marketing Officer

The Chief Marketing Officer is responsible for public outreach, inbound and outbound marketing, and ensuring that all published content including social media branches are maintained and updated regularly.

Chief Technical Officer

The Chief Technical Officer is responsible for ensuring the maintenance and consistency of the technological infrastructure as needed by the organization. This includes, but is not limited to, the website and internal network of the physical space.

Responsibilities

Officers are responsible for the internal operations of the organization and carrying out the policies as determined by the Board of Directors. Officers are empowered to delegate responsibilities and authority to teams of one or more Members to help accomplish the goals of the organization.

Resignation

Any officer may resign at any time by written notice delivered to the the President and Secretary. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date. In the event that an officer resigns, the Board shall appoint a replacement officer.

Meetings of the Membership

Meeting Procedure

Meeting procedure shall be determined by the Board of Directors.

Public Meetings

Non-voting Public Meetings may be held at any time to introduce the public to the organization.

Special Meetings

For issues requiring a vote of the membership, Special Meetings shall be held at the registered address or at a location and time determined by the Board of Directors.

Annual Meetings

The annual meeting shall occur at the registered address on the third Tuesday of January or on a date determined by the Board of Directors at a time determined by the Board of Directors. The following issues shall be addressed at the annual meeting:

- Election of all Directors.
- Financial status.
- Any other issues that Members have placed before the membership to be discussed at the annual meeting, pursuant to the proposal and voting rules stated in these bylaws for votes of the membership.

Notice of Meetings

Notice of Special and Annual meetings, involving votes of the membership, must be sent at least 7 days in advance. Notice shall be sent electronically to all Members, to the e-mail addresses they have on file with the corporation. Notice of meetings shall also be posted at the corporation's registered location.

Votes of the Membership

Issues subject to a vote of the membership include, but are in no way limited to, votes on issues of project funding, equipment and resource purchasing, and amendment of these bylaws.

Quorum

Quorum for a vote of the membership of Solid State Depot shall require at least 50% of the existing membership on the day of the vote. For the purposes of calculating the quorum, properly submitted proxy statements by Members shall count as attendance.

Submitting an Issue for Vote

Any Member may submit an issue for vote by the membership, unless the issue is specifically enumerated in the bylaws as something subject to vote by the Board of Directors. To be properly submitted for a vote, the Member must submit a written statement of the issue to be voted on to the Board of Directors at least seven days before the meeting at which the vote is taken. An e-mailed statement of the issue shall be considered submission in writing for the purpose of this rule.

Notice

Notice of all issues properly submitted for vote by the membership shall be given to all Members no later than seven days before the meeting at which they will be voted on. Notice shall be sent electronically, to the e-mail address that Members have provided to the corporation. Notice of all issues to be voted on shall be consolidated with the notice of the meeting at which the vote will be taken.

Voting By Proxy

Members may vote by proxy. To vote on a matter by proxy, a Member must provide written or e-mailed notice to the Board of Directors at least 1 hour before the meeting where the vote is scheduled to take place. The notice must state the Member's intention that they shall vote by proxy, state which issues they intend to vote on by proxy, and state how they intend to vote on each issue. Proper proxy statements shall count as attendance at the meeting for the purposes of calculating the quorum.

Voting Procedures

Voting procedures, including time limits for discussion before taking a vote, shall be determined by the Board of Directors.

Majority

Unless otherwise specified in these bylaws, a simple majority vote of the Members present shall ratify any issue put before the membership for a vote. Under the meaning of present in this section, Members voting by proxy count toward calculating that majority.

Meetings of the Board of Directors

The Board will attend Annual and Special meetings of the Membership. The Board of Directors may convene as a body dealing with administrative issues as needed.

Board meetings shall be open to attendance by Members except when necessary to address sensitive issues.

Votes of the Directors

Quorum

Quorum for a vote of the Directors of Solid State Depot shall require at least 50% of the existing Directors present on the day of the vote. Directors attending the meeting remotely are considered present.

Submitting an Issue for Vote

Board members may submit an issue for vote by the Board, unless the issue is determined by the Bylaws, or by the Board of Directors, to be subject to vote by the membership.

Notice

Notice of all issues submitted for vote by the Board of Directors shall be given at any time before or during a meeting of the Board of Directors.

Remote Attendance

Votes by the Directors may not be made by proxy. Directors must attend the meeting of the Board of Directors, either in person or remotely, in order to vote on matters placed before the Board of Directors.

Voting Procedures

Voting procedures, including time limits for discussion before taking a vote, shall be determined by the Board of Directors.

Majority

Unless otherwise specified in these bylaws, a simple majority vote of the Directors present shall ratify any issue put before the Directors for a vote.