

BYLAWS
of
THE BODGERY, INC.

ARTICLE I
PURPOSE

Section 1. Purpose

1.1. The Bodgery, Inc. (the “Corporation”) is created and shall be operated consistent with the requirements of section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”).

1.2. The Corporation shall be operated exclusively for the charitable purpose of providing shared workspace, tools, peer mentoring, and educational resources for use by members and the community on projects relating to engineering, science, art, and technology, to facilitate collaboration and growth in these fields, for the betterment of society.

ARTICLE II
BOARD OF DIRECTORS

2.1. General Powers. The management, control and operation of the affairs and properties of the Corporation are vested in the board of directors of the Corporation (the "Board"). In the course of carrying out its duties the Board shall consider the needs and interests of its constituents.

2.2. Composition of the Board.

(a) The Board shall consist of at least three (3) but not more than nine (9) persons (the “Directors”). The exact number of Directors shall be determined from time to time by resolution of the Board. When vacancies among the Directors occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Directors shall be reduced by such vacancies until qualified replacements are named by the Board.

(b) The Directors shall consist of persons who support the purpose of the Corporation. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

2.3. Election of Directors. The Directors shall be elected by the Board at its Annual Meeting. Each year, the Board shall elect the number of Directors necessary to maintain staggered terms pursuant to Section 2.4, and such additional persons as may be necessary to fill unexpired terms.

2.4. Term. Each Director shall serve a term of one (1) year or until such Director’s successor is appointed and qualified. If determined by the Board, the terms of the initial Board may be staggered so that the terms of future directors expire in different years. No Director may serve for more than three (3) consecutive full terms. After an absence of one (1) year from the

Board, an individual shall become eligible again for election to the Board. Partial terms do not count as a full term.

2.5. Resignation and Removal. A resignation by a Director must be in writing and is effective when received by the President or Secretary. Any Director may be removed from the Board for any reason by a vote of two-thirds (2/3) of all Directors. Replacements shall be nominated and elected consistent with Section 2.2.

2.6. Annual Meeting. The annual meeting of Board shall be held in the second quarter of each year on such day and at such place and time as determined by the President, the Secretary, or two-thirds (2/3) of all Directors (the “Annual Meeting”). The purpose of the Annual Meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting.

2.7. Regular and Special Meetings. Regular meetings of the Board shall be held at such times as the Board may designate, at such other place as the Board may designate. Special meetings of the Board may be called by the President or by three (3) or more Directors at such time and place as the President or Directors calling the meeting may specify and in accordance with the notice requirements of Section 2.13.

2.8. Quorum. A majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board, provided that for those actions of the Board requiring more than a majority vote as provided in the Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

2.9. Manner of Acting. Except where otherwise provided by law or in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present is the duly authorized act of the Board.

2.10. Action Without a Meeting. In accordance with Section 181.0821, Wis. Stats., an action required or permitted to be taken at a board meeting may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds (2/3) of the directors then in office. All directors must be given notice immediately of the text of written consent and of its effective date and time. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., “in writing” includes a communication that is transmitted or received by electronic means, including email, and “signed” includes an electronic signature, as defined in Section 181.0103, Wis. Stats., as amended from time to time.

2.11. Actions Requiring a Meeting. Actions pursuant to Articles VIII and IX of these Bylaws may only be taken at a meeting.

2.10. Compensation. Directors will not be paid compensation for their services as Directors, provided that nothing in these Bylaws will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or reimbursement of expenses related to undertaking the Corporation’s business.

2.11. Meetings by Electronic Means of Communication. The Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able immediately to send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

2.12. Notice. Notice of meetings may be given by email, unless Directors request to receive notices via mail or personal delivery. Special meetings must be preceded by at least forty-eight (48) hours notice to each Director if notice is given by email, or seventy-two (72) hours notice if notice is given by mail or private carrier. Notice need not be given of regular meetings of the Board, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier.

2.13. Director Conflict of Interest. The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

ARTICLE III OFFICERS

3.1. Officers. The Board may at its discretion elect officers of the Corporation to perform such duties as may be assigned by the Board from time to time.

3.2. Election. The officers shall consist of persons who support the purpose of the Corporation. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

3.3. Term of Office and Removal. Terms of office shall be determined by the Board but may not exceed one (1) year. Officers shall serve until their successors are elected. Any officer of the Corporation may be removed at any time for any reason upon the approval of two-thirds (2/3) of all of the Directors, provided that if the officer to be removed is a Director, he or she shall not vote on his or her removal from office.

3.4. President. If the Board elects a President, he or she shall preside at all meetings of the Board and shall perform such other duties as may be assigned by the Board from time to time.

3.5. Vice President or Operations Manager. If the Board elects a Vice President or an Operations Manager, he or she shall have such duties as determined from time to time by the Board of Directors. The offices of the Vice President and the Operations Manager may be elected as distinct offices and one or both offices may be filled simultaneously. The Vice President and the Operations Manager will discharge the duties of the President in the event of

his or her absence or inability to act, in order of rank. The Vice President or Operations Manager will assist the President in the performance of his or her duties as the President directs, including coordinating monthly Board meetings and annual elections.

3.6. Secretary. If the Board elects a Secretary, he or she shall sign documents of the Corporation from time to time as required and shall see that minutes of the meetings of the Board are taken and maintained; see that notices are duly given in accordance with the provisions of these Bylaws or as required by law and be custodian of the corporate records. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board or the President.

3.7. Treasurer. If the Board elects a Treasurer, he or she shall see that an adequate and accurate accounting system is maintained; that financial reports are presented to the Board; and that the accounts of the Corporation are subjected to an audit or review by a CPA, as appropriate. The Treasurer shall advise the Board on the handling of the Corporation's monies and investments and perform such additional duties as may be assigned to the Treasurer by the Board or the President.

ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS

The Board may establish committees and shall appoint the members of the committee and the chair of the committee. If a committee consists of at least two-thirds (2/3) of the Directors and is comprised of only Directors, it shall have and may exercise when the Board is not in session and without specific designation, unless otherwise determined by resolution the Board, all of the powers of the Board in the management of the affairs of the Corporation, except action with respect to election of officers or the filling of vacancies on the Board or on committees.

The Board may establish other committees that do not consist entirely of Directors. Such committees shall consist of at least one Director and may include as many non-Director volunteers as the Board desires. Any committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board, consistent with Corporation policies.

ARTICLE V CONTRACTS, CHECKS, DEPOSITS AND FUNDS

5.1. Contracts. The President or Operations Manager may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, with authorization from the Board by a majority vote. The Board may authorize any other officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or such Board Member(s), officer(s) or agent(s) of the Corporation as set forth in

Board policies. The other officers of the Corporation shall have authority under this § 5.2 as is from time to time to be determined by the Board and set forth in Board policies.

5.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board designates.

5.4. Books and Accounts. The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

ARTICLE VI INDEMNIFICATION

The Corporation shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall indemnify any employee who is not a Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

ARTICLE VII FISCAL YEAR AND TERM YEAR

The fiscal year of the Corporation is the calendar year. The terms of the officers and Directors shall be the same as the fiscal year, unless otherwise determined by the Board.

ARTICLE VIII AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted only with the approval of two-thirds (2/3) of all Directors and with at least seven (7) days notice.

**ARTICLE IX
DISSOLUTION**

The Corporation shall be dissolved or subject to merger or any other form of corporate restructuring upon the approval of two-thirds (2/3) of all Directors. Upon dissolution, the assets shall be distributed in accordance with the Corporation's Articles of Incorporation.

Adopted this ____ day of _____, 2015.

By: _____

Printed name:

Title: