

**Bylaws of the Student Shop Managers Consortium, Inc.
Founded in 2018**

1. Name of the Organization

The name of this organization shall be Student Shop Managers Consortium (SSMC).

2. Purpose of the Organization

This corporation is organized as a 501(c)(3) not-for-profit to first and foremost host the preeminent conference on the safe operation and development of academic shops. It will operate with the ancillary mission to create a platform for discussion, support, and development of educational shops in a wide array of formats and promote awareness, respect, and legitimacy of proficiency in shop skills.

To achieve its fundamental mission, the Student Shop Managers Consortium will pursue the following goals:

- 2.1.1** Organize an annual conference for the exchange and evaluation of ideas and new pedagogical paradigms.
- 2.1.2** Provide a forum for ongoing communication.
- 2.1.3** Provide a support system for educational shop administrators to supplement individual institutional support.
- 2.1.4** Connect shop administrators to resources for Safety, Risk Management, Best Practices, Training, and Operations Development
- 2.1.5** Facilitate educational shop curricula, best practices, and standards development.
- 2.1.6** Engage in any and all lawful activities consistent with or incidental to the aforementioned purposes except as restricted herein.

3. Membership. Membership in the Student Shop Managers Consortium shall be comprised of persons who have paid dues to the Student Shop Managers Consortium within the fiscal year, and those who paid the SSMC Conference registration fee and/or attended the conference in the preceding fiscal year.

~~**3.1.1.a** Membership through July 15, 2019 shall be offered, at no cost, to individuals who attended SSMC conferences in 2015, 2016 or 2017 and/or members of groups.io/g/myssmc prior to July 1, 2019.~~

4. Fiscal Year. The fiscal year of the Student Shop Managers Consortium shall be from August 1 through July 31.

5. Organization. The affairs of the corporation shall be managed by or under the direction of its Board of Directors ("Board"). The Board of Directors may establish appropriate committees to advise the Board or to assist in the development of the corporation. Such committees will include one Board member, who will serve as the Chair of that committee. Committees may include, but are not limited to, a Conference Planning Committee and a Communications Committee.

6. Board of Directors

6.1 Role and Function. The Board of Directors shall be responsible for setting the overall policies, priorities, and general direction for Student Shop Managers Consortium, electing officers, and serve as the final ratifying body for approving decisions affecting the corporation and its related programs.

6.2 Composition. The Board shall consist of at least five members, the majority of which will be leaders of educational shops. The Board may include representatives of educational, instructional, and/or academic shops, safety, all levels of education, makerspaces, and other appropriate interest groups.

6.2.1 The board will consist of an Executive board (President, Vice President, Secretary, and Treasurer), and board chair members (Communications, EH&S, Technical, D&I, Lunch & Learn, and Sponsorship)

6.3 Compensation. Directors, including duly elected and appointed officers, shall not receive any compensation for their services as Directors, except that they may be reimbursed for expenses incurred in the performance of their duties to the corporation (these expenses should be approved by the executive board or entire board first.). Nothing herein contained shall be construed to preclude any Director from serving Student Shop Managers Consortium in any other capacity and receiving reasonable compensation, therefore.

6.3.1 The President of SSMC has been given authority by the board for expenditures of up to \$600 per year without a vote by the board. When possible, the President should bring any expenditures to the board for a vote.

7. Officers

7.1 Officers and Terms of Office. The Officers of Student Shop Managers Consortium shall consist of a President, Vice-President, Secretary, Treasurer, and each committee Chair. All officers shall be Directors at the time of their election, and their term of office shall be for a period of one year, two years for the treasurer position ~~and year and~~ until their successor is elected. Officers may succeed themselves in their current offices. Each Officer shall comment on their responsibilities and pass them on before the end of their term through the Secretary for future use. An outgoing secretary or treasurer will commit to helping their replacement for up to 3 months during the transition purposes.

7.1.1 President. The President shall serve as the chief executive officer of Student Shop Managers Consortium and shall preside at all meetings of the Board of Directors. The President shall implement a plan supporting the mission and goals of the Student Shop Managers Consortium developed as President-Elect. **Subject to the direction and control of the Board of Directors,** the President shall be in charge of the business and affairs of the corporation, shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board; and, in general, they shall carry out all duties incident to the office of president and such other duties as may be prescribed by the Board. The President shall be responsible for the general operations, management, and administrative functions of Student Shop Managers Consortium. These

functions may include but are not limited to maintenance of Student Shop Managers Consortium records, preparation, and administration of the operating budget, performing financial transactions on behalf of the Treasurer, preparing information updates for members, and maintaining a registry of members and conference attendees. Additionally, The President will act as the Student Shop Managers Consortium's point person for communication with the Conference Host-Institution and Host-Site Coordinator. The President shall delegate responsibilities as necessary and administer all management contracts necessary to complete the administrative functions of Student Shop Managers Consortium. **and as authorized by the Board of Directors.** The President shall be the chief spokesperson for Student Shop Managers Consortium and shall attend all Board meetings and the annual Conference unless otherwise excused by the Board of Directors.

7.1.2 Vice-President. The Vice-President shall be the President-Elect and craft a plan that supports the mission and goals of the Student Shop Managers Consortium. The Vice-President shall provide general assistance to the President and perform such duties as from time to time may be assigned by the President or the Board of Directors. In the absence of the President or in the event of the President's refusal or inability to act, the Vice-President 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. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the Vice-President may execute for the Student Shop Managers Consortium any contracts or other instruments that the Board has authorized to be executed, and may accomplish such execution either individually or with the Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the contract. The Vice President shall attend all Board meetings and the annual Conference unless otherwise excused by the Board of Directors.

7.1.3 Treasurer. The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall, in cooperation with the President, prepare an annual budget for review and adoption by the Board of Directors. Additionally, the Treasurer shall have charge of and keep a permanent record of all receipts and expenditures of the Student Shop Managers Consortium; have charge and custody of all funds and securities of the corporation, and be responsible therefore, and for the receipt and disbursement thereof; give an accounting of all funds at each meeting and prepare a year-end fiscal report; deposit all monies in the name of and to the credit of the corporation, in such banks of deposit as may be designated by the Board of Directors; and perform all duties incident to the office of treasurer and other duties as may be assigned from time to time by the President or the Board. The Treasurer shall attend all Board meetings and the annual Conference unless otherwise excused by the Board of Directors.

7.1.4 Secretary. The Secretary shall be responsible for the minutes of all Board meetings; distribute minutes of the meetings to the Directors; and cause these minutes to be kept as permanent records. Additionally, the Secretary shall assist in the maintenance of a registry of members and conference attendees; see that all notices are duly given in accordance with these bylaws or as required by law; be a custodian of the corporate records, including the bylaws of the corporation; and perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors. The Secretary shall attend all Board meetings and the annual Conference unless otherwise excused by the Board of Directors.

7.1.5 Conference Planning Committee Chair. The Conference Planning Committee Chair shall chair the Conference Planning Committee and be responsible for the overall conduct of the annual conference through a coordinated effort with the President.

7.1.6 Communications Committee Chair. The Communications Committee Chair shall chair the Communications Committee, promote the interests of the Student Shop Managers Consortium to the membership, and promote the annual conference using appropriate publicity. Duties include, but are not limited to, preside over the Communications Committee meetings. The Communications Chair shall maintain the overall SSMC internet presence (Website, Facebook, LinkedIn, Groups.io, Etc.) and post with a reasonable Board decided frequency. The Communications chair shall also explore new communications methods and technologies as they are created. The Communications Committee Chair shall attend all Board meetings and the annual Conference unless otherwise excused by the Board of Directors.

7.1.7 Sponsorship Committee chair: Duties include, but are not limited to, preside over the Sponsorship Committee meetings. The Sponsorship committee is responsible for implementation of the annual sponsorship campaign for the SSMC conference as well as maintaining relationships with the existing sponsors throughout the year. This committee engages all board members in this process by maintaining a target list of companies for each board member to contact. In addition, they track commitments, issue updated reports, help with invoices, letters and other collateral material. The Sponsorship committee director shall attend all Board meetings and the annual Conference unless otherwise excused by the Board of Directors.

7.1.8 Committee Co-Chair: A committee co-chair position is a non-electable position, and this person is not able to cast a vote in board meetings. Each committee can have a co-chair if they choose, this person must be approved by the board with a simple majority. The purpose of a co-chair is to help the committee chair with the committee's objective, and to encourage others to get involved with SSMC and to possibly run for a chair position in the future.

7.1.9 Governing Documents: All governing documents that are part of SSMC need to have a 2/3 approval vote by the entirety of the board of directors (Executive board and standing committee chairs) to allow changes to a document.

7.1.9. Example: For 12 board members, a 2/3 approval would require 8 votes.

7.1.9.b. Co-Chair positions are not eligible to cast votes on governing documents.

7.2 Election of Officers

7.2.1.a The Board shall appoint an Election Officer(s) at least 1 month prior to Annual Board meeting to oversee the election process and conduct elections according to the Board approved process.

7.2.1.b Nominations for officers and committee members shall be made by the members of Student Shop Managers Consortium.

7.2.2.a Nominations for Vice-President shall be made only by members of the Executive Board. ~~Nominations for Vice President shall consist only of members who have served on the Board prior to nomination.~~ The Vice President nominee should currently be in a full-time shop management position within their university/place of employment.

7.2.2.b The Vice-President/President-Elect shall assume the office of President at the conclusion of the annual conference.

7.2.3 Elections of Executive officers and committee ~~members~~ chairs shall be held ~~at the Annual Board Meeting~~ during the annual conference by the general membership of SSMC.

7.2.3a: Individuals running for an elected position in SSMC can only run for one elected position in a voting cycle.

7.2.4 Executive officers and Standing Committee Chairs shall be elected by a simple majority of members ~~present and~~ by electronic votes cast by eligible members to be ratified within 60 days of the Annual Board Meeting. The results are verified by the election officer and the current Executive Board. The results are to be posted on the SSMC website within 14 days of the conference.

7.2.5 Newly elected officers shall assume and hold office upon election.

7.2.6 Vacancies in elected office shall be filled through nomination by the membership and election by the Board. If a vacancy occurs within three (3) months of the last election, the Board will elect a replacement from the pool of nominations from the last election.

7.2.7 Election of an officer shall not of itself create contract rights.

7.2.8 Elections will take place during the annual conference for 24 hours in the time zone of the host site.

7.2.8.1 The election will take place by electronic voting; all current SSMC members are eligible to vote.

7.3 Resignation and Removal of Officers. An officer or committee member may resign at any time upon written notice to the Executive Board ~~of Directors~~. One or more officers or committee members may be removed, with or without cause, by an affirmative vote of two-thirds (2/3) of the Directors in office and voting shall be at a duly called meeting of the Board of Directors at which a quorum is present. Voting will take place by means of electronic voting.

8. Committees

8.1 Standing Committees. The Board shall establish supporting committees and elect the chairs and members of the committees. All committee chairs elected by the Board shall be Directors at the time of their election. Persons both serving and not serving as Directors of Student Shop Managers Consortium may be elected as members on committees. Duly elected members of each committee shall be elected annually.

8.1.1 Conference Planning Committee. The Conference Planning Committee will plan all aspects of the annual SSMC Conference with assistance from the Board and supporting committees as needed. The Chair of the Conference Planning Committee will also serve as the Host-Site Coordinator for the upcoming conference.

8.1.2 Communications Committee. The Communications Committee will establish and maintain effective information sharing processes to connect members of the Student Shop Managers Consortium, engage in outreach to identify new mutually beneficial members and partnerships, and disseminate announcements of the annual Conference to the membership and groups of interest.

8.2 Other Committees. The Board may establish appropriate advisory committees such as a Standards Development and Accreditation Committee to advise the board or assist in development of the corporation.

8.3 Committee Vacancies. Vacancies in the membership of any committee may be filled by elections made in the same manner as provided in the case of the original appointments.

9. Meetings and Annual Conference

9.1.1 Annual Board Meeting. The Student Shop Managers Consortium will host an annual conference in July for the exchange and evaluation of ideas and new pedagogical paradigms.

9.1.2 Date and Location of Annual Board Meeting. The Annual Board of Directors Meeting of the Student Shop Managers Consortium shall be held the day before the conference begins. Meeting notice and agenda will be sent to all Officers no less than thirty (30) days prior to the meeting.

9.1.3 Annual Meeting Attendance. All board members will be invited to attend the Annual Board Meeting.

9.1.4 Additional Meetings. Additional Student Shop Managers Consortium Board of Directors Meetings may be called upon the request of the President with the concurrence of the Board. Notice and purpose of such special meeting or meetings shall be distributed to all Officers no less than fifteen (15) days in advance of the meeting. Committee meetings may be called upon the request of the Board or the committee Chair with the concurrence of the Board. Notice and purpose of such committee meeting or meetings shall be distributed to all Officers and committee members no less than fifteen (15) days in advance of the meeting.

9.1.5 Special Provision. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at such a meeting, may be taken without a meeting, unanimously ratified if a consent in writing, setting forth the action so taken, shall be approved by all voting Officers provided a majority vote.

9.2 Conference Announcement. All members are to be sent notification and invitations at least 6 to 12 months prior to each annual Conference.

10. Quorum. The quorum for the Board of Directors and for all other committees shall be a majority of its members. Members may attend meetings electronically if otherwise unavailable.

11. Manner of Acting

11.1.1 A majority of the Board of Directors shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board. Meetings and acts of the Board shall be permanently recorded in the minutes. No director may act by proxy on any matter.

11.1.2 A majority of a whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance that are in line with, ~~its~~ and not inconsistent or in opposition with these Bylaws or with rules adopted by the Board of Directors. Meetings and acts of a committee shall be reported to The Board.

12. Funds

12.1 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation and in excess of \$500 shall be signed by the President or Vice-President and countersigned by the Treasurer.

12.2 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 of Directors may select.

12.3 Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the corporation may be inspected by any member of the Board of Directors, or their agent or attorney, for any proper purpose at any reasonable time. The inspection shall include the right to copy and make extracts of documents.

13. Indemnification To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, members, and agents, including persons formerly occupying any such position, and their heirs, executors, and legal representation, against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or their legal representative may be made a party by reason of their being or having been such a Director or Officer, or serving or having served the Corporation, except in relation to matters as to which they shall be found guilty of negligence or misconduct in respect to the matters in which indemnity is sought in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article.

14. Amendments to the Bylaws. These bylaws may be amended at a duly called Board of Directors meeting ~~at which a quorum is present~~ or through an electronic ballot which is unanimously ratified by all voting Directors ~~provided a majority vote~~. Amendments shall require for approval a simple majority vote of all of the Directors. All Bylaw amendments shall be distributed to the Directors and membership at least thirty (30) days before votes are due and there shall be a period for comment by the membership on proposed amendments lasting at least thirty (30) days before votes are due.

14.1 Bylaw amendment process: Once the Board of Directors has unanimously approved to amend the bylaws. The current President of SSMC will reach out to the Council of Presidents and poll the past presidents to participate in the process. The committee chair will be the current President and the committee is the former Presidents of SSMC. If there is an even number of people on the committee, the current Vice-President will join the committee.

~~**15. Procedures for the Founding Year.** The SSMC Steering Committee and the Chairs of the Special Interest Committees, established at the 2017 SSMC shall constitute the Founding Board of Directors of Student Shop Managers Consortium. The Founding Board of Directors, upon voting approval of these Bylaws, shall select interim officers of Student Shop Managers Consortium. The interim officers acting together shall provide for the incorporation of this corporation and shall initiate the process to govern Student Shop Managers Consortium's activities, to wit, convene the First Board of Directors Meeting at the 2018 SSMC Conference and schedule an election not later than one (1) year from the approval of these Bylaws.~~

15. Council of Presidents: Is made up of all past Presidents of the SSMC corporation. The purpose of this committee is to provide historical information to current SSMC boards, and to help with future revisions to the bylaws when asked.

Date Amended: March 8, 2024