

BYLAWS OF THE GEEK GROUP

ARTICLE I

Name and Purpose

1.1 Name: The name of the organization shall be The Geek Group, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Michigan.

1.2 Purpose: The Geek Group Inc. is organized exclusively for charitable, scientific, and education purposes. These purposes include providing access to science, technology, engineering, and math by developing programming and facilities for individuals and institutions to learn, explore, innovate, and play at an independent pace according to their needs.

ARTICLE 2

Location

2.1 Location: The principal office of The Geek Group shall be located within the State of Michigan, at such a place as the Board of Directors shall designate. The Geek Group may maintain additional offices at such other places as the Board of Director may designate. The Geek Group shall continuously maintain within the State of Michigan a registered office at such a place as may be designated by the Board of Directors.

ARTICLE 3

Membership

3.1 Board Membership: Board membership shall consist of the Board of Directors, who are voting members. Provisions for the Board of Directors' members are contained within Article 4.

3.2 Geek Group Membership: Geek Group membership shall consist of non-voting individuals whose application for membership has been accepted. Continued membership is contingent upon being up-to-date on membership dues, if any, as set forth by the Board of Directors.

3.3 Activation of Geek Group Membership: Geek Group membership is effective upon receipt of a written application for membership under the membership application guidelines as designated by the Board of Directors.

3.4 Benefits and Responsibilities of Geek Group Membership: Geek Group membership confers no voting, supervisory, property, or other powers, rights, privileges, or benefits on the accepted member apart from permission to participate in official Geek Group events and access Geek Group facilities as set forth in the Member Handbook and the member expectations as designated by the Board of Directors.

3.5 Discipline of Geek Group Members: Any member may be subject to discipline for violating the Geek Group's written or unwritten policies and procedures under the member disciplinary policies set forth by the Board of Directors.

3.6 Termination of Geek Group Membership: Any member may resign at any time by submitting a written resignation with the Executive Director. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated as a result of member disciplinary policies.

ARTICLE 4

Board of Directors

4.1 Board role, size, and compensation: The Board of Directors is responsible for the overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to eleven, but not fewer than seven members. The Board receives no compensation other than reasonable expenses for their duty as a Board Member. As per Article 6.4, under the single circumstance of Founding Member Lis Bokt leaving the position of Executive Director, the Board may be expanded to twelve members.

4.2 Terms: All Board Members shall serve three-year terms, but are eligible for re-election for up to five consecutive terms. Following a one year hiatus a term limited Board Member may be re-elected. Terms of Directors shall be staggered with roughly one-third of the Board being elected annually. Each current Board Member shall be elected by a majority vote of the Board of Directors to serve a one-year, two-year, or a three-year term following the ratification of these Bylaws. As per Article 6.5, Founding Members are elected in perpetuity. All new board members are subject to the Standard Board Policy.

4.3 Meetings and Notice: The Board shall meet at least four times per year, at an agreed upon time and place. An official Board meeting requires that each Board Member have written notice at least one week in advance. Special Board meetings may be called at any time and require 24 hour written notice to each Board Member specifying the time, place, and purpose for the meeting. A Board Member's attendance at any meeting shall constitute waiver of notice of such meeting, except such attendance at a meeting by the Board Member for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

4.4 Voting: Each Board Member shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

4.5 Board Elections: During the last quarter of each fiscal year of the Corporation, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these Bylaws.

4.6 Election procedures: The Executive Committee of the Board shall be responsible for nominating a slate of prospective Board Members representing the Geek Group's diverse constituency. Additionally, any Board Member can nominate a candidate to the slate of nominees. A Board Member is elected by a majority vote of the Board of Directors. Up to six Board Members may be elected each year with the exception of filling vacancies.

4.7 Vacancies: Vacancies shall be filled by a majority vote of the remaining Board Members for the unexpired term. A Board Member elected to fill a vacancy shall be elected for the unexpired term of the predecessor Board Member and shall serve until a successor is elected.

4.8 Removal of Members of the Board of Directors: A Board Member may be removed by a two-thirds vote of the Board of Directors at any regularly scheduled or special meeting of the Board of Directors, whenever in the Board's judgment the best interest of the Geek Group would be served thereby. This does not include Founding Members, see Section 9.

4.9 Removal of Founding Member of the Board of Directors: A Founding Member may be removed by a unanimous vote of the entire Board of Directors, excluding the Founding Member in question, at any regularly scheduled or special meeting of the Board of Directors, whenever in the Board's judgment the best interest of the Geek Group would be served thereby.

4.10 Resignation: Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

4.11 Quorum: Unless a greater proportion is required by law, a majority of the Directors in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation of these Bylaws, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

4.12 Informal Action: Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board are advised and a majority of the Directors consent in writing through fax, mail, or email to

the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board.

4.13 Attendance: When possible, Board Members should be physically present at meetings. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone, video conference, or by any means which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

4.14 Absence: Each Board Member is expected to communicate with the Chair in advance of all Board meetings stating whether or not she or he is able to attend or participate by other means of communication as set forth in these Bylaws. Any Board Member who is absent from three successive quarterly Board meetings shall be deemed to have resigned due to non-participation and the position shall be declared vacant, unless the Board affirmatively votes to retain that Director as a member of the Board.

4.15 Officer Directors of the Board: There shall be four Officer Directors of the Board consisting of a Chair, Vice-Chair, Secretary, and Treasurer. Officer Directors shall be elected annually by a majority vote of the Board of Directors and shall serve one-year terms. All Officers must be members of the Board of Directors. Officer Directors shall not receive any salary for their duties as Board Members. Vacancies may be filled or new offices created and filled at any meeting of the Board. An Officer Director may be removed by a unanimous vote of the Board whenever in the Board's judgment the best interest of the Geek Group will be served thereby. An Officer Director may resign at any time by providing written notice to the Chair. The Officer Directors' duties are as follows:

- Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting.
- Vice-Chair shall chair committees on special subjects as designated by the Board.
- Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda, and ensuring that corporate records are maintained.
- Treasurer shall make a report as each Board meeting, the Treasurer shall chair the finance committee, assist in the preparation of the budget, prepare financial reports for Board Members quarterly, help develop fund-raising plans, and make IRS Form 990 information available to Board Members and the public.

ARTICLE 5

Committees

5.1 Formation: The Board may create committees as needed. The Board Chair appoints all committee chairs.

5.2 Executive Committee: The four Officer Directors of the Board serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

5.3 Audit/Finance Committee: The Treasurer is the chair of the Audit/Finance Committee, which shall include at least two other Board Members. The committee may include additional non-board members as appointed by the Chair. The Audit/Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with staff and other Board Members. The Board must approve the budget and all expenditures shall be within the budget. Any major changes in the budget must be approved by the Board of the Executive Committee. The fiscal year shall be from January 1 through December 31. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board Members, and the public upon written request.

5.4 Committees of Directors: The Board may designate and appoint one or more committees, each consisting of two or more Directors. These committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any Officer or Director, adopt a plan of merger, authorize expenditures, or authorize the voluntary dissolution of the Corporation.

5.5 Other Committees: The Board may create additional committees as needed and non-board members may serve on such committees. Such committees shall have the power and duties designated by the Board and shall give advice and make non-binding recommendations to the Board.

5.6 Advisory Bodies: The Board of Directors may appoint persons to act singly or as a committee or committees to provide expert advice to the Board or to assist in other ways. Groups of advisors may include an Honorary Board, an Advisory Board, a Friends Committee, and/or other advisory groups. Each such advisor shall serve at the pleasure of the a Board for a period designated by the Board, and shall have only such authority or obligations as the Board may from time to time determine. Former Board Members may be selected to serve on advisory bodies. No advisor shall receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the Board, unless such compensation is authorized by a majority of the Board. A Director may serve as an advisor but may not receive compensation except for payment of reasonable expenses in accordance with the Geek Group's policies.

ARTICLE 6

Officers and Staff

6.1 Executive Director: The Board of Directors may choose to appoint an Executive Director who shall serve at the pleasure of the Board. The Executive Director shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required in order to carry out the operations of the Geek Group. Any employee or agent may be removed at any time with or without cause, as provided by Michigan law. Removal without cause shall occur without prejudice to such person's contractual rights, if any, and the appointment of such person shall not itself create contract rights.

6.2 Compensation: The Geek Group may pay compensation in reasonable amounts to agents and employees for services rendered. The Board shall determine the level of compensation of the Executive Director and shall approve compensation guidelines for other categories of employees. The Board may require Officers, agents, or employees to give security for the faithful performance of their duties.

6.3 Removal of Founding Member: A Founding Member may be removed from an Officer or staff position by a unanimous vote of the entire Board of Directors, excluding the Founding Member in question, at any regularly scheduled or special meeting of the Board of Directors, whenever in the Board's judgment the best interest of the Geek Group would be served thereby.

6.4 The Founding Members: Founding Members are elected to the Board in perpetuity. The founding members are as follows: Christopher Boden, Paul Kidwell, Lis Bukt, Victoria Campbell. There are no other considered Founding Members. In the event that Lis Bukt relinquishes her position as Executive Director of the Geek Group, she will automatically be appointed to the Board of Directors in an open position or in the event the Board is at its capacity of eleven members as a twelfth Board Member.

ARTICLE 7

Miscellaneous

7.1 Contracts and Other Documents: The Board of Directors may authorize the Chair, the Executive Director, or another Director to enter into contracts or to execute and deliver other documents or instruments on the Corporation's behalf. Such authority may be invested in other Officers or agents of the Corporation from time to time for specific purposes.

7.2 Gifts: The Board of Directors may authorize the Executive Director or Chair to accept on behalf of the Corporation any contribution, gift, bequest, or devise. Such authority may be invested in other Officers or agents of the Corporation for specific purposes.

7.3 Checks, Drafts, Loans, Etc: All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of The Geek Group shall be governed by the Financial Action Policy. This policy is ratified by the Board and reviewed on, at minimum, an annual basis.

7.4 Deposits: All funds of The Geek Group shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors selects.

7.5 Books and Records to be Kept: The Corporation shall keep at its registered office (1) correct and complete books and records of accounts, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board Members entitled to vote. All books and records of the Corporation may be inspected by any Board Member having voting rights, or his/her attorney, for any proper purpose at any reasonable time.

7.6 Loans to Officers and Directors: No loans shall be made by the Corporation to its Directors or Officers.

7.7 Amendment of Articles and Bylaws: The Articles of Incorporation and the Bylaws of The Geek Group may be adopted, amended, or repealed by a unanimous vote of the entire Board of Directors then in office, provided that at least 24 hours written notice has been given to each Member of the Board of the intention to adopt, amend, or repeal the Articles or Bylaws.

7.8 Fiscal Year: The fiscal year shall run from January 1 to December 31.

7.9 Indemnification: Unless otherwise prohibited by law, the Corporation shall indemnify any Director or Officer or any former Director or Officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, Officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any Director, Officer, or employee. However, such Director, Officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

7.10 Insurance: The Corporation shall maintain insurance on behalf of Directors and Officers against any liability incurred by him or her which arises out of such person's status as a Director or Officer, whether or not the Corporation would have the power to indemnify the person against that liability under law. The Board of Directors may also authorize the purchase of insurance on behalf of any

employee, volunteer, or other agent against any liability incurred by him or her which arises out of such person's status as an employee, volunteer, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

7.11 Resolution of Conflicts: If a deadlock occurs such that the Board or the Corporation is not able to effectively govern and/or operate, the Board may vote to submit the dispute to mediation.

ARTICLE 8

Conflict of Interests

8.1 Conflicts of Interest: The Board of Directors shall from time to time set forth policies regarding conflicts of interest. Notwithstanding the policies or any other provision of these Bylaws:

- a. In the event that any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein shall include, but shall not be limited to, any transaction by or with the Corporation in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.
- b. No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

ARTICLE 9

Restrictions on Actions

9.1 All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, Officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services

rendered and make payments and distributions in furtherance of the purposes set forth in Article 1 of these Bylaws.

9.2 Notwithstanding any other provision of these Bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers. Directors and Officers shall not be liable for the debts of the Corporation.

9.3 No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 10

Definitions

"Officer" shall include the Executive Director.

"Director" shall include members of the Board of Directors. See Board Member.

"Officer Director" shall include a member of the Board serving as an Officer of the Board.

"Board Member" shall include members of the Board of Directors. See Director.

"Writing" shall include fax and email as well as hand written or typed correspondence.

"Meeting" includes meetings conducted by teleconference, video conference, or email.

The singular shall include the plural and the masculine shall include the feminine.