Allen added important item to this Thursday's member meeting agenda

wandrson DMS Member

May 2016

If you have requested voting rights, please attend this Thursday's member meeting or provide someone who will be there your proxy. Allen Wan has added what I consider to be two important items to the meeting agenda



While I consider the first item extremely important, the second item highlights that our board has been in violation of state law by conducting business in private (if Allen's claim is true). This is a particularly serious issue with significant ramifications. At the very least, we do know that the board has met privately on multiple occasions to discuss issues for which proper notice, metting minutes, etc. were not kept. Example below

On another topic

am not going to argue the laws of corporation as I don't feel comfortable there but I can speak to the intent and practice.

The intent was to give the current directors to act swiftly with a situation.

With that being said I can not think of any time that a BOD member has ever single handedly banned a member without consulting and getting consent from the rest of the directors.

Skip to main content remember there has been 100% agreement to enact it.

Brandon_Green

Have at least 10 people requested voting rights since the voting rights reset after the board election?

wandrson DMS Member

Brandon, it would be 5+ the board members, since the board are required by the by laws to be members in good standing they must be voting members.

Nick

Please members try and make plans to come out to the membership meeting. You have the power to make change in the group and as Walter has highlighted change is needed. Here is a link to the **Member Meeting Wiki Page**.

Also, all voting rights were wiped after the election so you will need to request voting rights vial the Ticket System.

FUN FACT: Being a member in good standing and requesting voting rights means that "you have the voting rights!" Even if you do not receive a confirmation.

Tapper

The bylaws explicitly requires the Board to provide notice for all meetings at which a quorum of directors will be present, and any matter of Makerspace business discussed - and provides NO exceptions to the rule. This includes chat rooms, hanging out at the space, telephone, email, etc etc etc. In simplest terms - the Board is absolutely required to conduct **all** board business in front of us. No private anything is permitted (whether they want to or not).

Brandon_Green

Do we know what other information besides SSNs we are legally obligated to keep confidential? Would member name, phone, address be public information? **Skip to main content**

VIII

May 2016

May 2016

May 2016

May 2016

wandrson DMS Member

Voting members names and contact information are not private, but they aren't public either. They are legally required to be made available to any member in good standing who requests it and provides a valid purpose.

Examples

- Valid purpose would be contacting members to advocate for some issue before the members and/or board
- Not valid purpose would be any commercial activity (say creating a mailing list for your business)

The complication between voting members and members regular members is that since the primary purpose of this law is to allow members to campaign for issues it is intended to apply to voting members; however, with our structure we have far more members who are able to vote then who may have activated those rights. For instance, when the recent board election was announced we had approximately 100 voting members; however, by the time of the election we had about 50 more voting members. I believe this would mean that any member who is eligible to become a voting member could have their name and contact information requested.

jast
Makerspace Member

May 2016

Brandon_Green:

Would member name, phone, address be public information?

The iTop form for requesting voting rights explicitly states "address", but does not state "made public". The other items are not enumerated...

inter the description of your request:	
rvice	Voting
rrvice subcategory	Addition of Rights
tle	
	0
escription	_
	0
pact	- select one - •
rgency	
gency	- select one - *
ease indicate your acceptance that, pursuant to Texas Business Organization Code Title II, Chapter 22, Subbchapter D, Sec. 22.158,	-select one - +
y address (as listed in the billing system) may be provided to a third-party.	- select one -
Attachments	
Add attachment: Browse No file selected. (Maximum file size: 2.00 Mo)	
and Control Parts	
Cancel << Back Finish	

wandrson DMS Member

May 2016

May 2016

jast:

The other items are not enumerated...

The law specifically states mailing address; however, as others have pointed out in the last board meeting, the purpose of the law is to facilitate members contacting members for advocacy for issues and the court would likely look unfavorably upon a denial of a request for email addresses. Not sure if we even maintain records on phone numbers, but we probably shouldn't since they too would likely need to be made available.

jast ♥ Makerspace Member

Since we've gone down this path again, I will point out again, there is a BIIIIG difference in this legal requirement and "made public". The information is to be "prepared" and "made available" to "members entitled to vote" ONLY (my addition and emphasis). For my take on this, as well, the wording in iTop should be made correct along the lines of "...billing system) will be made available to other voters." as there is no "third party"; only voters. Here is the actual text:

Sec. 22.158. PREPARATION AND INSPECTION OF LIST OF VOTING MEMBERS. (a) After setting a record date for the notice of a meeting, a corporation shall prepare an alphabetical list of the names of all its voting members. The list must identify: (1) the members who are entitled to notice and the members who are not entitled to notice of the meeting;

Skip to main content

(2) use audress of each voting member; and

(3) the number of votes each voting member is entitled to cast at the meeting.

(b) Not later than the second business day after the date notice is given of a meeting for which a list was prepared in accordance with Subsection (a), and continuing through the meeting, the list of voting members must be available at the corporation's principal office or at a reasonable place in the municipality in which the meeting will be held, as identified in the notice of the meeting, for inspection by members entitled to vote at the meeting for the purpose of communication with other members concerning the meeting.

(c) A voting member or voting member's agent or attorney is entitled on written demand to inspect and, at the member's expense and subject to Section 22.351, copy the list at a reasonable time during the period the list is available for inspection.

(d) The corporation shall make the list of voting members available at the meeting. A voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or an adjournment of the meeting.

And while I'm here.

Can anyone point me to the ByLaw, Rule, or other documentation regarding the reversion of "regular members" to "supporting members"? I seem to recall this being ratified, but I cannot find it.

wandrson DMS Member

May 2016

jast:

Since we've gone down this path again, I will point out again, there is a BIIIIG difference in this legal requirement and "made public". The information is to be "prepared" and "made available" to "members entitled to vote" ONLY ...

Not entirely. That section only applies to voting in the annual member meeting (board election). Sub chapter H of the Texas Business Organization Code for Non-profits, section 351,

SUBCHAPTER H. RECORDS AND REPORTS

Sec. 22.351. MEMBER'S RIGHT TO INSPECT BOOKS AND RECORDS. A member of a corporation, on written demand stating the purpose of the demand, is entitled to examine and copy at the member's expense, in person or by agent, accountant, or

Skip to main content

provides a much more general legal right for any member to request basically any r

provides a much more general legal right for any member to request basically any record of the corporation and noticeably doesn't list any restrictions on those records. Allen's mention of not being required (or allowed) to provide SSN is covered under federal law. The following three sections in that chapter address those records (mostly financial) that the general public may request and also what they may not request. Also our own by laws confirm this general availability of corporate records.

attorney, at any reasonable time and for a proper purpose, the books and records of the

Section 8.2 Inspection of Documents

corporation relevant to that purpose.

- 1. The corporation shall make all books and records of the corporation available for inspection by any interested party for any proper purpose at any reasonable time by submitting a written request to the Secretary of the corporation.
- 2. The request shall state the purpose for which the inspection is requested.
- 3. The books and records shall be made available for inspection within a reasonable time after the request is received by the Secretary.
- 4. Inspection of corporate books or records for purposes of soliciting business shall not be considered a proper purpose and in no case shall members' contact information be made available for inspection except by consent of the member or as required by the Articles of Incorporation, these Bylaws or provisions of law.

jast
♥ Makerspace Member

This point, which I intend to be the major point:

jast:

there is a BIIIIG difference in this legal requirement and "made public".

stands.

I agree that the corporation is not required to make something 'public', but many of our members seem to believe that means the information is private, which it is NOT. There are very few things that can be legally kept private by the officers and officials of DMS.

jast ♥ Makerspace Member

wandrson:

I agree that the corporation is not required to make something 'public', but many of our members seem to believe that means the information is private, which it is NOT.

Also an excellent point.

Cairenn_Day Makerspace Member

I am having problems trying to get into that. It tells me the pw is wrong and it doesn't want to allow me to reset it

iast Makerspace Member

I am assuming that you mean the ticket system, though I might be misreading.

The thing I always forget about logging in there is that you do not specify a domain in the username field. So whereas logging in to Windows machines you would use "dms\username" for iTop leave out the "dms".

mkart Makerspace Member

Is there somewhere I need to go to register for iTop first? I can't seem to log in.

Robert_Davidson Makerspace Member

Just an FYI please don't let Walter and Allen confuse y'all this is about Walter and Allen want to know who voted for who at the bod election. I had an attorney go and research it and he came back with absolutely not so they are trying to change the rules.

Skip to main content

May 2016

May 2016

May 2016

May 2016

Honestly It sickens me that people want to make over arching rules to manipulate people without showing just cause. There was time when the unwritten rule was don't make us make a rule. Honestly I grow tired of dealing with a constant barrage of politicking and manipulation. I just wish instead of games they focused on making.

Robert_Davidson Makerspace Member

To follow up this is about every email sent to admin, every complaint filed. Anything that that had ever been told in confidence.

I believe that members should have a method to communicate with an expectation of privacy.

wandrson DMS Member

@Robert_Davidson

This is about far more then verifying that our elections are above board. Where Allen an I are simply expecting you to follow State law and our own bylaws.

Curiously, according to the attorneys email you forwarded me from late last week, he gave you back the answer you discussed with him early last week, yet YOU gave me 'his' answer close to a month ago. Honestly, it sickens me when people lie.

The attorney gave you the opinion requested, and acknowledged in his email the opinion could be incorrect because he never even bothered to do any research on case law on the subject.

wandrson DMS Member

Robert Davidson:

I believe that members should have a method to communicate with an expectation of privacy.

Except when you violate that privacy to use past acts against a member to ban them like you did with Mark in the last board meeting.

Skip to main content Skip to main content

of

May 2016

May 2016

written records we have no way of knowing which of you are mistaken. And written records need to be produced at the time to be binding.

jast Makerspace Member

Prettier link...

That should answer all your questions, but if it doesn't post back...

AndrewLeCody Makerspace Member

wandrson:

Curiously, according to the attorneys email you forwarded me from late last week, he gave you back the answer you discussed with him early last week, yet YOU gave me 'his' answer close to a month ago. Honestly, it sickens me when people lie.

From what I recall we got two answers, one from before he researched the issue and one from after, confirming the original opinion. It seems petty to accuse Robert of lying because he wanted to give you info quickly.

AndrewLeCody Makerspace Member

wandrson:

Except when you violate that privacy to use past acts against a member to ban them like you did with Mark in the last board meeting.

Please explain whose privacy was violated and how.

Robert_Davidson Makerspace Member

wandrson:

Curiously, according to the attorneys email you forwarded me from late last week, he gave you back the answer you discussed with him early last week, yet YOU gave me **Skip to main content** ^{a month} ago. Honestly, it sickens me when people lie.

May 2016

May 2016

May 2016

I told you his initial opinion on the matter and then had him do research.

I would ask that you post all the emails between you and I on this matter.

"The attorney gave you the opinion requested, and acknowledged in his email the opinion could be incorrect because he never even bothered to do any research on case law on the subject."

This is correct he talked to other attorneys and did research on our policy's. I elected to not spend any more funds on this matter I believe in buying new equipment not defending DMS from what I believe to be an invasion of privacy.

wandrson DMS Member

May 2016

Okay, well here is the emails which provided me the indication, what I was told was not entirely consistent. I am removing the attorney's name and email information from the copies below to protect his privacy.

Subject: Re: Yesterday's voting results From: Robert Davidson Date: Mon, 18 Apr 2016 11:02:59 -0500 Cc: "admin@dallasmakerspace.org" admin@dallasmakerspace.org To: Walter Anderson wandrson01@gmail.com

I am the Secretary.

I have emailed the DMS Attorney. His initial thought was it does not apply t= o how people voted. But we should have something by the end of the week.

I am familiar with the law below and I have only seen it applied to financia= I and voting members and there addresses.

As well as I saw your agenda item and not sure what Andrew said but we do ha= ve address information for every member except one that is homeless.=20

Would love to know what your expectations are in that case.

Robert Davidson

I waited two weeks to follow-up with Robert and request a copy of the attorney's email, so that I could forward it to my attorney (and reduce my costs in having him research the **Skip to main content** sent to Robert **early last week**.

To: Robert Davidson Cc: **"admin@dallasmakerspace.org" admin@dallasmakerspace.org** From: Walter Anderson Date: Mon, 2 May 2016 11:09:05 -0500

Robert,

Have you heard back from the attorney yet?

To which Robert responded

From: Robert Davidson Date: Mon, 2 May 2016 21:22:27 -0500 Subject: Re: Yesterday's voting results To: Walter Anderson Cc: "admin@dallasmakerspace.org" admin@dallasmakerspace.org

Yes, He went over are bylaws and the state statues as well as contacted various other attorneys. He does not believe that we are required to release who voted for who.

He is sending a email over tomorrow with his notes.

So at this time until shown otherwise I will not be releasing who voted for who.

Robert Davidson

And then late last week Robert forward this email from the attorney (edits to protect attorney's name/contact information since the board does not want the members to bother him.

From: Robert Davidson **robertdavidson22@gmail.com** Subject: Fwd: Legal research on producing ballots for inspection by members Date: Sat, 7 May 2016 18:25:28 -0400 Cc: **admin@dallasmakerspace.org** To: Walter Anderson **wandrson01@gmail.com**

Here is the position of the DMS attorney in this matter=20

Skip to main content sage:

From: The attorney Date: May 7, 2016 at 6:14:13 PM EDT To: **admin@dallasmakerspace.org** Cc: "Robert Davidson" **robertdavidson22@gmail.com** Subject: Legal research on producing ballots for inspection by members

Robert, et al:

You asked me earlier this week to summarize the research I discussed with you over the telephone last week regarding the right of a member of a non-profit organization in Texas to examine a ballot or ballots from a board election. My initial opinion from looking at Dallas Makerspace's bylaws and the governing statutory law in the Texas Business Organizations Code is that a member in your organization does not have a defined right to be given access to the voted ballots.

The first place to look for these types of questions is usually in the org= anization's bylaws. The first relevant section for reference in your bylaws= is "Section 4.5 Membership Rights and Privileges," where in part 3 it says:= "Every regular member shall have the right at any reasonable time to inspe= ct the physical properties of the corporation." While "physical properties"= does not appear to be defined in the bylaws, one must assume that by the on= ly other reference to "properties" in "Section 8.4 Maintenance of Corporate B= ooks and Records," where in part 2 it refers to "properties" in regard to "a= ssets, liabilities, receipts, disbursements," etc., that "properties" relate= s to physical real estate, assets and other tangible things. No where is th= ere any indication or reference to election ballots being made available for= inspection.

Also, in "Section 8.1 Books, Records and Reports," there is no subsection t= hat includes election ballots among the "books, records and reports" that ar= e required to be kept in the principal office for inspection. What is requi= red to be kept by 'Section 8.4 Maintenance of Corporate Books and Records" a= re four things: 1. Minutes of all meetings of the directors, officers, the m= embership and committees; 2. adequate and correct books and records of accou= nts; 3. a record of members, including names, addresses, phone numbers, emai= I addresses, and termination dates of membership; and 4. copy of the article= s of incorporation and the bylaws. Skip to main content When the organization's bylaws do not answer the question, you next look t= o the state statute governing non-profit organizations to see if the legisla= ture has spoken on the issue. The governing statute here is the Texas Busin= ess Organizations Code, Title 2 Corporations, Chapter 22 Non-Profit Corporat= ions. Subchapter A General Provisions, Section 22.158 "Preparation and Insp= ection of List of Voting Members" states in part (b) that the list of voting= members must be available at the corporation's principal office or at a rea= sonable place in the municipality in which the meeting will be held, as iden= tified in the notice of the meeting, for inspection by members entitled to v= ote at the meeting for the purpose of communication with other members conce= rning the meeting. Part (c) goes on to say that a voting member or voting m= ember's agent or attorney is entitled on written demand to inspect, and at t= he member's expense, copy the list. (The list of voting members is all that= is mentioned here; nothing about board election records.)

Subchapter H, Section 22.351 Member's Right to Inspect Books and Records s= ays that a "member . . . on written demand stating the purpose of the demand= , is entitled to examine and copy at the member's expense, in person or by a= gent, accountant, or attorney, at a reasonable time and for a proper purpose= , the books and records of the corporation relevant to that purpose." But a= gain, no reference to examination of board election ballots is made or impli= ed here, and in my opinion, if the bylaws of the organization do not address= the question, it is a stretch to conclude that election ballots would be in= cluded in the "books and records" or that such a request would be construed a= s a "proper purpose."

The "books and records of the corporation" to which members are entitled to inspect appear to be primarily financial in nature as set forth in "Sectio= n 22.352 Financial Records and Annual Reports" wherein the corporation is re= quired to maintain current and accurate financial records in order to prepar= e an annual financial report to be available to both members and the public.=

Finally, "Section 22.353 Availability of Financial Information for Public I= nspection" states that a corporation shall keep and make available to the pu= blic for inspection and copying the records, books and annual reports of the= corporation's financial activity. =20

Skip to main content

As outlined above, I have not found any statutory authority in Texas or in= the Dallas Makerspace bylaws that directly addresses the issue of productio= n of ballots for inspection. I like **your idea of telling the inquiring individual** that you are not aware of any authority requiring you to honor his request, and then inviting him to produce such authority.

It is possible that there is statutory authority in other states which you= r inquiring individual may be familiar with, but such authority would not ne= cessarily be controlling in Texas. It is also possible that this issue has b= een litigated in Texas courts at some point. Let me know if you would like f= or me to look into the matter further, but for now, I think you are in a goo= d position to ask the individual to explain why he thinks he has the right t= o see the ballots.

Thanks,

I believe the attorney is incorrect in his interpretation of Section 22.351, since at no point does the language of the law in that section even use the term financial when referring to records **and books**, while the four following sections all have the term financial in them, clearly indicating the focus of their language.

Section 22.351. MEMBERS RIGHT TO INSPECT BOOKS AND RECORDS A member of a corporation, on written demand stating the purpose of the demand, is entitled to examine and copy at the member's expense, in person or by agent, accountant, or attorney, at any reasonable time and for a proper purpose, the books and records of the corporation relevant to that purpose.

SECTION 22.352 FINANCIAL RECORDS AND ANNUAL REPORTS.

SECTION 22.353 AVAILABILITY OF FINANCIAL INFORMATION FOR PUBLIC INSPECTION

SECTION 22.354 FAILURE TO MAINTAIN FINANCIAL RECORD OR PREPARE ANNUAL REPORT

SECTION 22.355 EXCEMPTIONS FROM CERTAIN REQUIREMENTS RELATING TO FINANCIAL RECORDS AND ANNUAL REPORTS.

Skip to main content

I believe the above email clearly addresses timing that conflicts with what Robert told me on the 18th of last month. I also believe that our attorney, who specializes in civil torts, is mistaken in what appears to be a very clear language. Section 22.351 does not state any limitations, nor does it even mention financial records. It is clearly talking about all records. The only limitation is that the request is for a 'proper purpose', and I can't imaging that verifying the vote is anything but a proper purpose.

I will note that Allen is also an attorney, and seems to concur with my interpretation (based upon Roberts post above. Unlike Robert's (DMS's) attorney, mine had his law clerk do some research on case law (since the language of the law wasn't solving our issue) and there is none directly on general non-profits and voting records. But there is on home owners associations (also a non profit) and voting records and specifically the state has found that board elections can not be considered secret. That inspection of the voting records are a reasonable way to ensure the elections are above board. Further, the law related to HOA have found that when conducting secret ballots (allowed in non-board elections) when ballots are made through proxy, they are no longer secret and subject to review. In our most recent election MOST of the votes were by proxy.

BenjaminGroves

I was in the room with Alex and *@engpin* when the suspension was called on Engpin.

I distinctly recall this : In explaining to Engpin the events leading up to his suspension, that Alex explained to Enpin that Engpin was warned previously about his behavior. Engpin affirmed that statement.

wandrson DMS Member

Oh, and lets not overlook that our own by laws require the board to make all records (except for member lists and contact information where allowed by law) to our members as well this seems a clear cut issue. The board may not LEGALLY violate our by laws as well as state law.

Section 8.2 Inspection of Documents

The corporation shall make **all books and records** of the corporation available for inspection by any interested party for any proper purpose at any reasonable time by submitting a written request to the Secretary **Skip to main content**

May 2016

At no point in the by laws is 'privacy' provided as a method by which some records may be withheld. Further, when a matter is performed at the space, it isn't **by definition** private. Lest we all forget, we have dozens of cameras recording us and everything we do at the space. The issue is whether a small, select group will be all that is allowed access to our records or can **any member in good standing** access them as our by laws require.

This forum has seen numerous issues, particularly relating to the banning process, where it appears that the reason for banning someone has changed over the duration of the discussion. This may or may not be the case; however, without actual written records at the time of the discipline we have only the 'he said, she said.' problem.

wandrson DMS Member

May 2016

BenjaminGroves:

I was in the room with Alex and @engpin when the suspension was called on Engpin.

I distinctly recall this : In explaining to Engpin the events leading up to his suspension, that Alex explained to Enpin that Engpin was warned previously about his behavior. Engpin affirmed that statement.

Ben,

I have not doubt you are correct; however, what I am saying is that we are of a size that such warnings and other discipline need to be documented **at the time**

As it stands if a member chose to file a discrimination suite against us because of our current disciplinary procedures, we would likely loose because we don't document them properly. While my experience here is in normal business operations, I suspect the same laws and precedence apply. Without proper documentation, such claims are generally in favor of the accuser.

Further, I can't tell you how many times I have heard multiple members joke 'be careful that might get you banned, well unless your Brandon". When jokes like that become prevalent, it indicates a problem with the organization. I believe our members are unclear on what constitutes a banable offence, and further have a perception that who commits the offence indicates whether it is banable.

wandrson DMS Member

Hopefully not! Just stop trying to conduct business in secret. In my experience when business is conducted in secret, even for good reasons, the secrecy is ultimately used for not so good reasons. Would rather head that off.

Robert_Davidson Makerspace Member

May 2016

May 2016

Adding the rest of the conversation.

From Walter

As per Luke's comment on the thread, I would like to request a chance to review and copy the results from yesterday's election for both the board and the logo. From Robert

Walter I don't feel comfortable giving you those results I feel it invades the privacy of the members and is just looking to stir up trouble.

So in short I would like to see a legal precedent for a 501c3 C corp non profit to give identifying information of who voted for who.

I want to see the actual on the books law requiring disclosure.

This is just a personal opinion others may have a different view.

From Walter Robert,

I believe the space has an attorney on retainer, I suggest that if you doubt that voting records are included in the legislative requirement that a corporations records be made available to shareholders/members it is more appropriate for the space to assume that financial liability. While I don't have experience with 501c3 corporations, I do have a fair bit with other corporate environments and this availability of records, including voting records is standard practice.

Skip to main content ' do so to have him file a complaint with the Scienciary of State s office if the board denies me access. I frankly think it would be less costly for the space to do so, or take Allen up on his offer (made in the meeting where the election was scheduled) to provide it.

In my opinion, making sure that members are aware that they have this right is vital to ensure that no one is tempted to play games with the elections as we grow. Frankly I was stunned at the reaction on talk and the fact that people weren't aware that they had this right.

I decided to push these issues when I heard multiple board members tell Allen that he had never raised the issues about our election process before. Frankly I believe Allen when he responded that he had and was told "We will take care of it next year." I believe these issues need to be resolved and in a public manner so that all of our members are aware of what is entailed when requesting voting rights (such as making their home addresses available).

Frankly, I am disappointed in your belief that I am simply trying to 'stir up trouble.' In my opinion trouble occurs when things get done behind closed doors.

Walter Anderson

From Walter Eric, Ken, Luke, Alex, and Robert:

I have done some research into this on my own this weekend. Given what I found, I think it supports my position, but am unsure you will find it convincing, particularly to those of you who had a predisposition against the idea.

In the Texas Business Organizations Code for Non-Profits, I believe the relevant section is:

"Sec. 22.351. MEMBER'S RIGHT TO INSPECT BOOKS AND RECORDS. A member of a corporation, on written demand stating the purpose of the demand, is entitled to examine and copy at the member's expense, in person or by agent, accountant, or attorney, at any reasonable time and for a proper purpose, the books and records of the corporation relevant to that purpose"

Skip to main content

In my reading, I don't see any exemptions for any records that are not to be made available to members.

Further, in our own by laws, Section 8 "Section 8.2 Inspection of Documents

- The corporation shall make all books and records of the corporation available for inspection by any interested party for any proper purpose at any reasonable time by submitting a written request to the Secretary of the corporation.
- 2. The request shall state the purpose for which the inspection is requested.
- 3. The books and records shall be made available for inspection within a reasonable time after the request is received by the Secretary.
- 4. Inspection of corporate books or records for purposes of soliciting business shall not be considered a proper purpose and in no case shall members' contact information be made available for inspection except by consent of the member or as required by the Articles of Incorporation, these Bylaws or provisions of law."

Since I am not aware whom you'll have decided is the 'Secretary' of the corporation, this is addressed to all of you.

I request to inspect all of the voting records from the just completed election on the premises. If you would like this in writing, provide me an mailing address for which I can send a certified letter. I doubt the building will work since it is unlikely one of the board will be available to sign for the letter.

My purpose is simple and two fold. I wish to perform a quality control check of the votes and I wish to ensure that our members are aware they have the option to inspect the voting process as well as other records and decisions (of which records need to be kept)

Finally, I inluded part 4 of the space's by laws to highlight that it is in contravention of state law, specifically the Section 22.158 of the same section of Texas Law, the preparation and inspection of list of voting members. Specifically mailing address must be included in this information. We may need to amend the by laws to be consistent **Skip to main content** with state law, if not it needs to be clear to all members and officers that State law is the defining authority, not our by laws.

Walter

From Robert I am the Secretary.

I have emailed the DMS Attorney. His initial thought was it does not apply to how people voted. But we should have something by the end of the week.

I am familiar with the law below and I have only seen it applied to financial and voting members and there addresses.

As well as I saw your agenda item and not sure what Andrew said but we do have address information for every member except one that is homeless.

Would love to know what your expectations are in that case.

Robert Davidson

From Walter Robert

The agenda item was derived from two things. First, when Allen brought many of these issues up at the board meeting where the vote was scheduled (January?) Andrew responded to Allen's statement that the list of voting members needed to include contact information, that we didn't have mailing addresses for many members. At the time this was in the context of providing notice.

We published the list to the internet, ostensibly to comply with 22.158 below; however, when I mentioned the address information on talk many members were surprised that their mailing addresses could be made available. And when I asked Brooks why he didn't include the contact information on the list, he told me the board didn't believe it was necessary. Clearly we now all agree that information has to be made available, even if it isn't 'published.'

So, my purpose for the agenda item is to ensure we have the required information for any member who may elect to receive voting rights, as well as ensure they understand what potential things (such as their mailing address being made available) can result from being a voting **Skip to main content** opefully we will have the issue of voting

resolved by the next board meeting and that information should most especially be made available to anyone receiving voting rights.

I am thinking that an acknowledgement email to them from the Ticketing system with a standard block of text explaining the obligations for being a voting member and covering the items above.

As to the law below, specifically 22.351, it actually isn't the law usually applied to financial requests which have specific sections devoted to financial information and reports (352, 353, 354, ...) or voting member contact information which is covered in section 158. That was why I pointed out that the language has no restrictions nor even examples of what is covered. This is consistent with my experience with for profit business law in other states, and frankly I am fairly certain it applies in the way I expect for the simply reason that it is the only way for members/shareholders to ensure the process is above board.

Though to be clear, I don't have any expectation that the election wasn't completely above board, but such things need to be checked to avoid temptation, which in my experience, will eventually mean someone will try to take advantage of the 'hidden' nature to corrupt the process

Walter Anderson

Walter I consider you to be a bully trying to get your way.

wandrson DMS Member

May 2016

Robert_Davidson:

Walter I consider you to be a bully trying to get your way.

Robert, I believe that statement is inappropriate. I have been clear, that my purpose is simply to ensure that our members are fully aware of what they are able to request that they can see and that in my experience conducting business in secret leads to bad outcomes. That we don't agree is fine, but there is no need to make it personal. As a board member I would expect better of you. **Skip to main content** Also, note, that I am not the only one concerned about this issue, which is why I started the thread to bring attention to Allen's agenda items. And before you accuse us of colluding, the only exchange I have had with Allen this year was an email yesterday informing me (correctly) that he was removing me from access to Quickbooks since I have declined to be considered for the role of Treasurer.

AndrewLeCody Makerspace Member

You realize you directly called Robert a liar and justified it by grasping at straws right? I completely understand why he thinks you are being a bully.

wandrson DMS Member

AndrewLeCody:

You realize you directly called Robert a liar and justified it by grasping at straws right? I completely understand why he thinks you are being a bully.

And I provided the emails with the relevent quotes highlighted which gave me that impression. I would be glad to provide other posts of his that have also provided that impression. I may be wrong, but my impression is based upon actual written statements. I will admit, that I should have been kinder in my phrasing and said he was being misleading.

Further, he, as a board member, has initiated making this personel.

Robert_Davidson:

Honestly It sickens me that people want to make over arching rules to manipulate people without showing just cause.

Neither the post above concerning Allen's agenda item, nor mine is about 'manipulating' anyone, nor is it being done without showing 'just cause'. Expecting folks to follow the rules and the laws are not wrong or 'trouble making'.

Further people can disagree without making it personal. I, at least, am attempting that. I would like Robert to as well.

May 2016

No one has a right to the damn ballots. That is not a record. The result is the record.

If you're so paranoid, set up an independent audit for next time. But you can't have the ballots.

wandrson DMS Member

I believe the law is against you on the subject. BTW, if you can't view the records; how do you propose an 'independent audit'? If there is an alternative way to ensure voting is above board I am willing to entertain it.

Also, not that this is about far more then simply the voting records. IMO, all to much of DMS business is being conducted in secret.

Timothy_Nielsen

Perhaps I missread, but did you say you wanted the home addresses of people who voted? Am I going to be getting more junk mail?

Sincerely, Tim Nielsen

wandrson DMS Member

Timothy_Nielsen:

Perhaps I missread, but did you say you wanted the home addresses of peoplewho voted? Am I going to be getting more junk mail?

No, I have not requested the address, nor even the list of voters. BUT, I did have an agenda item added last month to the board (which was approved) to make people aware that their address information CAN be requested by members in good standing for proper purposes.

Sending out information about issues concerning the space coming up for a vote would be considered a 'proper purpose'. Creating a commercial mailing list to inundate you with junk mail would not.

May 2016

May 2016

And to clarify for those that may be confused, here is what I have requested and WHY

I wish to see the voting records, meaning whom voted for which candidates and how they voted on the logo issue. The reason is to provide a double check of the count and the accuracy of the vote.

I have had nine people tell me how they voted (before I made this request), I can compare those votes with how they were recorded (it was a mix of proxy and in person votes). I also plan on simply checking the count. I believe this is sufficient for the past election, because frankly at worst there might have been a miscount of one or two (easy mistake to make), but likely not even that.

The primary purpose is to prevent this kind of drama if (and sadly when) some unscrupulous individual uses the secrecy to do bad things. As of now our board members control about \$500,000 annually. That is sufficient temptation to attract bad people. We know that our growth has attracted thieves among us, what makes us think we would be immune to other corruptions? Doing things in an open and above board manner can help prevent such abuses, much like security cameras and rfid tagging and lockers can help prevent theft.

DanielHooper Makerspace Member

May 2016

There are lots of creative ways to ensure the fairness of an election that doesn't involve jilted candidates researching who their "friends" are or aren't.

- 1. Independent audit: Find some accounting firm that will provide the service
- 2. Election observers: Members nominate and vote in a non-involved election observer who is not currently holding a position, is not up for a position, and ideally isn't really friends with anyone running. Observers take a pledge not to reveal what they see, unless that constitutes voter fraud.
- 3. Electronic hashing: All votes are public, but anonymized by a 1-way hash. Each voter can verify their unique vote by re-hashing it with some secret you're given.
- 4. Trust that the elections aren't being fiddled with, because that does seem really unlikely at this point.

- 1. The golden rule applies. When you pay a consultant, you tend to get the result you paid for.
- 2. Doesn't prevent mistakes, nor is it likely to find intentional issues with the code used to collect proxies. Again NOT saying there is an issue for the existing, BUT it is possible both intentionally and by simple introduction of bugs.
- 3. No problem with this in the future, but it doesn't prevent intentional fraud. There is nothing that prevents the system for recording the vote you made and providing it back to you, but simply counting it differently. Without the ability to check the entire record you couldn't identify that type of fraud. (AGAIN NOT SAYING I THINK THIS HAPPENDED).
- 4. Elections do get 'fiddled with' and as more and more money comes at stake, the likelihood of attracting the type of person who would fiddle with it increases.

wandrson DMS Member

May 2016

AndrewLeCody:

You realize you directly called Robert a liar and justified it by grasping at straws right?

On reflection, I do need to apologize to Robert, in re-reading the emails this morning I can see that I could have misinterpreted them. I don't believe I was 'grasping at straws', but I did read them in anger over the repeated characterizations of my actions as 'trouble making' and that I am trying to 'manipulate people.'

Phil_Mangone Makerspace Member

Under Allen's proposal - "All records of the Dallas Makerspace that the Dallas Makerspace is not under a legal obligation to keep confidential (such as Social Security numbers) and is not related to access control (e.g. passwords) are available for inspection by any member."

Since this seems rather broad so I had a couple of questions:

In all voting matters votes would no longer be private? Any member could request to see my actual vote?

Skip to main content alk would no longer be private? I realize Talk is a public board but now a member could request to see the private message between two other members if the

message was sent via Talk?

There would be no expectation of confidentiality for correspondence with board members. So if a member was being harassed (sexually or otherwise) by another member the accused would have full access to any correspondence with a board member regarding the accusation? And the accused would have access to the accuser's membership information (other than their password and credit card information)?

I don't know about anybody else but I don't think my membership is worth giving up all of the above. I get to pay money to give up my expectations of privacy and fund an attorney to research stuff that should be common sense? This feels like another solution in search of a problem that has become all to prevalent in our society.

wandrson DMS Member

May 2016

Phil_Mangone:

In all voting matters votes would no longer be private? Any member could request to see my actual vote?

For board elections yes. In Texas, my understanding is that we can have secret ballots on non-board election items; however, proxies are not considered 'secret' so if you vote by proxy a member in good standing would be able to request to see how you voted, even in a secret ballot.

Phil_Mangone:

Private messages on Talk would no longer be private? I realize Talk is a public board but now a member could request to see the private message between two other members if the message was sent via Talk?

If the message is not about DMS business (and then not to a board member or officer) then yes it is private and not subject to viewing. The law (and our existing by laws) is about not doing DMS business in secret. Further, to be clear, such messages don't need to be published or even itemized. Someone would have to know you exchanged those IM messages and request them. Much like any other kind of document discovery.

Phil_Mangone:

Skip to main content (pectation of confidentiality for correspondence with board members. So it a member was being harassed (sexually or otherwise) by another

member the accused would have full access to any correspondence with a board member regarding the accusation? And the accused would have access to the accuser's membership information (other than their password and credit card information)?

In general no, however, you highlight a specific exception. Prior to pursuing an case against the individual the correspondence may be kept private, and if a criminal case is pursued it might also be kept private. However, the accuser will have the right to see the testimony and challenge it, especially if the case goes to a court of law.

As to access to membership information. In the advent of such a charge the board would have the legal right to refuse the member (or his agents) access to our membership records even if they provided a legitimate reason.

BTW, If we have this kind of issue actually occur we have more problems that a simple lack of privacy.

Phil_Mangone:

I don't know about anybody else but I don't think my membership is worth giving up all of the above. I get to pay money to give up my expectations of privacy and fund an attorney to research stuff that should be common sense? This feels like another solution in search of a problem that has become all to prevalent in our society.

Your expectations of privacy are faulty. You do know that we have dozens of cameras filming you and your behavior at all times. Also your are not in private when you are at the space. For all intents and purposes it is a public space (within a certain definition of public) and if your talking to someone your conversation isn't 'private'.

If/when a member abuses the rules we deal with them, this would be no different.

Tapper

May 2016

I think it's easy to get bogged down in details, but the simple fact does remain - our Bylaws strictly forbid the Board from conducting business anywhere except within a meeting for which notice has been provided, a quorum has been met, and minutes are taken. Any other meeting, regardless of it's purpose, is an illegal meeting.

With respect to ballots, it's laughable that any attorney would define a ballot as not being a record. If we cannot inspect these, how do we know the people we elected were actually **Skip to main content**

So lets see. In an election for board members, the board counts them, certifies the results, declares the winner, and then refuses valid requests to inspect the ballots and ensure a fair election took place. Hmm.

DanielHooper Makerspace Member

Conspiracies abound!

Says the guy with the Guy Fawkes mask profile pic.

There might be some reasonable points wrapped up in here, but you guys (as usual) have taken it so far that few are going to agree with you.

Brandon_Green

May 2016

May 2016

Is there a harm in providing a printed out dump of voting database even if not required to by law? Slippery slope of more and more requests that could violate privacy expectations?

For anyone interested, here is the code that was used to run the voting (of course can't prove this is what was actually running on the server at the time)

GitHub - Dallas-Makerspace/Voting: A simple voting application for the Dallas...

A simple voting application for the Dallas Makerspace - Dallas-

Makerspace/Voting

Iukeiamyourfather ♥ Makerspace Member

May 2016

Tapper:

our Bylaws strictly forbid the Board from conducting business anywhere except within a meeting for which notice has been provided

Yup, you're correct. The board has no authority outside of meetings. It sounds like you're suggesting that casual conversations online or over dinner are equivalent to meetings which is ridiculous. Should we take minutes about our thoughts on the Raspberry Pi 3 **Skip to main content**

performance? Should we notify members when we want to discuss Mad Max: Fury Road? I'm not mad about this thread, I'm disappointed.

wandrson DMS Member

May 2016

lukeiamyourfather:

Yup, you're correct. The board has no authority outside of meetings. It sounds like you're suggesting that casual conversations online or over dinner are equivalent to meetings which is ridiculous. Should we take minutes about our thoughts on the Raspberry Pi 3 performance? Should we notify members when we want to discuss Mad Max: Fury Road? I'm not mad about this thread, I'm disappointed.

Luke, you are making light of serious issues. According to posts on this forum board members have, in the past, met to discuss temporary banning without notice and without allowing members to view and comment. As Brian points out that is a violation of our by laws and state laws. That is a serious problem. Further since the rule change was made to facilitate a single board member to ban an individual without needing the overhead to consult the entire board, why change the rule if we are demonstrating that the original procedure according to the by laws could be followed. As I see what has been described the only thing the rule is being used for is to allow the board to meet in private and decide on the ban without allowing either the accused or other members to comment on it.

Further Allen has accused the board of conducting private chat conversations during the board meeting to discuss items at hand privately while giving the illusion that the meeting is open to the members. Again a violation if true.

As to the Raspberry Pi and Mad Max, neither are DMS business so they are not relevant to the concern. This is a serious issue and it is not something that anyone, much less a board member should make light of.

I recall in the meet the candidates session that you'll were asked a question about transparency, and all candidates agreed that transparency was both a good thing and needed (with some caveats about privacy from a few). I do not see how Allen's accusation (if true) can be reconciled with that position.

Tapper

May 2016

Skip to main content Skip to main content Skip to main content Skip to main content place for every org I've ever been a part of, and it exists to prevent Boards from doing wrong and using the cloak of secrecy to hide behind.

I'm not sure I understand why you're disappointed. You ran for office knowing the rules. You accepted the position, in which upholding the rules is your primary duty to the membership, in addition to your Fiduciary duty. In point of fact, the Board is conducting business daily in Google Hangouts and elsewhere, in clear violation of the rules. The membership at large, has every reason to be disappointed that our Board has chosen to ignore the Bylaws, and conduct business in secret, unrecorded, and without our knowledge.

We (DMS) have vested you with the authority to enforce our rules. It's not unreasonable to expect you to obey them yourselves, inconvenient or not. Be an example.

DanielHooper Makerspace Member

May 2016

Tapper:

However, you are forbidden to discuss DMS business outside the quorum context. This is a normal rule, in place for every org I've ever been a part of, and it exists to prevent Boards from doing wrong and using the cloak of secrecy to hide behind.

This is actually the opposite of my experience in another large organization.

Day to day business is discussed and handled appropriately. Large items and big decisions (there is a certain dollar amount that needs to be approved) go before the whole board and are discussed and voted on. An agenda is kept and the results are published. There is no requirement to have a quorum of voters. That is only required at the yearly meeting to vote on new board members (in that organization).

You seem to be suggesting that a quorum and stenographer be present whenever a board member talks to another board member. That is absurd.

wandrson DMS Member

May 2016

DanielHooper:

This is actually the opposite of my experience in another large organization.

Day to day business is discussed and handled appropriately.

Skip to main content

Day to day business is not normally handled by the board of directors. That is likely the crux of our problem here.

DanielHooper Makerspace Member

May 2016

wandrson:

Day to day business is not normally handled by the board of directors. That is likely the crux of our problem here.

In that organization, there is a President, an Outgoing President, and an Incoming President, along with Secretary and Treasurer, etc.

They all are members of the Board of Directors. Maybe the solution is to give the board more power to conduct the business of the organization rather than less – if we are deadset on making the BoD an ineffectual formality, then that seems like a reasonable alternative.

wandrson DMS Member

May 2016

DanielHooper:

In that organization, there is a President, an Outgoing President, and an Incoming President, along with Secretary and Treasurer, etc.

The structure you describe has the board **also** be officers in the corporation, and presumably in that role they may act outside of the board. To know for sure we would have to look at their structure and their by laws.

Unlike Brian, I have less issue with the executive level actions the board members perform via hangouts and such (though I do think such should be conducted in view of the members), but the action to ban a member is solely the perogative of the board according to our by laws and the amended rule. It is not in the power of any officer of the corporation. The original by law was modified to give an individual board member the authority to temporarily remove a problem member with the idea that it would allow problems to be dealt with, without going through the hoops of a formal meeting. It is also specifically worded to allow the member to seek recourse from other board members.

Skip to main content) applied, the board meets privately to agree upon the ban, thereby avoid the notice and monitoring requirements of the by laws and even preventing the

accused and their supporters from speaking on their behalf. The very act of meeting as a group and discussing DMS issue (banning a member) is a clear violation of both our by laws, and state law. Further, it causes one to wonder why the new rule was passed last year in the first place if they were going to take the effort to discuss as a group before banning someone. That is most of the effort required by the by laws as they were written, expect for the allowing them to do it in secret.

DanielHooper:

They all are members of the Board of Directors. Maybe the solution is to give the board more power to conduct the business of the organization rather than less – if we are dead-set on making the BoD an ineffectual formality, then that seems like a reasonable alternative.

The board already has the authority to appoint officers to act in executive roles and obviate the need for illegal meetings. Committee chairs, the treasurer, and the secretary are but two examples.

No one is trying to make the BOD ineffectual, quite the contrary by insisting they follow the law we are talking about them simply doing the job they were elected to do, in the manner the law and our by laws laid out for them.

lukeiamyourfather ♥ Makerspace Member

May 2016

wandrson:

According to posts on this forum board members have, in the past, met to discuss temporary banning without notice and without allowing members to view and comment.

If we didn't talk to each other how would we even know there's something to meet about?

wandrson:

As Brian points out that is a violation of our by laws and state laws.

Show me.

wandrson:

Skip to main content

Further Allen has accused the board of conducting private chat conversations during the board meeting to discuss items at hand privately while giving the illusion that the meeting is open to the members. Again a violation if true.

This is no different than leaning over and whispering to someone. Is it third grade? Should we ban passing of notes too?

Tapper:

However, you are forbidden to discuss DMS business outside the quorum context.

Tapper:

You ran for office knowing the rules.

That is correct. You however didn't run and you don't seem to know the rules.

Tapper:

Be an example.

I concur. Let's get back to **education** since that's why the organization exists.

wandrson:

Day to day business is not normally handled by the board of directors. That is likely the crux of our problem here.

The bylaws don't include an executive officer to perform tasks that the board ends up dealing with. I find it difficult to imagine someone fulfilling this role in a sustainable way as a volunteer. For example me staying until midnight on Sunday to get the stuck garage door repaired, at least there are multiple people to share the load (after all the buck stops with the board of directors). There seems to be a notion that it's a huge conspiracy when in reality it's just keeping things going and it's worked surprisingly well if you look around. We're prosperous, active, recognized, and we have thousands of students in classes throughout the vear. **Skip to main content**

DanielHooper Makerspace Member

There is a monster disconnect between what some are giving as the issue, and what they are suggesting as the solution.

Problem: Concerns about unfairly banning a member Solution: No board member should talk to another board member outside of a public board meeting

NO

Problem: We feel that certain decisions and operating practices are not transparent enough Solution: All records of the organization (except for SSN and PWs) including chat logs and personally identifiable ballots should be available for inspection.

NO

You guys should take your concerns and make a real case. This is just noisemaking.

wandrson DMS Member

May 2016

May 2016

lukeiamyourfather:

If we didn't talk to each other how would we even know there's something to meet about?

Since you were responding to my statement about meetings by the entire board to exercise the temporary ban authorized for a single board member, there is no need to meet. If an individual board member feels a members actions warrant banning they simple do so. If the banned member requests a review, THEN YOU MEET after posting notice and allowing the members to comment per the rules.

lukeiamyourfather:

Show me.

Section 2.5 Quorum for Meetings

A quorum shall consist of three-fifths of the Board of Directors represented in person. or with consensus, by a secured and authenticated **Skip to main content** real time medium, provided that access to this medium is presently available and accessible to all members of the board.

Except as otherwise provided by these Bylaws or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not available, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

Section 2.4, Part 4 allows for the hangouts and such Notice for a particular special meeting can be waived if all Directors are present and at the start of the special meeting the Directors unanimously vote to waive such notification. Otherwise, no business shall be considered by the Board of Directors and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

but even that still requires meeting minutes be published (or more precisely made available).

But Section 2.4 can not be used to contravene section 4.1.3 Expulsion.

lukeiamyourfather:

This is no different than leaning over and whispering to someone. Is it third grade? Should we ban passing of notes too?

Luke, it is disgraceful for a board member to make light of such issues. Having a private discussion on the issues, while maintaining the veneer of holding a public meeting is a serious violation of the law. You'll do so at great risk, most notably of your limited immunity granted by the corporation and the state law on non-profits.

wandrson DMS Member

May 2016

DanielHooper:

There is a monster disconnect between what some are giving as the issue, and what they are suggesting as the solution.

Problem: Concerns about unfairly banning a memberSolution: No board member should talk to another board member outside of a public board meeting **Skip to main content**

Sorry, but you seem confused. Who has suggest that no board member be able to talk to another board member outside of a board meeting? Not I, and not Brian.

zmetzing

Robert_Davidson:

Honestly I grow tired of dealing with a constant barrage of politicking and manipulation.

You might want to reconsider your Board position if you aren't able to accept that others have differing opinions on how DMS is run. That is the right of the membership to determine, and your duty is to listen.

lukeiamyourfather ♥ Makerspace Member

Brandon isn't a director. 😐

Lampy ♥ Makerspace Member

May 2016

May 2016

lukeiamyourfather:

For example me staying until midnight on Sunday to get the stuck garage door repaired

Not to mention you having been there since 10 am working with the finance committee!

zmetzing:

That is the right of the membership to determine, and your duty is to listen.

There are some concerns that are important in this dialog, I'm listening. I don't mind members having opinions that are different from mine. Unfortunately running us in circles "do this", "don't do this" is not the best use of volunteer time. We need to remember to treat all members with respect, regardless if they are on the BoD, Committee Chair, Officer or just someone trying to saw some wood.
Appreciate the measured response Ken. I think the general concern here, that the Board has taken actions which directly violate the by-laws, is a very serious matter indeed.

With respect to the banning/suspension issue, the By-laws are crystal clear, our standing rules and current practice is in direct conflict with the Bylaws. Likewise, the entire concept of secret meetings, or back channel communications out of member oversight, is clearly outside the bylaws, or their clear intent that the Board perform all actions before the membership.

I would urge you to read the Bylaws, and decide these issues for yourself. As Walter points out, acting outside our rules exposes Board members to loss of immunity and potential personal liability that no member of the Board should be expected to tolerate.

bscharff

May 2016

This.

lukeiamyourfather:

The bylaws don't include an executive officer to perform tasks that the board ends up dealing with. I find it difficult to imagine someone fulfilling this role in a sustainable way as a volunteer. For example me staying until midnight on Sunday to get the stuck garage door repaired, at least there are multiple people to share the load (after all the buck stops with the board of directors). There seems to be a notion that it's a huge conspiracy when in reality it's just keeping things going and it's worked surprisingly well if you look around. We're prosperous, active, recognized, and we have thousands of students in classes throughout the year.

I think EVERYONE is in favor of sharing the workload, but the problem is not having enough people to share it with.

I don't see anyone offering to help, so it seems to boil down to:

- Let the Board of Directors help with everyday tasks as they do now; OR,
- Don't let the Board of Directors do anything outside of a meeting, and watch the organization fall.

I certainly believe this thread to have many interesting points, but (being that practicalist that I am) the larger ones do not appear to be sustainable as they lack completely thoughtout solutions.

Skip to main content

Agreed! It's not like we have volunteers just lining up to assist.

Probably could have had dinner last night if there were (Still pending if I will make it tonight)

Please remember there are no employees and we are all paying to be here and most of us have day jobs as well.

mrhavens

May 2016

We have grown considerably in numbers over the last year alone. It may have been difficult to find people to step up in 2010, but in 2016, with around 1200 members, this is no longer the case. I know of over a dozen members that would be willing to step up, under the right circumstances, and if given the proper support.

Delegation is a skill that must be learned and practiced. And I'm afraid that there has been a reluctance to learning this skill when it comes to managing the space. Asking people to line up and volunteer isn't a solution. Development of people and establishing roles must be part of the process. There are several things that should be developed in our people, especially those who wish to succeed in leadership, board, officer, and chair roles, such as:

- 1. The ability to release control to others while assuming responsibility for them
- 2. The development of confidence in the competency of other members
- 3. Overcoming a fear of competition from members with more drive and/or skill
- 4. Overcoming the rationalization that its faster to do it yourself than to invest in someone else

There are so many members that would benefit from the opportunities at the Space. And likewise, the Space would benefit as well.

lukeiamyourfather ♥ Makerspace Member

May 2016

Those are excellent points Mark. One of the things I'd like to do is put more responsibility in the hands of volunteers. Mostly in my mind this is with committee chairs but it could be with something completely different like new officer positions. While there are lots of people willing to help I think you're overestimating their level of commitment on an individual level. At the moment we don't have a treasurer and we've had three people interested that later turned it down (about to be a fourth to turn it down). The workload of an executive officer of 40 hours per week which seems like salary territory and not **Skip to main content**.

lots of officers for various things. I don't really know at this point but it's certainly something to be worked on. This seems like a much better use of time than most of the other discussion in this thread.

AndrewLeCody Makerspace Member

You are **still** conflating banning a member from using the space and expelling them (removing their bylaw granted rights).

Read through the bylaws again, the only rights granted relate to having a say in how the organization is run and inspecting the books. There is no provision in the bylaws granting 24/7 access to the space or use of the tools. Therefore a standing rule can be used to determine access rights to the space without violating the bylaws.

frank_lima Competitive Robotics Chairperson

May 2016

Pointing out the difference between [quote="AndrewLeCody, post:73, topic:9303"] banning a member from using the space and expelling them

[/quote] is like pointing out the difference between Jail and Prison. Or to say it another way, the point you missed it.

The image you are requesting does not exist or is no longer available. imgur.com

The reason people are frustrated with how the the Board had used the banning and or expelling of members has everything to do with the way the Board has handled the issues. When things are done in secret (Read: without clear, written and public record) they will always appear to be unethical and wrong.

kbraby Makerspace Member

I really don't want to get in the middle of this, but there are differences between a board member doing something at the space that any member could volunteer to do, and discussing taking actions that only the board is empowered to do. I don't mind board members working individually to make the space better. (And am very thankful when they do) But board meetings that just announce what was already decided, or even just parts of the discussions that people think will be unpopular being hashed out or even partially shad news.

May 2016

The discussion and mindset is part of the information the members need to evaluate the decisions and the board members. If you think it is something that you don't want in front of the membership, unless it is part of upcoming litigation, it probably is something that should be done in front of the membership.

I will also note that the often used phrase of "banning" a member is both prejudicial and confusing. It would seem to me that discussing expulsion, which takes board action, is clearly separate from discussing a "suspension" which is more clearly temporary, and in my mind what much of the previous discussion is about.

I will also note that electronic communication between board members during meetings may be entirely unrelated, and not a breach of transparency by simply being jokes in breach of common decency, but that the perception is that negotiations are being made about which items will be approved and which ones will be tabled.

AndrewLeCody Makerspace Member

continued misconception that the standing rules are somehow in violation of the bylaws.

If the membership feels strongly about the code of conduct (which includes the temporary ban), they can change them. So far no one has presented any kind of workable alternative.

If you want to productively change things, bring solutions, not complaints. This has been a core tenant of how the space is run and why our agenda items almost alwaya include a solution section.

frank_lima Competitive Robotics Chairperson

AndrewLeCody:

This has been a core tenant of how the space is run and why our agenda items almost alwaya include a solution section.

frank lima:

When things are done in secret (Read: without clear, written and public record) they will always appear to be unethical and wrong.

Skip to main content

I'm not a fan of the "wall of shame" style disciplinary action. Regardless, I'm addressing the

May 2016

Solution: The Board should make all of its important decisions in a public and transparent way.

Agenda (edit)

Note: The normal cut-off time for agenda items is the Sunday prior at 11:59pm.

Old business [edit]

New business [edit]

Open Records (Allen Wan) [edit]

Problem: The increasing tendency to conceal information at the Dallas Makerspace assumes that the people running the show are honest. This will not always be the case. It is important for us to setup a system that can handle the unscrupulous, because one day that person will come along.

Solution: All records of the Dallas Makerspace that the Dallas Makerspace is not under a legal obligation to keep confidential (such as Social Security numbers) and is not related to access control (e.g. passwords) are available for inspection by any member.

Relevance: Having open records helps keep honest people honest. Keeping corruption and fraud at bay furthers our educational purpose as it ensures that the resources of the Dallas Makerspace continue to go towards our exclusive educational purpose.

Open Board Meetings (Allen Wan) [edit]

Problem: There has developed a tendency by members of the board to hold a private online chat during the public board meetings. This allows them to give the appearance of having a public meeting while in reality holding their discussions in private.

Solution: Electronic communications among board members who are physically present at the board meeting is banned during public board meetings.

Relevance: Keeping corruption and fraud at bay furthers our educational purpose as it ensures that the resources of the Dallas Makerspace continue to go towards our exclusive educational purpose.

Nick

May 2016

Great points @frank_lima, @kbraby, and @mrhavens

lukeiamyourfather:

At the moment we don't have a treasurer and we've had three people interested that later turned it down (about to be a fourth to turn it down).

I would like to point out a silver lining to this statement, there are now even more regular members working on our finances than any point I can remember in our past. Also, under the guidance of Allen the finances are clearer, more up to date and more transparent than any point I can remember. Seeing this has me excited for our future. The title of treasurer and the interaction with the board seem to be the issue with our treasurer position, not the willingness to do the hard work.

Thanks to everyone that made it this far down the discussion. We may not all agree, but you can at least tell we all care.

There is no real thought given to the core issue. This is not a real solution. It doesn't take into consideration collateral issues that might arise. When the space hired a lawyer or when we have sensitive issues. If you have an issue with the banning/suspension process come up with an actual solution. A process. Step by step what should happen. To my knowledge no one has come up with an alternative to the current process.

frank_lima Competitive Robotics Chairperson

May 2016

AlexRhodes:

There is no real thought given to the core issue.

Transparency is the solution for a number of different problems.

• Banning/Expelling

As long as bans are done for good reasons there is no problem however we (general membership) have very limited tools for assessing this. Transparent board meetings, communications and documents ensure that regardless of the process it is done properly and without abuse.

• Embezzlement

By having all communications and documents public minimizes the risk of this type of abuse.

• Lies and Shenanigans

We elect The Board to lead the space we need to know The Board is always making decisions on what they believe is in the long term best interest of the space. Without a public (to members) record we have no guarantee of this.

Elections

"Those who cast the votes decide nothing. Those who count the votes decide everything." —Josef Stalin

Having transparent and public ballots ensures that the votes cast are the same as the votes counted.

None of these issues have happened at the space, and I hope ever do. Transparency is not necessary when all is hunky dory but critical when abuse occurs. By baking transparency into our governance of the DMS we minimizes the risk abuse in the future. **Transparency is not about protecting Members from each other, that is what The Board is for. Skip to main content** t **protecting the Members from The Board.**

ps. https://www.youtube.com/watch?v=_Wy3zA3LxG4

This happened as I was typing this post, these are real risks.

pps. I would just like to be clear that I believe all the members of The Board are doing what they think is best for the best reasons. These rules are for protecting us against a bad apple into the future.



DanielHooper Makerspace Member

May 2016

frank_lima:

EmbezzlementBy having all communications and documents public minimizes the risk of this type of abuse.

The finances ARE inspectable by any member upon request. That is absolutely not in question.

Transparency is not finding out who voted for whom. There are many other ways to ensure (further ensure?) fair elections. If this is really such a massive issue, I suggest that we go to a secret ballot system, where each voter is identified and checked in before casting their ballot, similar to a civil election. Each member is required to put a staple through the ballot (demonstrating only one ballot goes in per voter) and it falls into a plexiglass enclosure that starts out empty. Do I think this is necessary? Hell no. But how do you satiate the paranoid?

DanielHooper:

The finances ARE inspectable by any member upon request. That is absolutely not in question.

Good point. But there are different types of embezzlement some not as obvious as others.

Kickback (bribery)

A kickback is a form of negotiated bribery in which a commission is paid to the bribetaker in exchange for services rendered. Generally speaking, the remuneration (money, goods, or services handed over) is negotiated ahead of time. The kickback varies from other kinds of bribes in that there is implied collusion between agents of the two parties, rather than one party extorting the bribe from the other. The purpose of the kickback is usually to encourage the other party to cooperate in the s Th...

Overbilling

Overbilling (sometimes spelled as over-billing) is the practice of charging more than is legally or ethically acceptable on an invoice or bill. Overbilling in the medical industry can occur when doctors seek to overcharge the government or an insurance company for the actual services provided to their patients or by charging for services not provided. Overbilling in the legal industry can occur with both large institutional clients and smaller, individual companies or personal clients. Overbilli...

False billing

False billing is a fraudulent act of invoicing or otherwise requesting funds from an individual or firm without showing obligation to pay. Such notices are, for example, often sent to owners of domain names, purporting to be legitimate renewal notices, although not originating from the owner's own registrar. This economics-related article is a stub. You can help Wikipedia by expanding it.

Sorry, image is currently unavailable.



Protect more of your memories for less

kbraby Makerspace Member

May 2016

If you want an outside example of what many people believe is a good balance between transparency and accommodations for items that can't reasonably be done in public, take a look at the Texas open meetings act. It applies to all city and state government and many city boards. It allows for specific classes of items that are disadvantageous to be discussed in public to be discussed behind closed doors, but prohibits any discussion in quorum of city business except at posted meetings. In general, the closed meeting allowances are: consultation with attorneys, discussion of potential real estate transactions or economic incentives, and matters relating to evaluation of individual employees.

Maybe it is not an exact fit, but it might be worth looking at something that has such broad use. I could see changing consultation with attorneys to discussion of current or probable litigation. After all, unlike city councils, we don't have an attorney representing us present at all meetings.

Nick

May 2016

Wow @frank_lima,

What a timely video. A fine example of a problem that would of been stopped at the start with transparency. In our current financial setup, this kind of action would be a hard thing to hide. The choice of going to QB online is a major reason for this, as we are able to all get read access and indiscretions like the ones in the video can be seen quickly, thanks again @BenjaminGroves for making the push to QB online. Also, Thanks Allen for pushing for the **Skip to main content** as possible, as now the time window for such actions to go

unreported in our system is not more than a week. So great point Frank and also a good example of transparency in our system that protects the group as a whole.

PS. If watching the video that Frank linked scared you enough to want to look at our spending records or made you want to ask who can spend DMS money? There is a list of procurement officers on the **Financial Wiki page**, I added this at lunch yesterday after @Lampy asked where he could see a list. If knowing who the procurement officers are isn't enough information, please make time to come out to the Finance Meetings on Sunday at DMS from 11AM to whenever we quit. At the meeting you can ask not only for read access to the finances, but also get instruction on how to find the information in particular that interests you.

wandrson DMS Member

May 2016

AlexRhodes:

There is no real thought given to the core issue. This is not a real solution.

What do you view as the core issue?

AlexRhodes:

It doesn't take into consideration collateral issues that might arise.

For instance?

AlexRhodes:

When the space hired a lawyer or when we have sensitive issues.

Good example, I for one had several questions that were not answered and I was shut down when I started askng them. I eventually got a couple of them answered by pestering admin@dallasmakerspace.org

These I got answered.

- 1. What is the name of the lawyer?
- 2. Was the lawyer and member of space?

These I did not and I do not see how they can be considered sensitive **Skip to main content**

- 3. What is the general reason for the hiring, ie, are we being sued, are we suing someone, or are we seeking advice on a general legal matter?
- 4. What was the selection process for this attorney?
- 5. Did the board or any officer of the space have a pre-existing relationship with the attorney? If so, please explain.

I have done a lot of business with attorneys over the years and the only one of these questions that even approach a sensitive area was #3, which **could** have been answered in a member meeting or board meeting without sufficient detail to compromise anything.

In particular, #4 and #5 are of vital interest to the members and should always be answered for any major expense/purchase the board authorizes. The reason should be obvious, but the easiest way to embezzle legally is to funnel funds to business associates, friends, and family.

AlexRhodes:

If you have an issue with the banning/suspension process come up with an actual solution. A process. Step by step what should happen. To my knowledge no one has come up with an alternative to the current process.

I believe I have added as an agenda item for the next board, but would be glad to make it more beuracratic if you like.

Member discipline records (Walter Anderson)

Problem:

In the April board meeting, records of past disciplinary actions against a particular member were used as 'evidence' to support a call for a permanent ban. This highlights the need for

these records to be available to our members, but not on the wiki or other public forum, so that members may audit the disciplinary process. Claims have been made by board members that warnings have been given that have been disputed by banned members. Without proper records, that can be independently inspected by members in good standing, there is no way to determine if our banning procedures are being used inappropriately.

Solution:

Establish that ALL disciplinary records need to be available to members in good **Skip to main content** nsure that such records are maintained in the first place.

Relevance:

There is a perception that disciplinary practices among the board are non-partial. This perception corrodes the good will among members that is essential for a member driven

organization to prosper and continue to grow.

In short, actually create a paper trail for all discipline that is dated and created **at the time of the discipline**, and like all other records it should be available for a member to inspect. With this being done, we would no longer have the issue of the reason for a temporary ban changing over time (which I believe we all have seen), we would be able to determine if favoritism was actually occurring, ie did the same act get one person banned and another simple chided.

I don't believe this is an overly burdensome request, the paperwork can be quite limited. But, as someone who has actually had employees (something the space seems to want) you need to do this for employees as well. And the reasons it is needed with employees applies to members as well. Accusations (that occur in courts) of discrimination, harassment, etc... Testifying from recollections (without paper document trail) is a very weak defence in such situations.

Tapper

May 2016

AndrewLeCody:

You are still conflating banning a member from using the space and expelling them (removing their bylaw granted rights).

The plain text of the Bylaw is easy enough to read, and your interpretation is flatly wrong.

Section 4.13 Expulsion

A member shall be expelled from the membership of the corporation for a period set by resolution of the Board of Directors after providing the member with reasonable written notice and an opportunity to be heard by the Board of Directors either orally or in writing, and upon a determination by the Board of Directors that the member engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

Note, that the 4.13 specifically names "for a period set by resolution". Thus, the bylaws **Skip to main content** remedy of timed removal of member priviledges (AKA suspension).

Further, since the Bylaws are specific, they preclude the Board from modifying access to membership priviledges in any other way without seeking a Bylaw change. The Board has zero authority to change, override, or otherwise circumvent the bylaws. Only the membership can do that, by vote.

If the Board believes that different approaches are necessary, then they should follow the procedure the Bylaws provide, and seek an election to change them. Willfully ignoring the rules of the road, is dangerous country, for the membership and the individual board members alike. At present, every time the board ignores the rules that govern it, they commit a tort against the entire membership, and sooner or later, will get called before the bar for it - to the extreme detriment of DMS as a whole.

As to the action itself, I would certainly agree that a more immediate remedy needs to be available to deal with problems that may occur. However, that remedy would not be, to turn 5 people loose and give them the plenipotentiary right to ban or suspend people on a whim, with no real recourse or appeal. That circumstance can have no other outcome, but to provoke bullying upon the members by Board members.

Right now, Board member A, who's a little full of himself, can ban you for any reason he wants, because you disagreed with him, embarassed him in some way, or just didn't kiss his ass well enough to suit him. At that point, your only recourse, is to go before his buddies, and ask them to risk getting in a big squabble with A, in order to restore your priviledges. Chances for winning your "appeal", effectively zero. And that's just bullshit. But that's the way it is right now.

wandrson DMS Member

May 2016

AndrewLeCody:

You are still conflating banning a member from using the space and expelling them (removing their bylaw granted rights).

Read through the bylaws again, the only rights granted relate to having a say in how the organization is run and inspecting the books. There is no provision in the bylaws granting 24/7 access to the space or use of the tools. Therefore a standing rule can be used to determine access rights to the space without violating the bylaws.

Andrew, you are wrong about this.

First there is another listed member right, #3 Every regular member shall have the right at **Skip to main content** inspect the physical properties of the corporation.

But even more so, the specific bylaws for member rights has the following language,

Section 4.5

Part 1

Any regular member whose dues are paid in full, is not on probation, is not a supporting member, and who has not resigned, **been suspended** or has not been **expelled** shall be considered a member in good standing. Only members in good standing shall be entitled to the rights and privileges of full membership.

Note that this includes the language suspended and expelled. In other words, @Tapper is completely correct. The boards current 'suspension' procedures are in direct violation of our by laws. Further since these procedures are in violation of our by laws every time a board member performs this act, they are in peril of legal action in a situation where they would NOT be covered by the immunity shield normally available to them.

Further, the claim that this procedure was needed to deal with 'immediate' problems has been refuted by board members own posts. If you'll have time to confer and arrive at a consensus, then you have time to follow the procedure outlined by the by laws. Especially since the only difference between the two is that the by law procedure requires the board to allow the accused a defense and the ability to have witnesses.

AndrewLeCody Makerspace Member

May 2016

Expulsion means removal of their membership and all rights. Think of membership like a bucket, in that bucket you currently have:

- Access to the space
- Access to online resources
- Use of tools
- Voting rights
- Rights to inspect the books
- Right to inspect the property (blah blah reasonable time, etc)

Only the last 3 items are specifically listed in the Bylaws as rights of membership. **Expulsion** is taking away the bucket. Suspension or **temporary banning** (as per the code of conduct) is removing some of the items (access to the space/tools) from the bucket.

If you still feel that the Bylaws need to be changed so that quick action can be taken, please **Skip to main content** ¹.

DMS Transparency and Banning Policy Reforms for Regular Member Meeting 201...

wandrson DMS Member

May 2016

@AndrewLeCody

note the post I made just before yours. You are wrong, your suspensions have the same effect as expulsions **according to the language of the by laws.**

Section 4.5

Part 1

Any regular member whose dues are paid in full, is not on probation, is not a supporting member, and who has not resigned, **been suspended** or has not been **expelled** shall be considered a member in good standing. Only members in good standing shall be entitled to the rights and privileges of full membership.

So according to the by laws, when you suspend someone you have stripped them of the exact same 'rights' as when you expel someone. In other words, when you suspended Mark and then allowed him to vote you violated the by laws. Which may be a wash, since you violated the by laws by suspending him in the first place and not using the procedure to do so as outlined in the by laws.

Tapper

May 2016

You're making a distinction, without a difference. If you can't come in the door, and use the tools, it won't make any difference to you whether you have been expelled, banned, suspended, etc. All the same same thing when the door won't open.

AndrewLeCody Makerspace Member

Sorry, you are correct. That's why the Code of Conduct calls it banning, I've edited my post to remove the word suspension. The suspension part is a left-over from a previous rewrite of the Bylaws if I remember correctly. Ideally we would have caught and removed that bit of text.

The expulsion section is not sufficient for handling issues that require immediate action. Even if the Board were to meet and waive notice, we'd still have to give "reasonable written **Skip to main content**

notice". That is entirely unacceptable to me for a number of situations such as: theft, vandalism, physical violence, etc.

I know you guys (@Tapper and @wandrson) are passionate about this issue, so *please*, work on solutions such as rewriting the Bylaws. I think there are plenty of things we could do better with the Bylaws and a rewrite/clean-up makes sense.

wandrson DMS Member

May 2016

AndrewLeCody:

Sorry, you are correct. That's why the Code of Conduct calls it banning. The suspension part is a left-over from a previous rewrite of the Bylaws if I remember correctly. Ideally we would have caught and removed that bit of text.

Well you didn't. That the text is still in there means that the rule change to allow suspensions are in direct violation of the by laws–and therefore **invalid**

As to a solution, I don't believe one is needed. As @Robert_Davidson has stated, all of the uses of this new rule were a result of a consensus among the board. If the board has time to arrive at a consensus they have the time to include the parts of the by laws which grant the accused a chance to defend themselves **in front of witnesses**

If you or the board feel the rule in needed all you need do is propose to remove the language I highlighted above from the by laws and get 2/3 of the voting members to agree at the next (June) member meeting.

AndrewLeCody Makerspace Member

May 2016

Do you really think it's workable to give someone "reasonable written notice" before removing their access to the space? Even if that person literally just walked out with a 3d printer? There **has** to be some kind of "timeout" available, otherwise we're forced to let people continue to disrupt the space for at least a few days, if not a week or more.

wandrson DMS Member

May 2016

AndrewLeCody:

Skip to main content

That is entirely unacceptable to me for a number of situations such as: theft, vandalism, physical violence, etc.

All of these are criminal activities, and do not require a suspension or a expulsion to have the police **arrest** the person and hence remove them **immediately** from the premises. This allows the time needed to perform the proper procedures.

On a side note, the board has allowed at least one member to commit vandalism (spray painting signs on the door) without any suspension or expulsion. Just to bring it back to the concerns of the equal application of the rules.

Robert_Davidson Makerspace Member

Committees are empowered to restrict access from members that have broken the rules.

Do you think they should have that right?

engpin DMS Member

Why not set up a group preferably mixed group say one or two board members, one or two people who have been banned, and one or two "normal" members to review the bylaws and rules regarding banning. We did this with the gun laws and rules. I WOULD BE HAPPY TO HELP

wandrson DMS Member

To be clear, the committee chair has the authority you mention. And it only applies to the resources under the direction of the committee, so is clearly outside of the language I mentioned above in the by laws. At the moment, I can think of no other part of the by laws that would preclude that authority.

That said, if say infrastructure were to 'restrict access' to a member to all areas under its control, that would have the same basic effect as suspension since you couldn't enter the building at that point. That would likely not be in accord with the by laws. By they could say, remove a members access to personal or project storage.

May 2016

May 2016

@Robert_Davidson You highlight the crux of the issue. I believe everyone who spends any time at the space already knows what @engpin did. It was certainly mentioned in front of members at the board meeting where you announced it.

The problem with this word of mouth is that the **reason** for the ban is not always communicated successfully, so that it appears the board is 'changing their reasons to suit the moment.'

Lampy ♥ Makerspace Member

May 2016

Ok, there is a need for the BoD to be able to remove members immediately under certain conditions. Those have been stated already but here they are again: theft, vandalism, physical violence. A written notice is stupid in this situation.

If your really want to keep the BoD from: [quote="Tapper, post:86, topic:9303"] bullying upon the members by Board members [/quote]

Then please come up with your own method of handling member discipline. You have the power to change the by-laws, change the processes. Investigate the situation, propose a solution, get enough support to make the change. Do it!

Criticism from the sidelines is easy. You elected us to help manage and run the space, let us do that or replace us.

Tapper

May 2016

I don't think it's workable. But the solution cannot be to violate the Bylaws. And today's overarching problem remains, that the current incarnation of rules (in violation of the bylaws) creates:

Tapper:

As to the action itself, I would certainly agree that a more immediate remedy needs to be available to deal with problems that may occur. However, that remedy would not be, to turn 5 people loose and give them the plenipotentiary right to ban or suspend people on a whim, with no real recourse or appeal. That circumstance can have no other outcome, but to provoke bullying upon the members by Board members.

Skip to main content

Right now, Board member A, who's a little full of himself, can ban you for any reason he wants, because you disagreed with him, embarassed him in some way, or just didn't kiss his ass well enough to suit him. At that point, your only recourse, is to go before his buddies, and ask them to risk getting in a big squabble with A, in order to restore your priviledges. Chances for winning your "appeal", effectively zero. And that's just bullshit. But that's the way it is right now.

Robert_Davidson Makerspace Member

May 2016

I would absolutely be down to discuss solutions. But it is Walters inerpretation that under no circumstances can anyone be restricted from access to the bldg. Without this.

Section 4.13 Expulsion

A member shall be expelled from the membership of the corporation for a period set by resolution of the Board of Directors after providing the member with reasonable written notice and an opportunity to be heard by the Board of Directors either orally or in writing, and upon a determination by the Board of Directors that the member engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall forfeit any and all dues already paid. All rights of a member in the corporation shall cease on termination of membership as herein provided.

So effectively we can't lock someone out even under situations such as theft, assault, drunk, destroying equipment even if they are a danger to themselves we can't restrict there access in any way until we send them a written notice.

wandrson DMS Member

May 2016

Robert_Davidson:

But it is Walters inerpretation that under no circumstances can anyone be restricted from access to the bldg. Without this.

@Robert_Davidson

Please do not misrepresent what I have written. I addressed the examples that Andrew provided and all of them are **criminal acts** and hence the board (or anyone else) can call the police and have them removed **by being arrested**. **Skip to main content** That provides ample time to follow the proper procedures to permanently expel them. It would also provide ample legal cover to immediately deactivate their rfid access.

I will also say that what *@engpin* did did not require immediate removal, nor the use of a rule passed in violation of our by laws to perform. Please don't conflate illegal acts which do require an immediate response and distastful actions which don't.

Further, while I don't believe a change to the by laws is needed, if you do, it really is the responsibility of those who believe it is need to propose a solution that is in accord with our by laws.

Robert_Davidson Makerspace Member

Please define that legal process that you speak of.

mrhavens

Our initial process was that if a crime was committed, the police were called. If it wasn't a crime, there was a formal complaint process.

wandrson DMS Member

Robert Davidson:

Please define that legal process that you speak of.

Police Department: What is the issue? Member: We are at DMS and so and so just assaulted someone, stole something, etc... please arrest them.

Robert Davidson Makerspace Member

And they leave before the police arrive?

wandrson DMS Member

Skip to main content

May 2016

May 2016

May 2016

May 2016

At that point, posting a notice to the board and turning off their rfid is perfectly appropriate and within the vicinity of being within the rules. After all, they can simply send a ticket to get the item resolved. At which point you can arrange to have the police arrest them.

Further, neither I nor likely any other member would object to suspending someone who has stolen, assaulted someone, or any other crime at the place. To date those haven't been the types of issues this rule has been used for. Please try to avoid the current political theater and conflate illegal activities with the annoyances that have been the way this rule has been applied in the past.

Lampy ♥ Makerspace Member

May 2016

wandrson:

Police Department: What is the issue?Member: We are at DMS and so and so just assaulted someone, stole something, etc... please arrest them.

OK, that's step 1

Step 2, is what we are discussing. Does the BoD have the need to then remove them temporarily? I say yes as step 1 is not always so clear cut.

Step 3, what does the DMS membership want to do now. Let the BoD propose a limited or permanent ban/expulsion. Or let members handle it? Through by-laws changes or direct action the membership has more power than the board. And if you think we are doing a bad job, then take it over.

If you want a wiki page where everyone's disciplinary action is public, go create it. Don't be surprised when we get sued.

wandrson DMS Member

May 2016

Lampy:

If you want a wiki page where everyone's disciplinary action is public, go create it. Don't be surprised when we get sued.

If you have read the agenda item I place for the next board meeting, I specifically exclude placing the records in a public forum. As far as I am concerned a note book kept in a locked **Skip to main content**

cabinet that ONLY the board have access to is sufficient as long as they allow members to view it when they wish.

Tapper

May 2016

- Appoint a CEO. Charge him or her with running the day to day activities of the space. Establish policies that provide rules and guidance for that person to obey. Grant the CEO the right to appoint subordinate officers. Delegate sufficient authority to get that job done. Require the CEO to recruit and coordinate volunteers, and expand the volunteer base. Review performance, provide advisories,
- 2. Provide that the CEO (or delegate) may discipline members for short periods, for cause. Require that any expulsory discipline must be brought before the board by the CEO, and provide the subject member with the right to be heard, and defend himself. Provide that a member may be suspended up to 2 days pending hearing (a reasonable accomodation, though not perfectly in accordance with bylaws)

This is the obvious answer, and what nearly every other non-profit our size does. The current "we don't have volunteers" argument would be a lot more effective, if the Board devoted even a scintilla of time or resources to recruiting and maintaining a volunteer corps. But there is absolutely zero effort put into recruitment. Zero. The argument is a self-fulfilled prophesy.

Lampy ♥ Makerspace Member

Do you have a short list of people that would like the role of CEO? Because it's now 5 BoD & many other volunteers (10+) running the space. Good luck getting a team together.

Funny I see a lot of volunteers currently doing what they can to contribute to make DMS better. Discounting what they are currently doing is BS.

Nick

May 2016

May 2016

Robert_Davidson

Since you joined and it's discussing authority to ban,

Do you think you deserved to be banned for what you did? Skip to main content Do you want everyone to know what you did?

My own view is there should be discretion but this thread seems to revolve around everyone want's to know what people did wrong and it should be published.

@engpin Doesn't this sound like a threat? I don't find this kind of tactic appropriate of a board member. Also if the information was in the open this wouldn't be a tactic available as you could show how you have changed or corrected your behavior and the past could be left in the past.

mrhavens

We are in luck! I believe 11 people ran for board. The six who were not elected may have the time and interest for a CEO role.

Robert_Davidson Makerspace Member

Make no mistake that is the intent of this item on the agenda it's so that I must disclose any DMS business that I have access too.

I absolutely oppose any item that excessively gives access to members right to privacy. I fully intend to follow any and all laws but the intent of this item is to me an invasion of privacy.

Tapper

I don't believe I have discounted anyone. I am one of those volunteers, and donate a significant amount of time, energy, and money to the space. And rather than throwing it back in my lap, I'll point out, that I am not a Board member.

So my question remains, what exactly is the Board doing, to recruit and maintain a corps of volunteers?

If you refuse to hunt, you forfeit the right to complain about having no meat.

wandrson DMS Member

Skip to main content

May 2016

May 2016

May 2016

... but the intent of this item is to me an invasion of privacy.

Robert, your perception of the intent is that. My intent is to ensure the board isn't committing any violations. Please don't try to conflate your perceptions with others reasons, reasons you have no way of knowing.

Lampy ♥ Makerspace Member

May 2016

Tapper:

if the Board devoted even a scintilla of time or resources to recruiting and maintaining a volunteer corps

We are now talking in circles. Each committee is chaired by a volunteer, you volunteer, procurement officers volunteer, the BoD are volunteers.

Do you want a t-shirt/uniform and specific training programs? Right now members offer their time and we appreciate it very much. DMS would not exists as it does without all the generous people volunteering their time, expertise and money.

BTW, I have to go back to being self-employed so I can afford to be a volunteer. So don't take it as a slight that I do not respond for a couple of hours.

Phil_Mangone Makerspace Member

I agree with Robert. Again, if I send a private message to Robert via Talk and it involves DMS in some way (a question/comment/concern) any member in good standing now has the right to request access to that message under Allen's proposal? I find that ludicrous from a privacy perspective - both mine and Robert's.

wandrson DMS Member

May 2016

May 2016

Phil_Mangone:

Again, if I send a private message to Robert via Talk and it involves DMS in some way (a question/comment/concern) any member in good standing now has the right to request access to that message under Allen's proposal? Skip to main content So, lets say you ask Robert, through email (or in person) a question about how something works at the space, would that be something that needs to be documented and available to members? In my opinion, no.

Lets say, you complain to Robert about my behavior to you. Would that be something that needs to be documented and available to members? In my opinion it depends. If Roberts response to you is something along the lines of "Well he is an a&*hole, but he didn't break any rules." Then, again in my opinion, the matter is left there, no documentation needs to be generated, and no need for members to know about it.

HOWEVER, if Robert feels the complaint warrants it, and 'discusses' the issue with me, in my opinion, at that point documentation needs to be created, and such documentation should be available for member review. On a related note, if Robert doesn't create the documentation (and notify me), then the incident can not be used later to justify any punishment for some hypothetical future incident.

To put another view on this lets say it is a member complaining about Tom. When you consider that we have had members who have bragged about doing things in an effort to get Tom in trouble, do you not think that Tom has a right to know who is complaining about him (instead of some vague someone said you did ...) and that he further has the right to have witness (ie, board meeting) who can view the impartiality of the accusation?

Phil_Mangone Makerspace Member

May 2016

I understand your point but Allen's proposal is so broad - "All records of the Dallas Makerspace that the Dallas Makerspace is not under a legal obligation to keep confidential (such as Social Security numbers) and is not related to access control (e.g. passwords) are available for inspection by any member.". What is a "record" and how does it get "documented". Next month under the need for "transparency" someone will claim they need to review all the emails to make sure Robert (or any other board member) is "documenting" everything correctly.

Given the size of the membership and the relatively few suspensions the BOD has doled out I'm not seeing the problem. If it becomes a problem we vote out the BOD. Are some people treated unfairly? Maybe, but it seems this proposed solution can create more problems than it solves. Do those suspended thus far really think they would be better off having all the related "records" available to all members? I'd rather take my punishment and move on than have the accusations out in public. Yes, I realize they wouldn't be published to the wiki but what prevents someone from taking this information and posting it?

Skip to main content

@Phil_Mangone

Allen's proposal is simply a rehashing of what is already within our by laws and state laws. It isn't adding anything new, but simply trying to force people to read the plain english wording.

As to bans that have been handed out, I can think of one that I believe was both unfair, and which may have caused significant financial hardship.

Tom was banned. While I was a witness and this is my personal account, there were others, many of whom spoke up at the board meeting to have the ban overturned, whom you can ask. Tom was teaching a member to cut dovetails. A new member asked her (when Tom wasn't around) if it was alright if he set-up his computer on the workbench she was using. She agreed. When Tom came back he told the member that it wasn't appropriate to take the space THEY were using. If you know Tom you know he can come off brusque, but frankly the new member was abusive in the language I heard.

I didn't follow the rest because I walked away, but Alex suspended Tom until the next board meeting (about five days). No big deal? Well my understanding is that Tom makes his living with the work he does at the space (and yes this is allowed), so if true he was essentially deprived of five days income. Would that be a big deal to you?

The point is that to date, the board has not used the suspension rule for the emergencies they claim they want it for, like theft, assault, etc... but rather issues for which the by law process was designed for,

Nick

May 2016

@Phil_Mangone thanks for highlighting your specific concerns. I hope Walter answers are acceptable to you and highlight the concerns that are being raised.

I had two section of you post that I would like to respond to as well

Phil_Mangone:

I'd rather take my punishment and move on than have the accusations out in public.

If this is how the system worked, I feel I would agree with you. However, this is not how the situation works. Currently, the board has methods in place to hide the punishment of **Skip to main content** members of the board use the hidden information to call out other

member's views. An example of this was Robert's (@Robert_Davidson) response to Jayson (@engpin) in this thread. Robert suggested that Jayson had been banned. If Robert valued the privacy of this information why would he bring it up? It seems to me that he intended to shame him again as if the punishment of banning was not enough for the miss step Jayson made in the past. Jayson's post after that was seemingly backing out of the thread under the threat.

Phil_Mangone:

Yes, I realize they wouldn't be published to the wiki but what prevents someone from taking this information and posting it?

The response to a member **intentionally** posting publicly what we all consider "**protected**" (not private) information is punishable with in the group. In most cases this may be a temporary or permanent ban. But, I would expect us to follow our bylaws in doing so. Also, individuals involved / damaged by the post may have some legal recourse against the individual for their actions.

Thanks again Phil for your thoughtful post and willingness to consider the concerns at hand.

Robert_Davidson Makerspace Member

May 2016

Nick:

example of this was Robert's (@Robert_Davidson) response to Jayson (@engpin) in this thread. Robert suggested that Jayson had been banned. If Robert valued the privacy of this information why would he bring it up? It seems to me that he intended to shame him again as if the punishment of banning was not enough for the miss step Jayson made in the past. Jayson's post after that was seemingly backing out of the thread under the threat.

Nick I did not bring him up.

wandrson:

I will also say that what @engpin did did not require immediate removal, nor the use of a rule passed in violation of our by laws to perform.

Skip to clarify for the other people and now maker spaces reading this thread we are talking in the active membership of 1100 people that have been

wandrson DMS Member

@Robert_Davidson we are talking about three people Jayson, Mark, and Tom. None of which committed acts that arose to the level to need to by pass the procedures outline in the by laws or were as serious as the CRIMES being mentioned in this thread (theft, assault, vandalism) as why we need this rule. And curiously, the only member who actually committed vandalism was not suspended because of it... So I guess vandalism isn't in the same category of urgent need (or even a problem) as theft and assault.

Oh, and those three suspensions were all in a three month period, and correct me if I am wrong all performed by a single board member?, I know at least two were performed by Alex. And curiously, before the rule in question was passed we had only one member suspended in the year prior, and that was only because he couldn't understand that all he was being asked to do was appologize for his involvement in the original silly misunderstanding...

Nick

May 2016

Robert_Davidson:

Nick I did not bring him up.

engpin:

Why not set up a group preferably mixed group say one or two board members, one or two people who have been banned, and one or two "normal" members to review the bylaws and rules regarding banning. We did this with the gun laws and rules. I WOULD BE HAPPY TO HELP

Robert_Davidson

Since you joined and it's discussing authority to ban,

Do you think you deserved to be banned for what you did?

Do you want everyone to know what you did?

Skip to main content

Required 20 characters

Robert_Davidson Makerspace Member

That's correct. As 1 of 2 people (Mark is currently suspended) that has been suspended and only after he joined the conversation as willing to help. You accused me sharing names I am only saying that I did not bring up anyone's name until after they responded to this post.

The intent of this agenda item is to allow any member to have access to records which I believe is wrong and that there should be discretion for the BOD to act in the best interest of the membership as well as the person who broke the rules.

I believe in second chances and that we don't need to publish every time a suspension is placed upon a member. (Not to say that it must always be that way there may come a time where it will be appropriate to create a naughty page on the site)

As worded this agenda item allows for no discretion and IMO penalizes members for reporting violations of the code of conduct as well as the person who was suspended.

wandrson DMS Member

May 2016

Robert_Davidson:

As worded this agenda item allows for no discretion and IMO penalizes members for reporting violations of the code of conduct as well as the person who was suspended.

Robert, this agenda item isn't changing anything about our current rules, it is simply trying to get the board to act in accordance with the current rules. In this specific thread, I discuss how the current rules would allow for a degree of anonymity (you can't anonymously accuse someone of a violation if you aren't willing to discuss it with them). But it doesn't require the creation of records, if you'll don't treat the **mediations** that the rule offers as if they were disciplinary actions.

It also doesn't allow you to treat minor, non-emergency issues between a board member and a member outside of those rules either. Here is a link to the thread I created to talk specifically about these disciplinary matters and how they apply to our current rules and by laws. So, one of the issues on the other thread is the discipline process. This seems to be occuring because of some issues about how the process is supposed to occur when members come into conflict. Here is the relevent section of our current rules: So, according to these rules, if the complaint is handled by mediation between the two parties it wouldn't be a disciplinary action and hence no record is need, since the disciplinary action must be performed by the entire board and minutes need to be...

Finally, as to yours and other repeated requests for a suggested change to allow you to deal with emergencies. Well, as Alex pointed out to me, it is too late to put an item before the members this Thursday, so next months member meeting is the absolute earliest we could have the members vote on a change to the by laws.

Phil_Mangone Makerspace Member

"The response to a member intentionally posting publicly what we all consider "protected" (not private) information is punishable with in the group."

That is exactly my concern - I don't think "we" all agree on what is "protected" vs "private". I would consider my voting selections and any private messages with a board member via Talk as "private". If I understand Allen's proposal correctly "private" would only consist of legally required (such as SSN and CC info) and passwords. Everything else would essentially be "protected" (accessible to other members in good standing) or public (such as postings to Talk). Allen's proposal is useful in that it definitely helps clarify things.

I voted in the last board election but won't vote in future ones as I'm not interested in sharing my specific votes. It will be interesting to see if member voting participation increases or decreases.

Nick

May 2016

May 2016

The separation is at the point of DMS business. If you are doing DMS business in the conversation it should be transparent. Member Voting at an election is the membership doing DMS business, Thus it should be transparent, again your personal / none DMS business communication are not under scrutiny.

Thanks for sharing your views and I'm glad you have found a solution that you can agree with.

Phil_Mangone:

I don't think "we" all agree on what is "protected" vs "private".

Private (Visible only to you and the individual you are talking to): "I like the color red."

Protected (Visible to other members who go out of thier way to watch you paint but not the general public):

"I want to paint some of my projects red at the space"

Public (Visible to the general public) "I will paint the wall of the space red."

Or to apply this gradation to a more direct topic.

Private: "Frank rubs me the wrong way"

Protected:

"Frank said some really mean things and should be held responsible for them."

Public:

"Because Frank said some really mean things we will now post his picture on the wiki along with caption 'Frank is a poop head'"

I know in my case I believe most/all of DMS business and documents should fall under the "Protected" category. Public shaming is non productive but hiding reality is also unproductive. You will notice the proposed rule change specifically categorizes all the records as 'Protected' (only visible by Member) with the exception of the Board meetings minutes that are supposed to be 'Public' anyway.

Edit:

Private things do not affect other people once something directly affects another person it is no longer private.



Definition of PRIVATE

intended for or restricted to the use of a particular person, group, or class; belonging to or concerning an individual person, company, or interest...

Skip to main content

Tapper

May 2016

Allen's agenda item does no more than require DMS to comply with State Law, and it's own bylaws. That's all. Whether you like it, approve of it, endorse it, or hate it - it's still the law.

You can opt to field a bylaw change to the membership, and address our internal rules, but State Law is what it is. And with good reason. It's reasonable to expect organizations, which have been given non-profit status and exempted from paying taxes, to operate with a very high degree of transparency, to ensure they are what they say they are.

Board members have an absolute fiduciary and legal duty to ensure that DMS operates within the law. Every Board member should already be aware, that you are required, in every decision you make, to pass the "Care, Loyalty, and Obedience" test that determines whether you can be held personally liable for your actions as a Board member. Willfully and knowingly violating the Law, or the Bylaws, flunks all three tests.

So I guess if your personal opinion on whether this info or that is "private" trumps your fiduciary duty to obey the bylaws, you won't be complaining if someone sues you for it, wins, and the costs all come out of your own pocket (D&O policies do not cover you when you knowingly violate rules, and providing an attorney for you would constitute enurement, since the space can hardly indemnify someone for violating the law or their fiduciary duty).

It's your ass.

wandrson DMS Member

May 2016

Phil_Mangone:

I voted in the last board election but won't vote in future ones as I'm not interested in sharing my specific votes.

Sorry, you feel you need to do this. I can for see, assuming we take the time to plan the vote out accordingly, that we could have a truly anonymous vote in future elections, but I can't see anyway to do that with an electronic proxy (or any kind of proxy) system.

If you had an in person meeting, where the person verifies their voting rights and is given an official ballot. The ballots could be anonymous at this point. Then you have any member **Skip to main content** \Rightarrow (excluding candidates or similar) do the counting, then you can have a reasonably secure vote. I would be glad to create a proposed modification to the by laws for consideration next month if you think this would address your concern?

The problem with this past vote, is that Andrew was adamant that he wanted us to have predominately a electronic vote using the historic system. The very nature of that system means it is easily compromised.

wandrson DMS Member

May 2016

frank_lima:

... with the exception of the Board meetings minutes that are supposed to be 'Public' anyway.

Actually board meeting minutes are not needed to be public. They must be viewable by members, but not the general public.

wandrson DMS Member

May 2016

frank_lima:

Private things do not affect other people once something directly affects another person it is no longer private.

There is an exception to this as well, and is covered in our rules (not bylaws). The current conflict resolution rules allow for the use of mediator between two members. The mediator DOES NOT need to be a board member, but apparently usually is. The problem is the board member must remember that in this role they are not a board member or even officer of the corporation, but simply another member. If the conflict is resolved at mediation and not escalated to a formal complaint, then it is (and should be) a private matter between the three individuals. Note that this means the board member MAY NOT use the mediation as justification for future punishment or even consider it when dealing with either of the two members in the future.

engpin DMS Member

May 2016

Don't forget Ralph mind you **Skip to main content**

This is the most rules-lawyered, my-very-specific-tunnel-vision version of a good solution imaginable.

You have about 4 people who feel they've been slighted, and they're going to take it out on everyone else by coming up with awful non-solutions to non-existent issues, and make you argue against shifting sands until the end of time.

The proposed requirement of TOTAL openness is a threat, and I believe it is retributive in nature.

This is f*ked up ya'll.

Put it up for a vote and shut all this down.

frank_lima Competitive Robotics Chairperson

May 2016

DanielHooper:

The proposed requirement of TOTAL openness is a threat, and I believe it is retributive in nature.

A threat of what, being held accountable?

DanielHooper:

non-existent issues

Clearly an issue does exist otherwise this would not be a recurring topic of discussion.

DanielHooper:

Put it up for a vote and shut all this down.

It is coming up for a vote on Thursday (2016/05/12) at 8:00PM.

bitta

May 2016

Skip to main content

IDEALLY... The election would have been tallied by a tellers committee that is made up typically of 3 members of the organization who are not running for office or currently holding office. The tellers will count and tally the ballot and present the result after balloting has closed. The result is then announced at the ongoing or following meeting if the ballot closed outside of meeting hours. At that time there is an question placed on the floor to see if there are any demands for recount or complaints. If hearing none, the chair of the tellers' cmte will request to destroy the ballots. This is done to ENSURE the secrecy of the ballot. There SHOULD be NOTHING on ballot that allows it to be tied back to the member who cast it. Since voting online is not completely secret because of IP addresses, although there are voting sites that do their best at it, AS LONG AS MEMBERS ARE AWARE before they do that if they choose to vote online, the immediate secrecy of their ballot is not guaranteed, they should be given that information beforehand. Even then, after the balloting has closed and results tallied, online ballot information should be deleted just as paper ballots would be destroyed.

Any Member in good standing can witness the tellers tallying the ballot.

The window for requesting recounts or filing a complaint about the tally is typically short. That boat has sailed.

Having the corporations records and books available for inspection, means that a member with valid cause or request can look at them, however, they are not to be taken from the possession of the officer entrusted with them. If you want to audit the financials, then the Treasurer needs to be present. Typically, all new bills, payments and correspondence should be available for inspection for a short period following a Membership meeting. If a Member wants to examine past records, then they set an appointment to meet with the appropriate Officer. Inspecting them is NOT the same thing as making them public or publishing them.

Ballots are NEVER part of a corporation's records because they are not around long enough to be made so as they are normally destroyed after the results are accepted. So, there SHOULD be no ballots around to inspect. However, if you want to see WHO voted in the election or how many Members voted, that IS part of the record just as how many ballots were cast would be - and those numbers better match - but never HOW Members voted. A balloted election of Officers or balloted vote to accept/amend Bylaws is DIFFERENT than regular voting.

bitta

May 2016

Skip to main content anization to know HOW individual Members immediately effects the outcome of the ballot and is unfair to the Membership.

wandrson DMS Member

Bitta, corporate votes are not by secret ballot. Proxy votes are never considered secret (talk to me in person and I would be glad to describe the case law examples.) Most of the votes were by proxy. All ballots had member name so they could verify the voting status.

As to proximity to election, I made the request within 24-48 hours of the election. The issue about ballots for our election process not being secret was raised in the January board meeting where the election was arranged. It shouldn't have been a surprise to anyone.

bitta

Corporations can and do vote by secret ballot. Most often, proxy votes are handled by mail to a proxy designee because of the inability of maintaining immediate secrecy with online voting. However, ballots cast by Members or their proxies in person, via mail or online, following tabulation and acceptance of results in a Board Election or vote to accept/amend Bylaws, should be destroyed and not made part of the corporation's records.

We're talking about both. Folks voted in person and online. I understand that there is no guarantee of secrecy in online voting - I stated that already.

When voting in person, a voter's name should NEVER be on their ballot. You verify their right to vote BEFORE you hand them a ballot.

Voting by proxy does not completely invalidate an expectation of ballot secrecy. If I give you my proxy in writing to cast my vote, you'll know how I voted ONLY because you cast it. Equally, I have no way of knowing if you cast the ballot the way I wanted it cast if I told you to vote a certain way. However, I could have given you my proxy and told you to vote your conscience. That's the risk I take as the principal casting a vote by proxy and why the level of trust and/or neutrality of the proxy designee is important.

I understand that you're saying you think ballots are part of the corporate record and as such you want to examine if the vote on the logo and re-tally the results because you think they are wrong. I'm sorry, you have no right to know how I voted unless I tell you myself. As far as my vote not being secret because I chose to vote online by proxy, means how I wanted my proxy to vote would obviously have to be known by my proxy - that does not mean that anyone else has a right to access that information.

Skip to main content

May 2016
I'll agree, the election P&Ps at DMS probably need a good going-over and the annual meeting was held at best in a hippie-level casual manner. However, if how individual Members voted is made available for inspection either by presenting actual ballots or proxy documentation reflecting voting intent, I'd imagine the DMS lawyer is going to be a busy guy.

wandrson DMS Member

May 2016

bitta:

I understand that you're saying you think ballots are part of the corporate record and as such you want to examine if the vote on the logo and re-tally the results because you think they are wrong. I'm sorry, you have no right to know how I voted unless I tell you myself.

That is my understanding and it has been confirmed to be consistent with Texas law by my attorney. Further my attorney has identified case law in Texas which supports my position.

You do misunderstand my position though. The verification of the voting results is not because I think they are wrong, I don't, but because I want members to understand that they can and should indepently verify such result to help prevent someone unscrupulous in the future from cooking the books.

The board is currently controlling \$500,000+ in revenue. That is sufficient insentive to attract the unsavory individuals at some point in the future. Without proper oversight, using that revenue for personal gain is riddiculously easy, and can be done in ways that are extremely difficult to detect during audits.

Robert_Davidson Makerspace Member

Are you able to provide this case?

wandrson DMS Member

Yes, and I mentioned to Eric last week what the case covered, home owners associations in Texas. Since it wasn't OUR type of non profit, I don't think YOU will find it convincing so frankly no I am not going to give you the results of my attorney's work product.

Skip to main content

May 2016

As I have explained repeatedly, my purpose here is to ensure that members have the ability to perform their role as proper oversight of the board, this is why I rejected you initial response that it was my (as a member requesting the information) to prove that I had legal authority to request what I did. That is not a precedent I am willing to allow to occur. It places those members without the resources to have an attorney conduct such research at a significant disadvantage.

The text of the law is clear and simple. Your attorney, and you, are attempting to say it means something other then its plain english meaning by claiming it refers to financial records. However, if you were correct then the part a few paragraphs down, which specifically refers to the publics right to view a non-profit corporations financial records would make the paragraph he is trying to redefine superfluous, since such records are available to everyone.

It should be noted that the DMS attorney did not in fact render an opinion that DMS is not obligated to provide access to these records, his summary of what he did find is

As outlined above, I have not found any statutory authority in Texas or in the Dallas Makerspace bylaws that directly addresses the issue of production of ballots for inspection. I like your idea of telling the inquiring individual that you are not aware of any authority requiring you to honor his request, and then inviting him to produce such authority.

He arrived at this understanding by ignoring the plain English meaning of the text and further attempting gerrymander the meaning to restrict it to only financial information, much like you did in your initial response to me, despite the fact that financial information was already made available to the general public in language a few paragraphs down.

As I said, I will not allow the precedent, which would place undue burdens on members, to be set. I had my attorney prepare the material, so that it can be included in a formal request package to the Texas Secretary of State to review the decision if/when the board rejects my request. If we are incorrect in our understanding, and you are correct, the Secretary of State will undoubtedly confirm that. Either way, the answer will be clear and an established precedent that will be unassailable in either direction.

Tapper

May 2016

There's a vast difference between what you think should be fact, and what really is fact.

Skip to main content majority of voting by mail, since it not only serves as due notice, but also neips avoid quota issues, and reduces the reliance on proxy votes (which are a

frequent source of lawsuits).

Some destroy ballots, some don't. But I've never seen or heard of one that used secret ballots, because it really doesn't make sense in an election for a public corporation. Secret why?

I understand the desire to keep votes secret here, mainly because folks don't want their friends to know they voted for someone else. That's fine, but we are a public corporation, and must follow the law - it makes no difference at all what we think, wish, or pray to Buddha for.

Walter wants to verify the election results. What possible reason exists, that says the membership shouldn't be able to verify that the election was counted fairly, that only valid voters voted, and that the declared winners are, in fact, the actual winners?

wandrson DMS Member

May 2016

Tapper:

Some destroy ballots, some don't.

You can destroy ballots, after a required period of time (varies by state), if no challenges come or request to inspect the vote. It is one reason, I formalized my request about a month ago, shortly after the election. Until a resolution is achieved on such requests, the ballots can not legally be destroyed.

bitta

May 2016

wandrson:

And to clarify for those that may be confused, here is what I have requested and WHY

I wish to see the voting records, meaning whom voted for which candidates and how they voted on the logo issue. The reason is to provide a double check of the count and the accuracy of the vote.

I have had nine people tell me how they voted (before I made this request), I can compare those votes with how they were recorded (it was a mix of proxy and in person votes). I also plan on simply checking the count. I believe this is sufficient for the past **Skip to main content**

election, because frankly at worst there might have been a miscount of one or two (easy mistake to make), but likely not even that.

If you don't think the vote is incorrect, then why do you think the accuracy of the tally needs to be verified?

wandrson DMS Member

May 2016

Bitta,

I am seeking to establish a clear precedent, so that members are aware that they can and should verify votes. In my opinion, we still use processes from when the organization was much smaller, that are easily manipulated. In my experience if a system can be manipulated, someone will do so for personal gain at some point.

And to be clear, I don't think that has occurred YET, I also think it likely the vote talley is correct, but it isn't terribly unlikely that a mistake (or bug with the software system) could have made a difference in the count. For two years in a row we have had a difference of a single vote between the fifth board member, and the sixth who didn't make it. That means even a single blip in the count can have a difference. And before anyone continues to accuse me of trying to change the outcome, I voted for both Eric (the fifth) and Chuck (the sixth). In fact the only board member I didn't vote for was Robert, whom, given the ranking would require a lot of 'blips' in the voting record to have not been elected.

Lampy ♥ Makerspace Member

May 2016

wandrson:

I don't think YOU will find it convincing so frankly no I am not going to give you the results of my attorney's work product.

You wanted Robert to share the opinion of DMS's lawyer so everyone could evaluate the validity of DMS's stance. Yet you would not do the same with your lawyers opinion. Instead you are threatening to file a complaint with the State based on an agenda item so broad it's not possible to comply. Would it not be better to have the lawyers reach an agreement how state laws impact DMS's operations. Instead you may destroy the very organization you want to protect.

Skip to main content cords at all, we need to figure out what that list is and how best to comply. Arguing who s lawyer's male parts are bigger is not helping anyone, especially

DMS. Member's please come out and participate in the discussion.

wandrson DMS Member

May 2016

Lampy:

You wanted Robert to share the opinion of DMS's lawyer so everyone could evaluate the validity of DMS's stance. Yet you would not do the same with your lawyers opinion. Instead you are threatening to file a complaint with the State based on an agenda item so broad it's not possible to comply. Would it not be better to have the lawyers reach an agreement how state laws impact DMS's operations. Instead you may destroy the very organization you want to protect.

@Lampy

Sharing the DMS attorney's opinion, which we ALL paid for is a perfectly reasonable request. However sharing the opinion and work product of an attorney that I alone have paid for is not. Further as I have said, if the opinion does sway the board, it sets a precedent that it is up to a member to do (or more likely pay for) the legal research before the law is followed, as Robert requested I do in his initial response to me. That is not something I am comfortable allowing to happen.

As to the perception that I am making a threat, I am not. I am simply stating that I will take this request to the next level in the process. Much like I escalated it to a board vote when Robert denied my request–it is just part of our legal process. I will also note that making a formal request from the Secretary of State is the more benign of my options. In normal practice the next step would be to file a civil tort, but that would waste considerable resources on both DMS' part and my own. While I have a retainer to burn through, I don't want to cause DMS funds to be so wasted, hence the request to the Secretary where it may well be a new board next year before we hear an answer.

Finally, I have been participating in the discussion, he\$\$ I started the discussion. Frankly, the issue was put before the board in January by Allen (another attorney BTW) who laid out that the votes were NOT secret and the system needed to account for that. It was part of the discussion of the problem with the online voting system we used previously. Frankly, when I left that meeting I expected the votes to be tallied in the meeting minutes. It was specifically mentioned that when using the online system as a proxy instead, that it needed to be able to tie the specific voter to each of the recorded votes.

Skip to main content am only needing to escalate this because Robert and after the next meaning in the board votes to reject my request, have ignored the plain English meaning of

the law cited, not to mention our by laws (which basically duplicate the language). Frankly, we shouldn't have needed for DMS to consult an outside attorney in the first place, but when they did it should have at least been for actual research (reading and interpreting the web accessible by laws and state statute isn't legal research). It took a law clerk in my attorney's office less then an hour to find the case law I mention.

When it was clear that wasn't the case, votes in meeting minutes, I made the request to inspect.

bitta

May 2016

Wow...do you realize you just called me delusional?

Why does Walter's right to second guess the tally after the fact, when he admits he thinks the results are correct, override the voting Membership's right to protection against voter harassment and intimidation?

BenjaminGroves

I have always considered my votes to be private. I feel that is the common sense in our DMS culture, that member's privacy is protected. @bitta calls it out well with the comment of voter harassment and intimidation. Like @Phil_Mangone, I will not seek voting rights until I can reasonably expect my information and voting record to be secure. I am a paying member, I have provided a great level of service to DMS over the past 2 years, and now I feel that I am being blocked out from participating in the direction of our organization over legal arguing. Well played lawyers...

To me the culture of DMS, *the membership*, is paramount to our organization and success. More important than our educational mission, because we would still survive (thrive) without the 501c3. Without membership, we are a footnote on a website. I believe in doing what is right legally, but the impact of membership as a whole must be considered and worked out. A portion of the membership could very well be disenfranchised outcomes and move on.

The argument over transparency is not very different. There are already checks in place. If a board member turns on DMS, there are four others who will notice. I believe in financial transparency, and tried my best to offer such in my term. I applaud Allen's efforts in advancing and improving that information to the Committee Chairs and membership.

Along the lines of privacy not everything the Board Deals with should be public, especially

Skip to main content ^e

wishes ior discretion to protect persons who are suspended (I say this because

"banned" sounds permanent). And in the past these actions were only used when saying "please" was not working. If record of the offence is open, it will wind up here and face the same drama-hungry, snake-pit, firing-squad that is these forums. In the end it distracts the already overworked Board from their tasks at hand. As Ken said; the Board was voted in to manage our organization, please let them do their job. Facilitate where you can instead of bringing up more issues that they have to drop what they are doing to deal with.

@wandrson - If you are citing legal precedent that you have reviewed with your lawyer, I think it behooves your argument to provide the information for others, including @Robert Davidson. Otherwise, its just words like the rest of ours and not as binding as you may wish. By stating the precedent you cite may be dismissed because it is a different type of non-profit, draws a very big concern. If you find the information relevant to your cause, by all means pony up sir.

wandrson DMS Member

bitta:

Why does Walter's right to second guess the tally after the fact,...

First, it isn't my right, it is the right of every member. And that is granted by state law. The reason for which is that corporate election has a long and storied history of being run fraudulently. They are a popular way for the unscrupulous to gain access to large pots of money.

mrhavens

I have a question.

Would it be possible for a suspended member to request and receive their own disciplinary records?

If so, what is the process?

wandrson DMS Member

@BenjaminGroves

Skip to main content re within DMS. It has, and will continue to, evolve over time. My understanding is that when much smaller, the board was effectively powerless, because

May 2016

May 2016

whenever they voted on something the members would vote to overturn it at the next member meeting. That clearly is no longer the case. The board is currently controlling roughly \$500,000 in revenue annually, and the way they have been conducting business would allow an unscrupulous board member to siphon that money off. We need systems in place to prevent that.

With a properly designed election process, secret ballots are legally possible; however, we didn't have such a process. Further, our insistence on using a proxy system for the majority of voting means that in no situation are those proxy votes every legally considered secret. With your IT background you are well aware that multiple DMS members have the ability to examine those votes already.

Further, the simple proxy system that we used wasn't put in place until four-five weeks before the election-because there was a deal of debate over how Andrew was going to implement it. The concerns about our election process were raised by Allen at several previous elections, yet the board did nothing. Indeed the board claimed in January that this was the first time they had heard Allen's concerns. A claim that was disputed by several members in attendance (including one who is currently a board member).

I wasn't around for those elections, I have no standing for them. I have been around for a year and watched what is now a large organization continue to use ad hoc and frankly multiple practices of questionable legality. The excuse is that we are a volunteer run organization. While true, do you think that you could have used that excuse with the IRS if they had found major mistakes on a DMS tax return you filed?

The fact is that we are a Texas corporation and are playing in a field where we are expected and **required** to follow the law. Despite the accusations, I am not doing this for any personal reasons, frankly I can't imagine what some of you think I could have as a personal reason since this isn't any more fun for me that it seems to be for you. But the truth, which seems to not being accepted, is that by insisting that we start complying with the law, I am both protecting DMS as a whole, **and the board in particular.** They are the ones most at personal risk when they act in violation of the law.

Finally, concerning my attorney's work product. I have given my reasons and I will not allow Robert or anyone else to create a precedent that places undue burden on our members when attempting to perfom their duty in keeping an eye on our board, officers, and the general conduct of the corporation. I don't expect you or anyone else to take my word as binding. That is why the law offers the recourses that it does. The boards mandate is also not binding, when they act in violation of State Law and/or our by laws.

Finally, you are now seeing me act in a manner that occurs when more then one board **Skip to main content** onal attacks from his first response to me; insinuations about my

reasons for doing this, (especially when I have clearly stated those reasons countless times), derogatory allegories, etc. If the board had adhered to our primary rule, be excellent to one another, we could have conducted this discussion like reasonable adults. Unfortunately the board and its Secretary has chosen to make this personal.

And if you want an example, feel free to re-read this thread. My OP was simply calling members attention to agenda items placed on the member meeting by Allen before Robert stepped in with his ad hominum's. Frankly, I thought the election issue was a separate one since, the crux of Roberts claim is such that Allens language would still have not changed his claim concerning the voting records. After all Allen's proposals are simply that we follow our existing by laws and current state law. For the voting records we were already in disagreement over what State law means.

I am attempting to make this as painless as possible for all involved, including those resorting to personal attacks, despite what people choose to believe. I am simply insisting that we follow the law. And much like the faulty beliefs people had about the privacy of their names and mailing addresses, we need people to understand that just because they believe something is (or should be) private doesn't mean it actually is. Its kind of like how the board lectured us at its last meeting that we as a corporation have no obligation to allow our members free speech. While true, it certainly wasn't a palatable response to those given it.

Tapper

May 2016

bitta:

If you don't think the vote is incorrect, then why do you think the accuracy of the tally needs to be verified?

For the same reason you don't wait until you have a flat tire, to put a spare in your trunk.

Tapper

May 2016

wandrson:

But the truth, which seems to not being accepted, is that by insisting that we start complying with the law, I am both protecting DMS as a whole, and the board in particular. They are the ones most at personal risk when they act in violation of the law.

Skip to main content

This is the crux of it. What we have is a bunch of people with no legal experience whatsoever, arguing and accusing because they want to defend their friends (or impress board members). But the simple truth is, by allowing a situation to exist, which could result in personal judgments being rendered against our friends and board members for unknown amounts of money, you do them no favors. Just the opposite, by arguing in favor of ignoring the law, you place each and every Board members' personal financial future at stake.

The Dallas Makerspace is new. What exists today, was a first blush attempt at establishing a governance for a very new thing. Does it surprise anyone here that it needs some tuning up? That the first attempt by inexperienced people may have missed a few important things?

Are you willing to bet your friends future that it needs no change?

DanielHooper Makerspace Member

Tapper:

Are you willing to bet your friends future that it needs no change?

How noble. It seems very few of those you're so concerned about are very happy with the extreme viewpoints being pushed in this campaign.

Tapper

That's possibly because none of them have spent 25 years providing legal support and management for Boards, Commissions, and Councils. Seeing is believing.

I'll note for you, that none of the people raising this issue and pushing it, are engaging in anything but intellectual argument based on their own knowledge and experience. You, on the other hand, have repeatedly posted nasty snarky little replies that contain no facts, but are long on insulting tone. I would request, that if you have something to add to the discussion, then offer it in the spirit the discussion requires - intellectual debate based on facts. It isn't necessary to be nasty, and it isn't productive.

DanielHooper Makerspace Member

May 2016

May 2016

And a few other people who were being unmitigated dicks who got called on it and punted for a week or two.

And this is definitely not about trying to second-guess everything that comes across the BoD's plate, open every detail for discussion, and generally make life difficult for everyone.

wandrson DMS Member

May 2016

DanielHooper:

This is totally not about Allen being able to find out who voted for him.

Again, you prove @Tapper point. For your information, Allen raised this issue starting YEARS ago. And I personally witnessed this when it was explained to the board during the January meeting where the arrangements for the election were made. Well before he threw his hat in the ring.

The only member, I have seen on this thread being a dick is you with your snarky behavior. Given your youth, it will undoubtedly come as a surprise to you, but many of us older folks have seen groups fall prey to theft, graft, and other forms of corruption more time then we like. If you want a nice current example, ask yourself how well the wounded warrior project is doing with the scandal their leadership created.

In my experience, such behaviors do not come to the surface full grown, but grow from the best of intentions. Usually as a result of taking the easier path on things because all of that beauracracy is just a pain in the nether regions.

Kentamanos Makerspace Member

May 2016

wandrson:

And I personally witnessed this when it was explained to the board during the January meeting where the arrangements for the election were made.

I honestly have zero recollection about any discussion that everyone's voting record would be made publicly available. I am sure I also would have wanted to discuss this facet then, but perhaps I missed this point embedded in a long dialog.

- Skip to main content

Kentamanos:

I honestly have zero recollection about any discussion that everyone's voting record would be made publicly available.

They weren't to be made publically available, but Allen was clear that voting records were not secret, and offered at the time to provide the citations for the board. I don't recall the details of the discussion, but I left that meeting with the impression that the meeting minutes for the annual meeting would include the information.

P.S. This is why I believe we should audio record the board meetings as a supplement to the summary meeting minutes we currently produce. As another example, If you recall the meeting where I raised the concern about the childish behavior of three members, we had a 15-20 minute discussion among those present, and I asked that the board vote on a resolution basically saying that such behavior would not be tolerated in the future. I recall you'll voting, but since I was ill for the next meeting I didn't review the meeting minutes until the following month. By then, it was too late to note that the minutes for that item 'Item tabled.' were not an accurate reflection of what I recall occurring.

rablack97

Anybody every stop and think all of this kinda takes the fun out of being a makerspace member?

I'm just guessing here, but if Allen did bring this up years ago, and nothing was done about it, why is it such a big deal now? How was this election any different from the past elections...just curious.

Tapper

I understand that, but the reality is, if we only focus on having fun, this place won't last long, and then where will we be?

rablack97

lust my observation, but at this rate, there won't be any fun. Just a bunch of arguments and Skip to main content

May 2016

May 2016

I just don't how how you prevent board members from messenging one another, during, prior or after a meeting.

They could have their own hangouts forum now and be discussing things, who knows. I mean a few of these committees have hangouts to keep comments and agenda's away from the board members.

So its a catch 22, picking and choosing where you want and dont want privacy.

Did DMS not grow to where it is today due to private messenging and invisible ballots? My thoughts are somebody somewhere was enjoying what they were doing, and nowadays EVERYTHING is a problem and or an argument.

Maybe the solution is reflect on why you joined the makerspace and not so much on how to keep it running. Too many chiefs, not enough indians.

Tapper

May 2016

I think it's a much larger issue than that.

Personally, I'm a believer. I want to support the concept of community making, and see Makerspaces, in general, grow and flourish all across America. I believe DMS, and other groups like it, are fulfilling an absolutely critical need for our Country, and for people of all sorts, who simply cannot afford to invest the sorts of money into tooling that allows them to become proficient, invent, or pursue their artistic desires.

Right now, we are the largest, and arguably most successful space. What we do, is likely to be seen as a model for those that follow. I believe it is important, that we do it the right way, and create a model other groups can follow. How we govern ourselves, is a huge part of that.

Are we intending to create an organization from whom theft, embezzlement, and corruption is easy?

Do we want to set a good example?

Do we want to protect our Board and membership?

Do we want to manage our money well?

A drug addict takes his shot, because it makes his day nice and easy and pleasant. But sooner or later, it will also kill him. Being ethical and responsible isn't easy or convenient, **Skip to main content** to do, and necessary to survive.

rablack97

I can't compete with your verse my man, you speak alot of truth.

Tapper:

Are we intending to create an organization from whom theft, embezzlement, and corruption is easy?

Do we want to set a good example?

Do we want to protect our Board and membership?

Do we want to manage our money well?

I agree with you on all of this, but some of banter on these forums projects neither the right nor wrong but more of a what i think should happen on this day at this time.

Hopefully it all works out and the topics you speak of are the real intent.

New & Unread Topics

Торіс	Replies	Views	Activity
Reminder: Open DMS officer positions	0	107	24d
Please be mindful when using the restroom sinks	3	124	21d
Mitch Cerroni is OK	0	113	16d
Artist studio space at the Space maybe	17	343	13d
Continued Call for Assistance - Officers and Coordinators (Marketing) Skip to main content	0	75	14d

Want to read more? Browse other topics in or view latest topics.

D Powered by Discourse