

Motion to the Board of Directors

Dallas Makerspace

SUBMITTED BY _____, Director

MEETING DATE _____

SUBJECT Engagement of Legal Counsel for Bylaws Review, New Director Onboarding, Candidate Bylaws Requirement, and Oath of Office

Motion

I move that the Board of Directors of Dallas Makerspace adopt the following resolutions:

RESOLVED, that the Board engage qualified legal counsel — preferably an attorney with demonstrated experience in Texas nonprofit corporate governance (e.g., a Chief Legal Counsel or equivalent practitioner) — to conduct a comprehensive review of the Dallas Makerspace bylaws and applicable governing documents; and further

RESOLVED, that said counsel shall prepare and deliver, in plain language, a formal briefing and written summary of the bylaws to each member of the Board of Directors, with particular emphasis on onboarding newly elected or appointed directors, covering fiduciary duties (duty of care, duty of loyalty, and duty of obedience), conflict-of-interest provisions, indemnification, voting procedures, quorum requirements, and any other provisions counsel deems material; and further

RESOLVED, that effective upon adoption of this motion, **every candidate seeking election or appointment to the Board of Directors of Dallas Makerspace shall, as a condition of candidacy, complete a bylaws review and acknowledgment session** — delivered or certified by legal counsel or a counsel-approved designee — and shall sign a written acknowledgment that they have read, reviewed, and understand the bylaws and their fiduciary obligations before their name may appear on any ballot or be formally appointed; and further

RESOLVED, that all sitting and future **Directors and Officers** of Dallas Makerspace shall, upon election or appointment and before assuming the duties of office, take and sign the Oath of Office set forth below; and further

Oath of Office — Dallas Makerspace

"I, _____, do solemnly affirm that I will faithfully and impartially discharge the duties of the office of _____ (Director / Officer title) of Dallas Makerspace to the best of my ability.

I will uphold and abide by the bylaws, policies, and lawful resolutions of this organization, and the applicable laws of the State of Texas and the United States.

I will act in good faith and in the best interests of Dallas Makerspace and its members, exercising the duties of care, loyalty, and obedience required of a nonprofit director.

I will avoid conflicts of interest, disclose any that arise, and hold confidential all matters entrusted to me in my official capacity.

I accept the responsibility of this office freely and without reservation, and I will conduct myself in a manner that preserves the trust placed in me by the membership of Dallas Makerspace."

Signed: _____ Date: _____

Witness (Secretary or Presiding Officer): _____

RESOLVED, that the signed oath and signed bylaws acknowledgment shall be retained by the Secretary as permanent records of the corporation; and further

RESOLVED, that the President (or their designee) is authorized and directed to solicit engagement proposals from qualified counsel, negotiate reasonable fees within a budget not to exceed \$_____, execute an engagement letter, and schedule the first bylaws training session for the Board within _____ **(60 / 90) days** of adoption of this motion; and further

RESOLVED, that this process shall be repeated upon any material amendment of the bylaws, and that a refresher session shall be offered to the full Board no less than **once per term year**.

Rationale (for the Record)

1. Several directors have joined the Board without a formal, uniform grounding in the bylaws or in Texas nonprofit fiduciary standards.
2. A counsel-led review protects the corporation and individual directors by ensuring decisions are made with full understanding of governing documents and legal duties.
3. Requiring candidates to review the bylaws before standing for election raises the quality of governance and reduces onboarding friction after elections.

4. A formal Oath of Office memorializes each director's and officer's commitment and creates a clear record of acceptance of fiduciary responsibility.

Motion Record

Motion made by _____

Seconded by _____

Vote For _____ Against _____ Abstain _____

Disposition ☐ Adopted ☐ Adopted as amended ☐ Defeated ☐ Tabled