**Dallas Makerspace Secretary’s Office**

**Secretary appointment as officer**

Dallas Makerspace’s Board of Directors appoints the Secretary and is the only body that can remove the Secretary for cause, which is done by a majority vote of all Board members after considering material facts and circumstances.

The Secretary is an executive, corporate officer and will be indemnified and protected by Dallas Makerspace just as a Board member would be.

The Secretary’s term begins upon appointment and will last until the sooner of Board removal or 45 days after the next Annual Membership Meeting.

The Secretary and the Governance Group, which the Secretary heads, will not have the authority to sign checks, pay or receive money through automated clearing houses, wire money, or have any authority over Dallas Makerspace funds, unless directed by the Board or expended for the Governance Group’s operations.

**Secretary’s duties and authorities**

The Secretary heads up the Governance Group. The Secretary creates and enforces rules and procedures that govern this group. The Secretary may delegate proscribed functions of the office to members of the Governance Group as necessary.

Primary duties for the Secretary:

* Creation and maintenance of Organization meeting (Board, member meeting) minutes
* Managing the creation of agenda items for Organization meetings
* Serve as Parliamentarian during meetings of required
* Collect and post committee meeting minutes
* Serve as the custodian of records for the corporation
* Respond to governance and compliance-related questions from within and without the organization
* Manage governance compliance requirements with governmental agencies

As an executive, corporate officer, the Secretary is empowered to act as Dallas Makerspace’s agent. Thus, the Secretary can act on Dallas Makerspace’s behalf by signing governance/regulatory compliance-related documents and records. The Secretary is authorized to pay up to $500 per year of Dallas Makerspace’s money for such purposes without Board of Directors approval if necessary, which the Board shall authorize after-the-fact once deemed appropriate for such purposes.

The Secretary may audit committee meeting processes to ensure proper governance and operating procedures are followed as established in Dallas Makerspace’s bylaws and standing rules as defined by the Board of Directors.

The Secretary will be granted access to Dallas Makerspace’s books, records, and premises in order to perform audits as well as respond to records requests as defined in the Dallas Makerspace’s bylaws.

**Governance Group**

The Governance Group consists of the Secretary as its head, ex officio members, and appointed members:

* Ex Officio members: Dallas Makerspace Officers
* Appointed members
  + Granted full participation rights
  + May be appointed or dismissed by the President without cause

The Governance Group’s responsibilities include:

* Dallas Makerspace governance
* Development maintenance, and execution of internal policies and procedures for governance and record-keeping
  + Under the guidance of the Secretary
  + Seeking the guidance of best practices in corporate and nonprofit governance when developing these policies
* Facilitate the development of agenda items for organizational meetings
* Coordinate with other Groups for issues involving governance
* Other functions as prescribed by the Secretary to aid in the duties of the Office

The Governance Group shall meet on an as-needed basis and provide summary reports on their meetings to the Board.

With the Secretary’s approval, select members of the Governance Group will be granted access to Dallas Makerspace’s books, records, and premises in order to perform audits as well as respond to records requests as defined in the Dallas Makerspace’s bylaws.