

So, why do we want to have a Board of Directors? A few reasons...

1. The hardest decisions we have to make are big picture finances. We don't currently have a good way of making these decisions without Captains, and it's put a strain on our community trying to wrestle with this.
 - a. Having a dedicated team that is responsible for this will allow the rest of the community to focus on building and making and having fun.
 - b. The board directors will not be in charge of project management or operational stuff, so they will be protected from a lot of the burnout issues we've previously identified with Captain roles.
2. Transparency! Putting some structure on our big decisions and finances, and how we report them, will make it much easier for everyone to understand what's going on.
3. Converting to a 501(c)3 makes us tax exempt. Yay!
4. If we're a 501(c)3, we can accept tax deductible donations from people who <3 us.

This document is the result of several meetings with an open call for participation over the last 6 months. All told, 10 Airpushers participated in drafting this.

This will inform the bylaws that we will have as a 501(c)3. Once we agree on this, it will take ~3 months to reincorporate. Anna is working with lawyers to help make this happen.

It's also important to note that as we mature, we may want to change some of the decisions we've made or get more granular about how they're implemented. We can always refile our paperwork if we want to make changes later.

Process / Timeline

There are 2 main sections that we need to agree on:

1. Airpusher membership
2. Board of directors structure

We want to make sure everyone has a chance to look over this and raise any concerns, and we also want to move this along expediently, so here's what we're thinking:

- Dec 5: Publish this document to the Core group for comments
- Dec 19: Close the document, incorporating suggestions and questions that were raised
 - If there are still big issues/complaints open, close document and wait for further discussion at January meeting
- January 2017: begin defining and executing "membership" process and requirements as described below

Airpusher membership

A necessary part of having a Board is having a definition of members who can vote on those Board seats. This section of this doc is about general membership. This would come into play in January 2017 for that calendar year, and we will discuss this at the December Core meeting. In future years, we will do membership rounds in the fall following Burning Man.

In order to have people voting on Board seats, we need to define who can actually vote. We propose that everyone who is interested would:

- Have been an active participant in the community in past years, attending at a minimum 3 meetings and 2 work days/active year.
- Have been to Burning Man with Airpusher at least once.
- File membership paperwork
- Pay a nominal fee of \$5. The intent here is to have a clear indicator of membership that we can point to both internal to the community and to the IRS, if they ask. We don't want this to be prohibitive to anyone in the community, so set it very low.

We can also imagine using this membership as the threshold for "core" community vs. people who are invited to camp, but that should be discussed more.

For the remainder of this document, Airpusher members will be called "members." People on the Board will be called "directors."

Board

Responsibilities

The board is responsible for making sure that the organization is making decisions that align with the vision of the community. Practically, this means that they're responsible for the legal and financial well being of the organization.

The board wouldn't be directly responsible for membership issues, unless it becomes a legal issue like a lawsuit or theft.

The board will not be directly leading any projects within Airpusher, but it should be really connected with what the group is up to and interested in.

These are the sorts of things the board would do:

- **Vision stuff**
 - The board would be responsible for ensuring that the will of the members is clear. That doesn't mean that they decide the vision for Airpusher, it means that they

crystallize what the group wants for the year and make decisions based on that understanding.

- They should send at least 1 delegate to every Core meeting, and should go to other meetings as they are able.
- **\$\$ stuff**
 - Set and present an annual budget based on the vision of the members
 - Reporting quarterly to the members the state of our finances and adjusting our annual budget for differences in revenue and spend than planned
 - Approving individual expenses over \$1500 (area leads would be able to make smaller spends within their pre-approved budget). The idea here is that we'd want to make sure that big-ticket items are in line with the vision of the community while not hampering the functioning of the area leads
 - Holding people accountable for their area's budget
- **Legal stuff**
 - File taxes annually
 - File Minutes after every board meeting
 - File legal documentation such as incorporation papers
 - Legal contact for Nimby
 - Asset Management (i.e. Art Car & box truck Smog/Registration/Insurance, whatever else we buy/build)
 - Events: Insurance/Contracts/Approval
 - Signing Authority for Contracts & Payment
 - Performers
 - NIMBY
 - Events that we are going to
 - Responsible for any legal action against Airpusher

Roles

Legally, the board will have to declare a President, Secretary, and Treasurer. We can come up with names for the other members if we want to, but it's not a requirement.

Those roles would be relatively flexible, based on who was elected. It would be up to the directors of the board to decide how to distribute responsibilities, but it's probably safe to assume that the treasurer is the final stop for budget because that's what the IRS will assume :)

We would likely plan to hire a bookkeeper to help with managing our accounts, especially considering that we will be under closer scrutiny from the IRS.

Structure

This is the bulk of the bylaws that will be in our incorporation paperwork. It's also the place where we get to decide how the Board works with our larger community.

Terms

Board directors would have 2 year terms, to allow them time to learn how to do in the job and then actually do it. A 1 year term is too short to allow a reasonable handoff between directors as some people cycle on and off and we have such an annual rhythm around Burning Man, and 3 years is probably too long a commitment.

For 2017, we would elect 3 board directors and in 2018 add 2 more. In 2019, the terms of the initial 3 directors would be over and elections would fill those seats.

Board members could run in consecutive terms, but it should not be assumed that they would win and a thorough election process should be conducted.

We would also allow a potential of a few “advisory” board roles who wouldn’t be able to vote within the board. An example of something like this might be someone who’s run another art car for years and would help guide us in making decisions.

Our legal paperwork will say we’ll allow 3-10 directors, so that we can have room for advisors as well as overlap/time to have a handoff between incoming and outgoing directors, but our norm will be 5 directors + optionally some advisors.

Qualifications

We want to keep this pretty simple and allow the community to decide this based on nominees’ standing within the community, so eligibility requirements are pretty loose.

In order to be considered for a director position, you should have been a contributing member of Airpusher in good standing for at least 2 years (they don’t have to be consecutive).

You must self-nominate (no voluntelling people to be on the Board!).

Elections

Only members of Airpusher (as defined above) for that year would be able to vote on directors for the upcoming term.

The vote would be conducted by ranked choice, using some 3rd party software that would be impartial.

Elections will be run annually, probably in October. Newly elected directors will join the Board starting immediately in order to provide an overlap between them and the outgoing Directors for learning and handing off of responsibilities.

Special Election Situations - first draft by SarahDragonfly Feb 2021

In the event that board seats become available and the exact number of candidates run for board, unopposed, the following process shall take place:

1. Board elections take place as usual, run by the Elections Officer
2. Self nominees, self nominate
3. Nominees run unopposed, therefore, a vote doesn't happen
4. Elections officer informs Crew that potential new board members are running unopposed
5. An opportunity for Crew members to anonymously voice/submit objections begins with [a simple Google Form](#)
6. Objections are gathered and read by the existing board and elections officer
7. Elections officer notifies the Crew of objections by meeting
 - a. An emergency meeting may be called if a regular AP meeting isn't scheduled
8. A task force or Core meeting takes place to review the objections and determine if the candidate is in good standing with the Crew or if the objections raised should prevent the candidate from being on the board
9. The Crew or task force makes a final decision either by voting or civil discussion
10. The board carries out the Crew's decision
11. A new board is seated.

OR:

- More candidates are added by self nomination

OR:

- Candidates are voted on with "yes" or "no" from the Crew

Vacancies

In case of an unexpected vacancy, the Board would appoint a temporary member until the term is up for reelection in the regular process. Reasons we can imagine for an unexpected vacancy could include things like: people moving, having kids, rage quitting, getting a new job, etc..

Removal of directors

This is something we want to discuss more with our lawyers, but essentially, the Board should have a mechanism for removing a director who is not fulfilling their duties and/or is damaging to Airpusher. There is likely something standard we can use here that will suit us well.

Meetings

Legally, the Board has to meet monthly and publish meeting notes. So, that's what they'll do. This could be online or in person, depending on their needs.

The Board can also call a special session if needed with 2 days advance notice. We'll likely include standard verbiage to describe this.

Manner of acting (voting rules)

Hopefully, our board can talk things through and come to decisions that everyone thinks are a good idea. In case they can't, decisions within the board would require a simple majority. All decisions will be recorded in the meeting minutes.

This is one of those places where we could add more complexity as we mature, but it's probably too soon to really define this while we're learning how the board works in general.

Compensation and Conflict of Interest

Board directors will not be compensated for their participation in the board. They are also prohibited from being paid by Airpusher for any reason - this would create a conflict of interest in the Board executing what's best for the group.

Any other types of conflicts of interest should be disclosed and discussed among the board, but are not explicitly prohibited. For example, a board director is a DJ with DJ friends. DJ Board Director has an agreement with DJ Friend that if Airpusher books DJ Friend, DJ Board Director will get a gig in return. DJ Board Director might be incentivized to push for DJ Friend to be included in a lineup for Airpusher, so that DJ Board Director would get booked for a gig in return.