

Ace Monster Toys
d.b.a. Ace Makerspace
6050 Lowell Street, Ste. 214
Oakland, CA 94608
acemakerspace.org



EIN: 27-3573767
RCT #: CT0268352
SOS/FTB: 3322572

Ace Monster Toys (dba Ace Makerspace) Board Meeting

Date: Thursday, April 17, 2025

Time: 8pm

Location: Remote (on Zoom)

Board of Directors Present:

David R. Perry (he/him), aka drp
Sylvia Gonzalez (she/her), Chair of the Board
Katie Harrell (she/her)

Board of Directors Absent:

Matti Cridland (they/them)
Steven Sheffield (he/him)

Officers Present:

Katie Harrell (she/her), Interim Secretary

Officers Absent:

Steven Sheffield (he/him), Interim Treasurer
(*President role is vacant*)

Guests Auditing:

Jon Zornow, Full Voting member of Ace Monster Toys

Agenda:

- Mission Moment
- Review of Established Meeting Norms and Expectations for Guests
- Proposal from Full Voting member of Ace Monster Toys
- Updates from the board
 - Review and approve bylaws update
 - Review Membership Book Considerations
 - Review and approve volunteer policy
 - Review and approve capitalization policy
- Quarterly Business Review of Strategic Priorities
 - Review and approve Finance Advisory Committee recommendation to narrow



focus of Strategic Priorities

- Organization Pipeline
- Close Out
- Executive Session

Minutes:

- Meeting called to order at 8:04 pm by Katie.
- The Board confirms attendance quorum with 3 directors present for the meeting.
- Katie shared a personal mission moment of helping an Ace member with their art project using the CNC.
- Katie reviewed the established meeting norms for our guest, Jon, who also has a proposal to the board regarding workspace reservations.
- The Board heard ideas presented by Jon.
 - Jon proposed an alternative to Slack be used for workspace reservations.
 - Drawbacks of the current Slack system include:
 - Double-booking
 - Lack of synchronization with Ace class calendar
 - Excessive Slack notifications
 - Jon suggested Wordpress plugins as a possible improvement (previously presented to former ED Rachel Sadd).
 - At Sylvia's request Jon shared ideas for team-based corporate memberships.
 - Jon presented the concept for Ace to offer team-based memberships for startups in the area looking for places for occasional fabrication.
 - Previous concern (raised with former ED Rachel Sadd): certifications and onboarding overhead previously turned away a prospective team who looked at Ace Makerspace.
 - Jon recommended that exploring this type of revenue generation opportunity could be beneficial for Ace Makerspace.
 - The board thanked Jon for presenting his ideas.
 - Jon remained in part of the remainder of the board meeting as an auditor.
- The Board discussed the membership book of full voting members of Ace Monster Toys
 - With respect to the upcoming board elections on June 20, 2025, the membership book needs to be audited to ensure it is up to date.
 - Sylvia updated the Board that Michael Trujillo from East Bay Community Law Clinic (EBCLC) researched whether the address requirement could be removed from the bylaws and the response is that the membership book is legally required to list a physical address for each full voting member of Ace Monster Toys and therefore it's not recommended to remove this wording from the bylaws.
 - The Board discussed and agreed to the following:

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- Full voting members of Ace Monster Toys should be very clearly informed that being a full member requires a physical address to be listed in the full membership book.
 - Full voting members should be informed that access to the full membership book is safeguarded per the bylaws requirement that there must be a very good reason for any inspection of the membership book.
 - The Board discussed the Volunteer Agreement and Policy drafted by East Bay Community Law Clinic (EBCLC)
 - Sylvia moved that the Board approve the volunteer agreement and policy drafted by Michael Trujillo from EBCLC, which was reviewed in detail by drp and Sylvia in a meeting with Michael Trujillo.
 - After Board discussion of the finer points of the volunteer agreement and policy, David seconded the motion.
 - All voted in favor and the motion passed.
 - Regarding formally documenting a capitalization policy, the Board agreed that the standard policy already in place does not require approval for documenting more formally.
 - Regarding Quarterly Business Review of Strategic Priorities
 - The Board reviewed and approved Finance Advisory Committee (FAC) recommendation to narrow focus of Strategic Priorities
 - Operating reserve - continue to report on our progress towards these (30, 60, 90 days)
 - Partnering with other organizations for fundraising
 - Increase membership by first understanding sustainable income through volunteer efforts and membership contributions
 - Action: Respond to the FAC that we are working to get this operating reserve amount ironed out. And how we have another volunteer coordinator from outside of Ace coming to help us.
 - Archive former strategic priorities as recommendations for the incoming board.
 - The Board agrees to narrow focus to fewer initiatives for remaining 2 months
 - Submission of 990 for last fiscal year and this fiscal year
 - Annual Report to the members of Ace Monster Toys
 - Improved Communications
 - Organization Pipeline
 - Board Elections are on June 20th 2025 per the bylaws.
 - Katie will create the communications plan for the election and will add messaging that we are welcoming members to get involved to the FAC-requested message.
 - Finance advisory committee (FAC) update
 - The FAC requested a one-time communication from the board to members.
 - The Board has provided a draft response to the FAC, and the Board commits to that communication being sent out after the April newsletter is sent out.



- Operations Update
 - Staffing tours from the agenda was not discussed; it will be addressed at a board collaboration meeting.
 - Team Textiles has requests for the board from their March monthly meeting.
 - Team Textiles recommends that the Board cover the floor in Coworking and in Clean Fab 3d printing where the paint has peeled.
 - The Board discussed various options: carpet is expensive, vinyl could be an option, painting again probably more effort because need to sand. Next step would be to measure the space and determine a budget. Further discussion tabled.
 - Team Textiles requests \$150/month budget for Team Textiles Area
 - Sylvia moves that Team Textiles be given a budget of \$150 per month of May and \$150 per month of June until the next annual budget is approved for Fiscal Year beginning July 1, 2025.
 - Drp seconds the motion.
 - All vote in favor and the motion passes.
- Sylvia moves that the board adopt a resolution to retroactively approve and confirm that, upon the termination of the paid President position in October 2024, the Chair of the Board assumed the role of Chief Executive Officer (CEO) of Ace Monster Toys, dba Ace Makerspace, in accordance with California Corporations Code Section 5213(b), which provides that the Chair shall act as CEO in the absence of a President. The motion includes approval and confirmation of actions taken by the Chair in this capacity since that time.
 - David seconded the motion.
 - All voted in favor and the motion passed.
- An amendment to the bylaws will reflect the Board's decision with respect to succession for Chart to be the CEO when Ace does not have a president.
- The Board reviewed the proposed bylaws amendment.
 - drp moved to accept the bylaws amendment to officers as written by Michael Trujillo from East Bay Community Law Clinic:
 - **SECTION 7. DUTIES OF BOARD CHAIR.** The Board Chair shall be a director and preside at all meetings of the Board, and exercise and perform such other powers and duties as may from time to time be assigned to him or her or them by the Board. If the position of President is vacant, the Board Chair shall act as the chief executive officer of the corporation. If the Corporation has both a Board Chair and a President, the Board shall, by resolution, establish the specific duties carried by each position.
 - Katie seconded the motion.
 - All voted in favor and the motion passed

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- The Board agreed that change to Bylaws in Github can take place after this meeting.
 - Katie updated the Board that the California Arts Council announced their 2026 to 2027 grant program and recommended that Ace apply again for the general operating grant.
 - The Board entered executive session at 9:50pm.
 - Meeting adjourned at 10:09pm.