

Bay Area Mesh Inc Bylaws

Article I, Name

This organization shall be known as Bay Area Mesh Inc. Its principal office shall be Berkeley, County of Alameda or at such place as the Bay Area Mesh Inc Board of Directors shall determine.

The Bay Area Mesh Inc shall comply with the requirements of federal and California state corporate law. Bay Area Mesh Inc shall not take any action in contravention of its Articles of Incorporation.

Article II, Purposes and Legal Powers

II.1 Purpose

Bay Area Mesh Inc is a nonprofit corporation and shall be operated exclusively for education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Bay Area Mesh Inc will promote the exchange of information and cooperation between amateur radio operators, to promote radio knowledge, scientific investigation, and emergency service capability.

Bay Area Mesh Inc is a volunteer oriented organization, with no employees. It provides no financial compensation to any officer, director, volunteer or affiliate.

II.2 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The Legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

II.3 Nonprofit Status and Except Activities Limitation

Nonprofit Legal Status

Bay Area Mesh Inc is a California nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Exempt Activities Limitation

- Notwithstanding any other provision of these Bylaws, no director, officer, volunteer, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.
- No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, volunteer, or other private person.

Distribution Upon Dissolution

- Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).
- The organization to receive the assets of the Bay Area Mesh Inc hereunder shall be selected in the discretion of a majority of the managing body of the corporation.

Article III, Membership

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

III.1 Non-Voting Affiliates

The governing body may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent.

Affiliates have no voting rights, and are not members of the corporation.

III.3 Dues

Any dues for affiliates shall be determined by resolutions and these bylaws.

Article IV, Board of Directors

IV.1 Number of Directors

Bay Area Mesh Inc shall have a board of directors consisting of at least 3 and no more than 6 directors. Within these limits, the board may increase or decrease the number of directors serving on the board.

IV.2 Powers

All corporate legal powers shall be exercised by or under the authority of the board and the affairs of the Bay Area Mesh Inc shall be managed under the direction of the board, except as otherwise provided by law.

IV.3 Terms

All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.

Directors may serve terms in succession.

The term of office shall be considered to begin January 1 and end December 31 of the same year in office, unless the term is extended until such time as a successor has been elected.

It is the duty of all outgoing officers to turn over all Bay Area Mesh Inc documents, materials and assets to the incoming officers at the end of their term.

IV.4 Qualifications and Election of Directors

In order to be eligible to serve as a director, the individual must be 18 years of age. Directors may be elected at any board meeting by the majority vote. The election of directors to replace those who have fulfilled their term of office shall take place in November of each year and take office January 1st of the following year.

IV.5 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled position, subject to the maximum number of directors under these Bylaws. Vacancies must be approved by a majority vote of the board.

IV.6 Removal of Directors

A director may be removed by two-thirds vote of directors then in office, if:

- the director is absent and unexcused from two or more board meetings in a twelve month period. The president is empowered to excuse directors from attendance for a reason deemed adequate by the president. Or:
- for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting.

IV.7 Board of Directors Meetings.

The board of directors shall have a minimum of one (1) regular meeting each calendar year at times and places fixed by the board. This meeting shall be held with at least five (5) days notice by electronic mail. The notice shall be deemed to

be delivered upon its deposit in the transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified. A board meeting may be held over video conference or a similar technology.

A board meeting will be called at the request of at least one-third (1/3) of the board members.

No business at a board meeting can be conducted without a quorum. A quorum will consist of greater than two-thirds (2/3) of the board being present at the board meeting.

Waiver of Notice

Any director may waive notice of any meeting, in accordance with California law.

Article V, Officers

V.1 Officers

The officers of the corporation shall be a president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. An officer must be a director of the board. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required. A person serving as Secretary or Treasurer may not also serve as the President.

V.2 Term of Office

Each officer shall serve a one-year term of office and may serve consecutive terms of office.

V.3 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation

without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

V.4 President

The president shall be the chief volunteer officer of the corporation. The president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of directors, and shall perform all other duties incident to the office or properly required by the board.

V.5 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.

The secretary shall cause notice to be given of all meetings of directors as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board or the president.

V.6 Treasurer

The treasurer shall be the lead oversight of the financial condition and affairs of the corporation.

The treasurer shall oversee and keep the governing body informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board on a timely basis or as may be required by the board.

The treasurer shall perform all duties properly required by the board or the president.

The treasurer is responsible for filing Federal and State taxes.

Article VI, Contracts, Checks, Loans, Indemnification

VI.1 Contracts and other Writings

Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by any board member or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

VI.2 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by a resolution.

VI.3 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the governing body may select.

VI.4 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name.

VI.5 Indemnification

Mandatory Indemnification

The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

Permissible Indemnification

The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

Advance for Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board in the specific case, upon receipt of (I) a written affirmation from the director, officer or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

Article VII, Miscellaneous

VII.1 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board, a record of all actions taken by board of directors without a meeting. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

VII.2 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

VII.3 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, affiliate, or volunteer.

VII.4 Nondiscrimination Policy

The officers, volunteers and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

It is the policy of Bay Area Mesh Inc not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Article VIII, Counter-Terrorism and Due Diligence Policy

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, Bay Area Mesh Inc shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Bay Area Mesh Inc willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Bay Area Mesh Inc shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

Article IX, Document Retention Policy

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Bay Area Mesh Inc records.

IX.1 General Guidelines

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed.

A mass of records also makes it more difficult to find pertinent records. From time to time, Bay Area Mesh Inc may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below.

While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

IX.2 Exception for Litigation Relevant Documents

Bay Area Mesh Inc expects all officers to comply fully with any published records retention or destruction policies and schedules, provided that all officers should note the following general exception to any stated destruction schedule: If you believe, or the Bay Area Mesh Inc informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

IX.3 Minimum Retention Periods for Specific Categories

Corporate Documents

Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Tax Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request as set forth in these bylaws.

Tax Records

Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

Board Materials

Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board materials should be kept for no less than three years by the corporation.

Press Releases/Public Filings

The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

Legal Files

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

Marketing and Sales Documents

The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

Development/Intellectual Property and Trade Secrets

Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

Contracts

Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

Correspondence

Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

Banking and Accounting

Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

Insurance

Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

Audit Records

External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Article X, Transparency and Accountability

X.1 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Bay Area Mesh Inc practices and encourages transparency and accountability to the general public. This policy will:

- indicate which documents and materials produced by the corporation are presumptively open to the public
- indicate which documents and materials produced by the corporation are presumptively closed to the public
- specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

X.2 Financial and IRS documents

Bay Area Mesh Inc shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

X.3 Means and Conditions of Disclosure

Bay Area Mesh Inc shall make “Widely Available” the aforementioned documents on its internet website to be viewed and inspected by the general public.

- The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- Bay Area Mesh Inc shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- Bay Area Mesh Inc shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

X.4 IRS Annual Information Returns

Bay Area Mesh Inc shall submit the Form 990 to its governing body prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the governing body via (hard copy or email) at least then (10) days before the Form 990 is filed with the IRS.

X.5 Board

- All board minutes shall be open to the public once accepted by the board, except where a motion is passed to make any specific portion confidential.
- All papers and materials considered by the governing body shall be open to the public following the meeting at which they are considered, except where a motion is passed to make any specific paper or material confidential.

X.6 Donor Records

- No donor records shall be made available to any person outside the corporation except the authorized governmental agencies.

- Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
- donor records shall be made available to the board when requested.

Article XI, Code of Ethics

XI.1 Purpose

Bay Area Mesh Inc requires and encourages officers and volunteers to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

It is the intent of Bay Area Mesh Inc to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

XI.2 Reporting Violations

If any officer or volunteer reasonably believes that some policy, practice, or activity of Bay Area Mesh Inc is in violation of law, a written complaint must be filed by that person with the president.

XI.3 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

XI.4 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Bay Area Mesh Inc and provides the

Bay Area Mesh Inc with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described below is only available to individuals that comply with this requirement. Bay Area Mesh Inc shall not retaliate against any officer or volunteer who in good faith, has made a protest or raised a complaint against some practice of Bay Area Mesh Inc or of another individual or entity with whom Bay Area Mesh Inc has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Bay Area Mesh Inc shall not retaliate against any officer or volunteer who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Bay Area Mesh Inc that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

XI.5 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

XI.6 Handling of Reported Violations

The president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within ten (10) business days. All reports shall be promptly investigated by the board and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all officers or volunteers through these bylaws and they shall have the opportunity to ask questions about the policy.

Article XII, Amendments to the Articles of Incorporation

XII.1 Amendments to the Articles of Incorporation

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board.

XII.2 Amendments to the Bylaws

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of directors then in office at a meeting of the Board, provided, however,

- that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of the Board.
- that all amendments be consistent with the Articles of Incorporation.

Certificate of the Adoption of ByLaws

I do hereby certify that the above stated Bylaws of Bay Area Mesh Inc were approved by the Bay Area Mesh Inc Board of Directors on February 20th, 2024 and constitute a complete copy of the Bylaws of the corporation.

Jeremy Harris, Secretary

Date: February 20th, 2024