



WNYMesh, Inc.

— COMMUNITY NETWORK —



BYLAWS OF

WNYMesh Inc.

A New York Not-for-Profit Corporation

Adopted by the Board of Directors on 10/8/2026

ARTICLE I: NAME, OFFICES, AND FISCAL YEAR

Section 1.1. Name: The name of the Corporation is WNYMesh Inc. (the "Corporation").

Section 1.2. Principal Office: The principal office of the Corporation shall be located in Erie County, State of New York, at such specific place as the Board of Directors (the "Board") may determine from time to time.

Section 1.3. Other Offices: The Corporation may maintain such additional offices, facilities, equipment locations, storage locations, and operational sites as the Board determines are necessary or appropriate to carry out the Corporation's purposes.

Section 1.4. Fiscal Year: The fiscal year of the Corporation shall be the calendar year beginning January 1 and ending December 31, unless changed by resolution of the Board.

ARTICLE II: PURPOSES AND LIMITATIONS

Section 2.1. Charitable, Educational, and Scientific Purposes: The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future federal tax law.

In furtherance of those purposes, the Corporation may conduct activities that include public education, training, demonstrations, research and experimentation, community outreach, deployment and stewardship of communications infrastructure, and partnerships relating to LoRa, mesh networking, decentralized wireless communications, radio technology, electronics, antennas, renewable or backup power systems, and related technologies.

The Corporation may develop, deploy, own, maintain, support, document, and responsibly decommission mesh networking hardware, repeaters, nodes, and related digital communications infrastructure owned by the Corporation, where such activities further the Corporation's charitable, educational, or scientific purposes and provide a public or community benefit.

Section 2.2. Public Benefit: The Corporation shall be operated for public and community benefit and not for the primary private benefit of its directors, officers, volunteers, donors, equipment operators, site hosts, or other private persons.

Section 2.3. Private Inurement: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

Section 2.4. Political Campaign Activity: The Corporation shall not participate or intervene in (including by publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2.5. Lobbying: No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted for an organization exempt under Section 501(c)(3) of the Code.

Section 2.6. Other Prohibited Activities: Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III: MEMBERS AND COMMUNITY PARTICIPATION

Section 3.1. No Statutory Members: The Corporation shall have no members within the meaning of Article 6 of the New York Not-for-Profit Corporation Law ("N-PCL"). All powers that would otherwise be exercised by members shall, to the extent permitted by law and the Certificate of Incorporation, be exercised by the Board.

Section 3.2. Community Participants: The Board may establish categories of supporters, volunteers, operators, contributors, sponsors, participants, or other community affiliations and may refer informally to such persons as "members" or similar terms, provided that no such designation shall confer statutory membership, voting rights, ownership rights, or governance authority in the Corporation unless these Bylaws and the Certificate of Incorporation are formally amended to provide otherwise.

Section 3.3. No Ownership Interest: No director, officer, volunteer, participant, donor, site host, or other person shall have any ownership interest in the Corporation or in its net assets solely by reason of service, participation, contribution, or affiliation.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1. Authority and Responsibility: The affairs, activities, property, and business of the Corporation shall be managed under the direction of the Board. The Board shall establish organizational policy, exercise fiduciary oversight, approve material financial commitments, oversee compliance, and protect the mission and assets of the Corporation.

Section 4.2. Number of Directors: The Board shall consist of not fewer than four (4) and not more than nine (9) directors. The exact number of directors within that range may be fixed from time to time by resolution of the Board, subject to applicable law. The initial Board of Directors shall consist of five (5) directors.

Section 4.3. Qualifications: Each director shall be at least eighteen (18) years of age and shall support the purposes of the Corporation. Directors should collectively provide an appropriate mix of technical, financial, governance, community, educational, fundraising, and operational experience. The Board should seek to maintain meaningful independence among its directors and shall comply with any independence requirements imposed by applicable New York law.

Section 4.4. Election of Directors: Because the Corporation has no statutory members, directors shall be elected by the Board at the annual meeting or at another duly called meeting at which the election of directors is included in the business to be considered.

Section 4.5. Terms and Classification: Directors shall serve terms of three (3) years and until their successors are elected and qualified, except for the initial classification of the Board.

For purposes of staggering terms, the Board shall be divided into three classes as nearly equal in number as practicable. The initial term of the first class (Class I) shall expire at the first annual meeting following classification; the initial term of the second class (Class II) at the second annual meeting; and the initial term of the third class (Class III) at the third annual meeting.

Thereafter, directors elected to replace those whose terms expire shall serve full three-year terms.

Section 4.6. Term Limits: A director may serve no more than three (3) consecutive full three-year terms. Service during an initial shortened staggered term or service of less than one-half of an unexpired term shall not count as a full term for purposes of this limitation. After at least one (1) year off the Board, a former director may again be eligible for election.

Section 4.7. Resignation: A director may resign at any time by written or electronic notice to the President, Chair, or Secretary. The resignation shall be effective at the time specified in the notice or, if no time is specified, upon receipt.

Section 4.8. Vacancies and Newly Created Directorships: Vacancies and newly created directorships may be filled by vote of a majority of the directors then in office, regardless of their number, unless otherwise required by law or the Certificate of Incorporation. A director elected to fill a vacancy shall serve for the remainder of the unexpired term and until a successor is elected and qualified.

Section 4.9. Removal of Directors: A director may be removed for cause by the Board in the manner permitted by N-PCL § 706. Any meeting at which removal is to be considered shall have a quorum of not less than a majority of the Board present. The affected director shall receive reasonable advance notice that removal will be considered and a reasonable opportunity to be heard before the vote. The Board may adopt an attendance and conduct policy identifying circumstances that may warrant review of a director's continued service, but any removal shall remain subject to applicable law.

Section 4.10. Compensation and Reimbursement: Directors shall not receive compensation merely for service as directors unless expressly authorized by the Board and permitted by law. Directors may be reimbursed for reasonable and properly documented expenses incurred on behalf of the Corporation. A director may receive reasonable compensation for services provided to the Corporation in a capacity other than director only if the arrangement is approved in accordance with the Corporation's Conflict of Interest Policy, applicable related-party transaction requirements, and any other applicable law.

Section 4.11. Fiduciary Duties: Directors shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner they reasonably believe to be in the best interests of the Corporation.

ARTICLE V: MEETINGS AND ACTION OF THE BOARD

Section 5.1. Annual Meeting: An annual meeting of the Board shall be held each year for the election of directors whose terms are expiring, election of officers, review and approval of the annual budget, annual conflict disclosures, review of major policies, and such other business as may properly come before the Board.

Section 5.2. Regular Meetings: The Board shall meet at least quarterly. The Board may establish a regular meeting schedule by resolution. Regular meetings scheduled by the Board may be held without additional notice unless otherwise required by these Bylaws.

Section 5.3. Special Meetings: Special meetings of the Board may be called by the President or Chair, or by any two (2) directors.

Section 5.4. Notice of Special Meetings: Notice of a special meeting shall be given to each director at least three (3) days before the meeting by mail, electronic mail, text message, or another reasonable electronic means authorized by the director. Notice may be waived in writing or electronically, and attendance without timely objection to lack of notice shall constitute waiver to the extent provided by law.

Section 5.5. Place of Meetings: Meetings may be held at any place within or outside the State of New York designated by the Board or the person or persons calling the meeting.

Section 5.6. Remote Participation: Directors may participate in a meeting by conference telephone, electronic video screen communication, or similar communications equipment to the extent permitted by N-PCL § 708, provided all participating directors can hear one another at the same time and can participate fully in all matters before the Board.

Section 5.7. Quorum: A majority of the entire Board shall constitute a quorum for the transaction of business, except where a greater quorum is required by law, the Certificate of Incorporation, or these Bylaws.

Section 5.8. Voting: Except where a greater vote is required by law, the Certificate of Incorporation, or these Bylaws, the act of a majority of directors present at the time of the vote, if a quorum is present, shall be the act of the Board.

Section 5.9. Supermajority Actions: The following actions shall require the affirmative vote of at least two-thirds (2/3) of the entire Board, to the extent such requirement is validly adopted and permitted by law (N-PCL § 709):

- Amendment, repeal, or replacement of these Bylaws;
- A material change to the Corporation's mission or principal charitable purposes;
- Approval of a merger, consolidation, plan of dissolution, or sale or disposition of all or a substantial portion of corporate assets;
- Authorization of borrowing or indebtedness above a threshold established by Board policy;
- Removal of an officer when the Board determines that the matter presents extraordinary organizational risk;
- and

- Any additional matter that the Board has previously designated by resolution or policy as requiring a supermajority vote, where permitted by law.

Section 5.10. Action Without a Meeting: Any action required or permitted to be taken by the Board or a committee of the Board may be taken without a meeting if all members of the Board or committee consent to the adoption of a resolution authorizing the action, in writing or electronically, as permitted by N-PCL § 708. The resolution and consents shall be filed with the minutes.

Section 5.11. Minutes: The Secretary, or another person designated by the Board, shall ensure that accurate minutes of Board meetings and written consents are prepared and maintained as part of the Corporation's permanent records.

ARTICLE VI: OFFICERS

Section 6.1. Officers: The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board may create and fill additional officer positions as it determines appropriate.

Section 6.2. Election and Term: Officers shall be elected annually by the Board at the annual meeting and shall serve until their successors are elected and qualified, unless earlier resigned or removed.

Section 6.3. President: The President shall provide leadership for implementation of Board decisions, coordinate organizational activities, and perform such additional duties as may be assigned by the Board. Unless the Board elects a separate Chair, the President shall preside at meetings of the Board.

Section 6.4. Vice President: The Vice President shall perform the duties of the President in the President's absence or inability to act and shall perform such other duties as may be assigned by the Board or President.

Section 6.5. Secretary: The Secretary shall oversee notices, minutes, corporate records, resolutions, director and officer rosters, governance documents, and such other records as assigned by the Board.

Section 6.6. Treasurer: The Treasurer shall oversee the financial affairs of the Corporation, including financial reporting to the Board, budgeting, banking controls, grant and restricted-fund accountability, required financial records, and coordination of tax and regulatory filings. The Treasurer may delegate bookkeeping tasks subject to Board oversight.

Section 6.7. Additional Operational Titles: The Board may appoint persons to operational roles such as Technical Director, Network Operations Lead, Site Development Lead, Grants Lead, or similar positions. Such operational roles shall not constitute corporate offices unless expressly designated as offices by Board resolution or amendment of these Bylaws.

Section 6.8. Multiple Offices: Any two or more offices may be held by the same person to the extent permitted by law, except that the offices of President and Secretary shall not be held by the same person. As a matter of financial control, the offices of President and Treasurer should ordinarily be held by different persons.

Section 6.9. Removal and Vacancies: Any officer elected or appointed by the Board may be removed by the Board with or without cause, subject to applicable law and any contractual rights. A vacancy in any office may be filled by the Board for the remainder of the term.

Section 6.10. Employees Serving as Chair: No employee of the Corporation shall serve as Chair of the Board or in a substantially equivalent position except in compliance with N-PCL § 713 and any documentation and voting requirements imposed by that section.

ARTICLE VII: COMMITTEES AND ADVISORY GROUPS

Section 7.1. Committees of the Board: The Board may create committees of the Board consisting of three (3) or more directors. Such committees may exercise authority delegated by the Board to the extent permitted by N-PCL § 712 and the resolution creating the committee.

Section 7.2. Limitations on Board Committees: No committee shall exercise authority reserved to the full Board by law, including authority to amend the Bylaws, fill Board vacancies, elect or remove directors or officers, approve a merger or plan of dissolution, approve amendments to the Certificate of Incorporation, or take other actions prohibited from delegation by N-PCL § 712.

Section 7.3. Committees of the Corporation and Advisory Groups: The Board may create committees of the Corporation, working groups, technical teams, and advisory groups that include persons who are not directors. Such groups may investigate, recommend, coordinate, and carry out activities within authority granted by the Board, but shall not have authority to bind the Board or Corporation unless expressly authorized by law and Board action.

Section 7.4. Standing Committees: The Board may establish standing or ad hoc committees as organizational needs develop. Initial committees may include Technical and Network Operations; Site Development; Finance and Grants; and Education and Outreach.

Section 7.5. Committee Records and Minutes: All committees of the Board and committees of the Corporation shall maintain such minutes, reports, recommendations, and records as the Board may require, and shall submit periodic reports of their activities to the Board.

ARTICLE VIII: CONFLICTS OF INTEREST AND RELATED-PARTY TRANSACTIONS

Section 8.1. Conflict-of-Interest Policy: The Board shall adopt, oversee implementation of, and ensure compliance with a written Conflict of Interest Policy meeting the requirements of N-PCL § 715-a and other applicable law.

Section 8.2. Disclosure: Directors, officers, and key persons shall disclose actual or potential conflicts of interest and material facts concerning any related-party transaction in good faith and in the manner required by the Corporation's Conflict of Interest Policy.

Section 8.3. Recusal: A person with a conflict shall not improperly influence deliberation or voting on the matter and shall leave the portion of the meeting devoted to Board or committee deliberation and voting when required by law or the Corporation's policy.

Section 8.4. Related-Party Transactions: The Corporation shall not enter into a related-party transaction unless the transaction is determined by the Board or an authorized committee to be fair, reasonable, and in the Corporation's best interest at the time of the determination, and all other requirements of applicable law are satisfied.

Section 8.5. Annual Disclosures: Every director and officer shall complete and submit an annual Conflict of Interest disclosure statement, and the Secretary or other designated person shall maintain the disclosures with the Corporation's permanent governance records.

ARTICLE IX: FINANCIAL ADMINISTRATION

Section 9.1. Annual Budget: The Board shall approve an annual operating budget and shall receive financial reports at intervals appropriate to the size and activity of the Corporation.

Section 9.2. Banking and Depositories: Funds of the Corporation shall be deposited in the name of the Corporation in financial institutions selected by the Board. The Board shall establish authorized signers and electronic access controls.

Section 9.3. Financial Controls Policy: The Board shall adopt and maintain a written Financial Controls Policy governing purchasing authority, approvals, reimbursements, payment methods, banking access, documentation, restricted funds, and other internal controls. Exact dollar thresholds should be established by policy rather than these Bylaws.

Section 9.4. Restricted Gifts and Grants: The Corporation shall administer donor-restricted contributions and grant funds in accordance with applicable restrictions, grant agreements, law, and accounting requirements. Restricted funds shall be separately identifiable in the Corporation's books and records.

Section 9.5. Contracts: The Board may authorize officers or agents to enter into contracts and execute instruments on behalf of the Corporation. No person shall bind the Corporation outside the authority granted by the Board, these Bylaws, or Board-approved policy.

Section 9.6. Reimbursements: Directors, officers, volunteers, and other authorized persons may be reimbursed for reasonable and properly documented expenses incurred in furtherance of the Corporation's purposes in accordance with Board policy.

Section 9.7. Loans: The Corporation shall not make loans to directors, officers, or key persons except to the extent expressly permitted by applicable New York law.

Section 9.8. Financial Review and Audit: The Board shall provide for such financial review, independent audit, audit oversight, or other financial examination as may be required by law, grant agreement, contract, or Board policy.

ARTICLE X: ORGANIZATIONAL PROPERTY, EQUIPMENT, AND DIGITAL ASSETS

Section 10.1. Ownership of Corporate Property: All money, equipment, infrastructure, records, intellectual property, credentials, accounts, and other property acquired by, purchased by, or donated to the Corporation shall be property of the Corporation unless a written agreement approved by an authorized representative of the Corporation expressly provides otherwise.

Section 10.2. No Ownership by Custodians or Volunteers: Possession, installation, maintenance, administration, storage, operation, or custody of corporate property by a director, officer, volunteer, site host, administrator, or other person shall not create an ownership interest in that property.

Section 10.3. Infrastructure Stewardship: The Board shall establish policies for the acquisition, documentation, installation, deployment, maintenance, security, succession, replacement, transfer, decommissioning, and disposition of communications infrastructure owned or administered by the Corporation.

Section 10.4. Digital Assets and Credentials: Corporate digital assets include, without limitation, domains (wnymeshcore.org), websites, email accounts, social-media accounts, community platforms, code repositories, cloud services, grant portals, financial accounts, telemetry and network-management systems, administrative keys, device credentials, and password-manager records.

The Board shall ensure that critical digital assets and credentials are maintained under organizational custody with reasonable backup, recovery, and succession procedures. No critical corporate account or administrative credential should be controlled solely by one individual without an approved recovery mechanism.

Section 10.5. Privately Owned Equipment: The Corporation may coordinate with or support privately owned equipment where doing so furthers the Corporation's purposes. Ownership of such equipment shall remain with the private owner unless transferred to the Corporation by written gift, sale, or other agreement.

Section 10.6. Site-Hosted Equipment: Equipment installed at a host site shall be governed by a written site-host agreement or other documentation addressing ownership, access, maintenance, power, insurance where appropriate, removal, and other material responsibilities.

ARTICLE XI: CORPORATE RECORDS, REPORTING, AND TRANSPARENCY

Section 11.1. Corporate Records: The Corporation shall keep complete and accurate books and records of account, minutes of proceedings of the Board and Board committees, current copies of the Certificate of Incorporation and Bylaws, and such other records as required by law.

Section 11.2. Custody of Records: The Secretary shall have general responsibility for governance records and the Treasurer for financial records, subject to Board oversight. The Board may designate additional custodians for technical, grant, donor, legal, insurance, or operational records.

Section 11.3. Electronic Records: Corporate records may be maintained electronically, provided that they are reasonably secure, retrievable, backed up as appropriate, and available to authorized persons.

Section 11.4. Regulatory and Tax Filings: The Corporation shall timely prepare and file required federal, state, and local reports, returns, registrations, and notices, including applicable IRS Form 990-series filings and New York charitable filings.

Section 11.5. Public Inspection and Disclosure: The Corporation shall make records available for public inspection or disclosure to the extent required by applicable law and may adopt additional transparency practices by Board policy.

ARTICLE XII: POLICIES, VOLUNTEERS, AND OPERATIONAL AUTHORITY

Section 12.1. Board Policies: The Board may adopt policies, procedures, standards, and operating rules consistent with these Bylaws, the Certificate of Incorporation, and applicable law. Such policies may be amended by the Board without amending these Bylaws unless the policy itself or these Bylaws require a greater vote.

Section 12.2. Technical Authority: The Board may delegate technical and operational decision-making to qualified officers, committees, volunteers, or staff within Board-approved budgets, policies, and scopes of authority. Such delegation shall not relieve the Board of its ultimate fiduciary responsibility.

Section 12.3. Volunteer Status: Service as a volunteer does not confer authority to bind the Corporation unless such authority has been expressly granted. Volunteers shall comply with applicable organizational policies, safety requirements, site agreements, and legal requirements.

Section 12.4. Recommended Core Policies: The Board should maintain, as appropriate, a Conflict of Interest Policy, Financial Controls Policy, Equipment and Network Stewardship Policy, Credential and Digital Asset Policy, Records Retention Policy, Site Hosting Policy or standard agreement, and such safety, volunteer, grant, fundraising, or whistleblower policies as the Board determines appropriate or as required by law.

ARTICLE XIII: INDEMNIFICATION AND INSURANCE

Section 13.1. Indemnification: To the fullest extent permitted by the N-PCL and other applicable law, the Corporation shall have the power to indemnify its directors and officers against liabilities and expenses incurred by reason of their service to the Corporation, subject to the limitations and procedures established by law.

Section 13.2. Advancement of Expenses: The Corporation may advance expenses to directors and officers to the extent permitted by law and upon such terms and conditions as the Board determines appropriate.

Section 13.3. Insurance: The Corporation may purchase and maintain insurance, including general liability, directors and officers liability, property, cyber, volunteer, or other coverage, as the Board determines appropriate.

Section 13.4. Limitations: No indemnification or advancement shall be provided in circumstances where prohibited by law, including where a final adjudication establishes bad faith, active and deliberate dishonesty material to the matter, or personal financial profit or advantage to which the person was not legally entitled.

ARTICLE XIV: AMENDMENTS

Section 14.1. Authority to Amend: Subject to the Certificate of Incorporation and applicable law, these Bylaws may be adopted, amended, repealed, or replaced by the Board.

Section 14.2. Notice: Notice of any proposed amendment shall be given to each director at least TEN (10) DAYS prior to the meeting and shall include a copy or summary of the proposed change.

Section 14.3. Voting Threshold: Any amendment, repeal, or replacement of these Bylaws shall require the affirmative vote of at least two-thirds (2/3) of the entire Board at a duly called meeting, subject to any greater requirement imposed by law or the Certificate of Incorporation.

Section 14.4. Record of Amendments: The Secretary shall maintain the current adopted version of these Bylaws and a record of all amendments and adoption dates.

ARTICLE XV: DISSOLUTION AND GOVERNING AUTHORITY

Section 15.1. Dissolution: Upon dissolution of the Corporation, its assets shall be distributed in the manner required by the Certificate of Incorporation, applicable New York law, and Section 501(c)(3) of the Code. No corporate assets shall be distributed for the private benefit of directors, officers, volunteers, or other private persons except in satisfaction of lawful obligations.

Section 15.2. Hierarchy of Authority: If any provision of these Bylaws conflicts with the Certificate of Incorporation or applicable law, the Certificate of Incorporation or applicable law, as the case may be, shall control.

Section 15.3. Severability: If any provision of these Bylaws is determined to be invalid or unenforceable, the remaining provisions shall remain in effect to the fullest extent permitted by law.

Section 15.4. Construction: Headings are for convenience only and shall not limit interpretation. References to statutes or provisions of the Internal Revenue Code include successor provisions and amendments unless the context requires otherwise.