

BYLAWS OF MESHENVY NCC

A Nevada Nonprofit Cooperative Corporation

Nevada Entity ID: E52600402025-2

Nevada Business ID: NV20253463357

IRS EIN: 41-2583340

ARTICLE I: NAME AND OFFICES

Section 1. Name. The name of this corporation is **MeshEnvy NCC** (hereinafter referred to as the "Cooperative").

Section 2. Principal Office. The principal office for the transaction of the business of the Cooperative shall be located at 255 N Sierra Unit 2102, Reno, NV 89501. The Board of Directors (the "Board") may change the principal office from one location to another within or outside the state of Nevada.

ARTICLE II: PURPOSES AND LIMITATIONS

Section 1. Nonprofit Purpose. This Cooperative is organized exclusively for charitable, educational, and scientific 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. The Cooperative operates as a nonprofit cooperative corporation under Nevada Revised Statutes (NRS) Chapter 81, existing to serve the community and its members rather than to generate profit.

Section 2. Specific Objectives. The specific objectives and purposes of this Cooperative shall include, but are not limited to:

- Building and maintaining community-owned, decentralized mesh networks to provide resilient, affordable connectivity.
- Educating the public on open-source wireless networking, disaster-resilient communications, and digital equity.
- Researching and developing open hardware and software solutions (including but not limited to EnvyOS, Mesh Bridge, and Dual Radio Nodes) for public benefit.
- Advocating for and collaborating with public agencies (e.g., USFS, BLM) on the responsible use of public lands for community-based infrastructure.

Section 3. Limitations. Private Inurement: No part of the net earnings of the Cooperative shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except for reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof. Members shall hold no equity or financial interest in the Cooperative's assets.

- **Political Activity:** No substantial part of the activities of the Cooperative shall be the

carrying on of propaganda, or otherwise attempting to influence legislation, and the Cooperative shall not participate in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III: MEMBERSHIP

Section 1. Admission of Members. The Cooperative shall have voting members. Membership shall be open to any individual or organization that supports the Cooperative's purposes, agrees to abide by its Bylaws and policies, and meets any specific qualifications established by the Board (e.g., actively hosting a node, contributing to the network, or paying annual membership dues). The Board reserves the right to investigate, interview, approve and admit Members, in its sole discretion.

Section 2. Voting Rights. The Cooperative operates on a democratic basis. Each member in good standing shall be entitled to exactly one (1) vote on each matter submitted to a vote of the members, regardless of their financial or hardware contribution to the network.

Section 3. Transferability. Membership in the Cooperative is non-transferable and non-assignable.

Section 4. Termination of Membership. A membership shall terminate upon the member's death, resignation, or expulsion. A member may be expelled by a two-thirds (2/3) vote of the Board for conduct detrimental to the Cooperative, provided the member is given at least fifteen (15) days prior written notice and an opportunity to be heard.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held each year at a time and place designated by the Board. At the annual meeting, the members shall elect the Board of Directors and transact such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, a majority of the Board of Directors, or by a written petition signed by at least ten percent (10%) of the members.

Section 3. Notice of Meetings. Written notice stating the place, day, and hour of any member meeting shall be delivered personally, by mail, or by electronic transmission to each member not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 4. Quorum. Ten percent (10%) of the total membership, present in person or via approved virtual participation, shall constitute a quorum at any meeting of members. If a quorum is not present, a majority of the members present may adjourn the meeting to another time.

Section 5. Virtual Participation. Members may participate in meetings via conference telephone, video screen communication, or other electronic means, provided all participating

members can interact simultaneously.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers. Subject to the provisions of NRS Chapter 81 and these Bylaws, the activities and affairs of the Cooperative shall be managed by the Board of Directors.

Section 2. Number and Qualifications. The Board shall consist of at least three (3) but no more than nine (9) directors. Directors must be members of the Cooperative in good standing. The initial Board consists of Edward Mitchell, Leslie Allfree, and Ben Allfree, who shall serve until the first annual meeting of members.

Section 3. Election and Terms. One Director shall be elected by the members at the annual meeting and shall serve a term of 1 year. In the event such an election would create an even number of Directors, members shall not elect a director and shall only elect a Director when such an election would create an odd number of Directors.

The balance of Directors shall serve for a term of two (2) years and shall be elected by the seated Directors Terms shall be staggered so that approximately one third of the Board is elected each year.

Initial occupied Board seats as of March 1, 2026 shall be occupied until January 1, 2028. At such time a slate shall be proposed and voted on wherein Directors are elected by the board for a period of 1, 2, or 3 years as indicated on the proposed slate. At the expiration term of each 1, 2, or 3 year Director, each Director shall be elected to a 2 year term.

Section 4. Vacancies and Removal.

- **Vacancies:** Any vacancy on the Board may be filled by the vote of a majority of the remaining directors until the next annual meeting of members.
- **Removal:** Any director may be removed, with or without cause, by a majority vote of the members and a concurring vote of the Board of Directors at a duly called meeting where a quorum is present.

Section 5. Compensation. Directors may, at the discretion of the Board, receive reasonable compensation as determined by majority vote of Directors for their services as directors, including reimbursement for reasonable expenses incurred in the performance of their duties.

ARTICLE VI: MEETINGS OF THE BOARD

Section 1. Regular Meetings. The Board shall meet at least quarterly. The date, time, and place shall be fixed by the Board.

Section 2. Special Meetings. Special meetings may be called by the President or any two (2) directors.

Section 3. Notice. Notice of any Board meeting shall be given to each director at least forty-eight (48) hours in advance if delivered personally or via electronic mail.

Section 4. Quorum and Voting. A majority of the directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. **Section 5. Attendance.** A Director may attend a Board meeting in-person or telephonically. Attendance telephonically shall constitute presence for establishing and maintaining a quorum. Email, SMS, and text-based chats shall not constitute attendance for purposes of establishing or maintaining a quorum. No director may offer, second, or vote on a motion unless present in-person or telephonically.

Section 6. Proxies. A Director shall not appoint a proxy for attendance under any circumstances without first submitting a request, and receiving approval of the majority of Directors, at least 24 hours prior to the time of the meeting.

ARTICLE VII: OFFICERS

Section 1. Designation. The officers of the Cooperative shall be a President, a Vice President, a Secretary, and a Treasurer. The Board shall propose a slate of officers, and upon adoption of a slate shall elect the officers annually.

Section 2. Duties.

- **President:** The chief executive officer, supervising the affairs of the Cooperative and presiding over all meetings.
- **Vice President:** Performs the duties of the President in their absence.
- **Secretary:** Keeps minutes of all meetings, manages membership rolls, and handles corporate notices.
- **Treasurer:** Responsible for all funds, securities, and financial reporting of the Cooperative.

ARTICLE VIII: INDEMNIFICATION AND CONFLICTS

Section 1. Indemnification. To the fullest extent permitted by Nevada law, this Cooperative shall indemnify its directors and officers against all expenses, judgments, fines, and settlements reasonably incurred by them in connection with any proceeding arising by reason of their service to the Cooperative.

Section 2. Conflict of Interest. The Board shall maintain a strict Conflict of Interest Policy. Directors and officers must disclose personal or financial interests in any Cooperative transaction and recuse themselves from voting on such matters.

ARTICLE IX: AMENDMENTS AND DISSOLUTION

Section 1. Amendments. These Bylaws shall only be altered, amended, or repealed by a two-thirds vote of the Directors in good standing. Members may submit proposals for altering, amending, or repealing these Bylaws by a two-thirds advisory vote of the membership, which

results are then transmitted to the Board of Directors within 48 hours of the tallying of voting results.

Section 2. Dissolution. Upon the dissolution of the Cooperative, no member shall be entitled to any distribution or return of capital. All remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

CERTIFICATE OF ADOPTION

The undersigned, being the Secretary of **MeshEnvy NCC**, hereby certifies that the foregoing

Bylaws were duly adopted on **2026-03-02**.

Leslie Allfree **2026-03-02**

Leslie Allfree,

Secretary

Audit trail

Details

FILE NAME Bylaws - 3/2/26, 7:08 PM

STATUS ● Signed

STATUS TIMESTAMP 2026/03/03
05:10:39 UTC

Activity



SENT

ben@meshenvy.org **sent** a signature request to:
• Leslie Allfree (leslie@meshenvy.org)

2026/03/03
03:09:10 UTC



SIGNED

Signed by Leslie Allfree (leslie@meshenvy.org)

2026/03/03
05:10:39 UTC



COMPLETED

This document has been signed by all signers and is **complete**

2026/03/03
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The email address indicated above for each signer may be associated with a Google account, and may either be the primary email address or secondary email address associated with that account.