

**SUDO MESH**  
**A California Nonprofit Public Benefit Corporation**

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## **ARTICLE 1. NAME**

The name of this corporation is Sudo Mesh.

## **ARTICLE 2. OFFICES**

### **SECTION 1. PRINCIPAL OFFICE**

The principal office for the transaction of the activities and affairs of this corporation is located at Sudo Room, 4799 Shattuck Ave, Oakland, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section maybe amended to state the new location.

Address: 4799 Shattuck Ave, Oakland, CA 94609

Date: 7/1/2014

The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

## **ARTICLE 3. PURPOSES**

### **SECTION 1. OBJECTIVES AND PURPOSES**

The purpose of this corporation is to set up and support free and open communications networks for the primary benefit of the local community and to involve the local community in the operation, maintenance and expansion of these open networks.

Also in the context of these purposes, the corporation shall engage in scientific, charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to:

- (a). Through talks, classes, workshops, collaborative projects, and other activities, to encourage research, knowledge exchange, learning, and mentoring in a safe, clean space.
- (b). Provide educational spaces for teaching practical skills and theory of technology, science, and art.
- (c). Provide work space, storage, and other resources for projects related to art, science, and technology that will benefit the public's personal growth in their fields of interest, encouraging people to share their projects and knowledge for the betterment of society through art, science and technology.
- (d). To create, learn, and teach, individually and as a group, inviting members of the community in the San Francisco Bay Area and the world.

- (e). To develop, support the development of, and provide resources for the development of free and open source software and hardware for the benefit of society.
- (f). Collaboration across disciplines for the benefit of cultural, charitable, and scientific causes.
- (g). To foster, by all legal means, the common purposes of its participants.
- (h). To conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.

## **ARTICLE 4. DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have not be less than three (3) nor more than nineteen (19) directors who shall be known as the Board of Directors. The exact number of directors shall be fixed from time to time by a resolution of the Board of Directors.

### **SECTION 2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 3. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses, telephone numbers and email addresses with the Secretary of the corporation and notices of meetings mailed, made by telephone or emailed to them at such addresses shall be valid notices thereof.

### **SECTION 4. TERMS OF OFFICE AND DESIGNATION OF DIRECTORS**

- (a) Each director shall hold office until the next annual meeting for designation of the Board of Directors as specified in these Bylaws, and until his or her successor is designated and qualifies.

(i) This Section may be amended as provided in these bylaws at such time as the Board of Directors resolves to add additional directors and designators or at such time as the Board of Directors resolves to remove directors and designators. All of the designators listed in this Article 3, Section 4 shall be known collectively as the "Designators".

## **SECTION 5. COMPENSATION**

Directors shall serve without compensation except that they shall be allowed and paid reasonable travel expenses to attend the annual Board meeting at the discretion of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

## **SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, not more than 49 percent of the persons serving on the board at any time may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous 12 months; or
- (c) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any person described in (a) or (b).

## **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video

screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another.

## **SECTION 8. ANNUAL MEETING AND REGULAR MEETINGS**

(a) An annual meeting shall be conducted every year on a date designated by the Board of Directors.

(b) Regular meetings shall be held on a schedule set from time to time by a resolution of the Board of Directors.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

## **SECTION 10. NOTICE OF MEETINGS**

No notice shall be required for the holding of the Annual meeting or Regular meetings. Special meetings of the board shall be held upon five (5) days' notice by first-class mail or seventy-two (72) hours' notice delivered personally or by telephone or email. If sent by mail or email, the notice shall be deemed to be delivered on its deposit in the mails or on its sending. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

## **SECTION 11. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting.

## **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents,

or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

### **SECTION 13. QUORUM FOR MEETINGS**

A quorum shall consist of two-thirds (2/3) of the total number of Directors serving on the Board as of the date of the meeting in question.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

Every act or decision made done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law require a different percentage or different voting rules for approval of a matter by the board.

### **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by a Chairperson chosen by a majority of the directors present at the meeting or, if no such person has been so designated, the President of the corporation. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, the Board may appoint another person to carry out the duties of the Secretary at any particular Meeting.

### **SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

**SECTION 17. REMOVAL OF DIRECTORS / VACANCIES**

(a) Any member of the Board of Directors shall be automatically removed from the Board of Directors upon their death.

(b) Any director may resign from the board effective upon giving written notice to the Board of Directors, provided, however, that no director may resign if the corporation would then be left without any directors in charge of its affairs, except upon notice to the Attorney General.

(c) The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the California Nonprofit Public Benefit Corporation Law.

(e) Any Director may be removed without cause by that Director's designator at any time, provided that the Corporation still has at least one (1) director following such removal.

(f) Vacancies on the board shall be filled at any time by the designator associated with the director whose departure from the Board of Directors caused the vacancy.

(g) A person elected to fill a vacancy as provided by this Section shall hold office until the next annual meeting of the Board of Directors or until his or her death, resignation or removal from office.

**SECTION 18. NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of the California Nonprofit Public Benefit Corporation Law.



**SECTION 20. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability.

**SECTION 21. OPEN MEETINGS AND MINUTES**

(a) Regular and special meetings of the Board shall be open to all members of the public. The Board shall allow any person to speak at any meeting of the Board except meetings held in executive session or those portions of a meeting held in executive session. The Board may adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in which the Corporation is or may become involved, or matters relating to the formation of contracts with third parties. The nature of any and all business to be discussed in executive session shall first be announced in open session.

(b) Minutes of all meetings of the Board, except executive sessions, shall be made available to Designator Members within thirty (30) days of the meeting.

**ARTICLE 5. OFFICERS****SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

**SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person may serve as officer of this corporation. Officers shall be selected by the Board of Directors, at any time, and each officer shall hold office for a one (1) year term or until he or she resigns or is removed or is otherwise disqualified to serve, whichever occurs first.

**SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

**SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or

at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors.

## **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors.

## **SECTION 7. DUTIES OF SECRETARY**

The Secretary shall carry out the following duties:

(a) Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

(b) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records.

(e) Keep at the principal office of the corporation a book containing the name and address of each and any Member of the board of directors.

(f) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the directors of the corporation.

(g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 8. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall carry out the following duties:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- (f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **ARTICLE 6. COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The filling of vacancies on the board or on any committee which has the authority of the board.
- (b) The fixing of compensation of the directors for serving on the board or on any committee.

- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the board.
- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (g) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

## **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

## **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 7. SELF-DEALING PROHIBITED**

### **SECTION 1. DEALINGS WITH DIRECTORS AND OFFICERS**

- (a) No director or officer of this Corporation, nor any other corporation, firm, association

or other entity in which one or more of this Corporation's directors or officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, including but not limited to employment contracts or leases, unless

(i) the material facts regarding such Director's or officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the board of such contract or transaction;

(ii) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote or votes of such interested director(s);

(iii) prior to authorizing or approving the transaction, the board considers and in good faith determines after reasonable investigation under the circumstances that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

(iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this section do not apply to a transaction which is part of the ordinary program of the Corporation if it:

(i) is approved or authorized by the corporation in good faith without unjustified favoritism; and

(ii) results in a benefit to one or more directors or officers or their families because they are in the class of persons intended to be benefited by the ordinary program of this Corporation.

## **ARTICLE 8. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or

as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the President, the Chief Financial Officers or any person authorized by the Board.

### **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE 9. CORPORATE RECORDS AND REPORTS**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors or committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors of the corporation at all reasonable times during office hours.

### **SECTION 2. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

### **SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts, provided, however, that directors shall not distribute any copies made to any non-board member without the prior written consent of the Board of Directors.

### **SECTION 4. ANNUAL REPORT**

Unless the Corporation receives less than twenty-five thousand dollars (\$25,000) in gross revenues or receipts during the fiscal year, or a greater amount specified in Corporations Code Sec. 6321(c), as amended, the board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the

following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation , both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

## **ARTICLE 10. FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE 11. AMENDMENT OF ARTICLES OR BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, the Articles of Incorporation of the Corporation or these Bylaws, or any of them, may be altered, amended, or repealed and new Articles and/or Bylaws adopted by a vote of one less than the total number of members of the Board of Directors attending a meeting at which quorum is present.

## **ARTICLE 12. RESTRICTIONS ON CORPORATE ASSETS**

### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

## **ARTICLE 13. ELECTRONIC TRANSMISSION**

### **SECTION 1. ELECTRONIC TRANSMISSION**

Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions such as email, provided (i) for electronic transmission from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the

Corporation, the Corporation has in effect reasonable measures to verify that the Sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

## **ARTICLE 14. MEMBERS**

### **SECTION 1. NO MEMBERS**

The Corporation shall not have voting members within the meaning of the California Nonprofit Corporation Law.

## **CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

*Dated: 1 September 2017*

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Jennifer Ryan

Treasurer, Sudo Mesh

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