

Devhack Bylaws

Article 1 Name

The name of this corporation shall be: “/dev/hack2, 501(c)(3)”, hereinafter referred to as “Devhack”.

The business of the corporation may be conducted as “/dev/hack2, 501(c)(3)” or “Devhack”.

Article 2 Purposes and Legal Powers

2.1 Purpose

The purpose of this corporation is to promote curiosity and hacker culture through individual projects, social collaboration, and education. 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:

1. Build and maintain spaces suitable for technical and social collaboration.
2. Collaborate on all forms of technology, culture and craft in new and interesting ways.
3. Apply the results of its work to specific cultural, educational, charitable and scientific causes.
4. Freely share its research and discoveries, using what is learned to teach others.
5. Recruit and develop talented members dedicated to these purposes.
6. Provide a casual, queer-focused social space for learning how to build, break and fix computing systems.
7. 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.
8. To conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.

2.2 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.

Article 3 Members

The corporation shall not have members meeting the definition of “members” in RCW 24.03A.010(45). While the corporation may refer to individuals as “members”, individuals given “membership” shall not have the rights enumerated under the Washington Nonprofit Corporation Act but instead maintain only the rights and obligations given to them by agreements with the corporation. Individuals described as “members” shall have no legal right to dispute board decisions or actions through legal proceedings.

Article 4 Board of Directors

4.0.1 General Powers

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

4.0.2 Number

The Board shall consist of not less than three nor more than 7 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

4.0.3 Qualifications

Directors shall be individuals at least 18 years of age.

4.1 Election and Cessation of Directors

4.1.1 Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board.

4.1.2 Successor Directors

Successor Directors shall be appointed by the current Board by majority vote of directors then in office.

4.1.3 Appointment of New Directors

Directors may be appointed at any board meeting by the majority vote of directors then in office. New director appointments require approval from a majority of the current board, ensuring continuity of the organization's direction and values.

4.1.4 Term of Office

Unless a Director dies, resigns, or is removed, they shall serve until they resign or are removed. Directors may serve successive terms.

4.1.5 Vacancies

The board of directors may fill vacancies via the affirmative vote of a majority of the remaining directors despite less than a quorum of directors remain on the board.

4.1.6 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.1.7 Removal

A director may be removed by two-thirds vote of directors then in office.

4.2 Board of Directors Meetings

4.2.1 Annual Meeting

The annual meeting of the Board shall be held for the purposes of transacting such business as may properly come before the meeting.

4.2.2 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

4.2.3 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President, Treasurer, Secretary, or any two Directors, or, in the case of a committee meeting, by the

chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or outside the State of Washington as the place for holding any special Board or committee meeting called by them.

4.2.4 Remote Meetings

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by or through the use of, one or more means of remote communication through which all of the directors may simultaneously participate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

4.2.5 Place of Meetings

All meetings shall be held at the principal office of the Corporation or at such other place within or outside the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

4.3 Manner of Acting

4.3.1 Quorum

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

4.3.2 Majority Vote

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

4.3.3 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors entitled to vote. Such written consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document.

4.4 Board and Advisory Committees

4.4.1 Board Committees

The Board, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to:

1. Amend, alter, or repeal these Bylaws;
2. Elect, appoint, or remove any member of any other committee or any Director or officer of the Corporation;
3. Amend the Articles of Incorporation;
4. Adopt a plan of merger or consolidation with another corporation;
5. Authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business;
6. Authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
7. Adopt a plan for the distribution of the assets of the Corporation; or
8. Amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or them by law.

4.4.2 Advisory Committees

The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

4.4.3 Quorum; Manner of Acting

A majority of the number of members of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

4.4.4 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4.5 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

4.5 Compensation

The Directors shall receive no compensation for their service as Directors.

Article 5 Officers

5.1 Number and Qualifications

The officers of the Corporation shall be a President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.2 Election and Term of Office

The officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, they shall hold office until the next annual meeting of the Board or until their successor is elected.

5.3 Resignation

Any officer may resign at any time by delivering written notice to the President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

5.6 President

The President shall, subject to the Board's control, supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to the President by the Board.

5.7 Secretary

The Secretary shall:

1. Keep or cause to be kept the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board;
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
3. Be custodian or ensure the safe custody of the corporate records of the Corporation;
4. Keep records of the postal address and email address of each Director and each officer; and
5. In general perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the President or the Board.

5.8 Treasurer

The Treasurer shall have charge and custody of and be responsible for oversight of all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and ensure the deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request and in general perform all of the duties incident to the office of Treasurer and such other duties as may be assigned to them by the President or the Board.

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of their duties in such amount and with such surety or sureties as the Board may determine.

Article 6 Administrative Provisions

6.1 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 the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

6.2 Deposits

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

6.3 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

6.4 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.

6.5 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be documented by the treasurer in the corporation's financial records.

6.6 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be as determined by the Board.

6.7 Indemnification

6.7.1 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 they were a party because they are or were a director of the corporation against reasonable expenses incurred by them in connection with the proceedings.

6.7.2 Permissible Indemnification

The corporation shall indemnify a director or former director made a party to a proceeding because they are or were a director or of the corporation, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by the law.

6.7.3 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 a written affirmation from the director, officer, employee, or agent of their good faith belief that they are entitled to indemnification as authorized in this article, and an undertaking by or on behalf of the director, officer, employee, or agent to repay in such amount, unless it shall ultimately be determined they are entitled to be indemnified by the corporation in these bylaws.

6.7.4 Indemnification of Officers, Agents, and Employees

An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Washington Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

6.8 Dissolution

Dissolution of the corporation must be authorized by a vote of two-thirds or more of the current board members.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose

Article 7 Miscellaneous

7.1 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. Basic organizational information shall be provided to any member upon request.

7.2 Accounting Year

The accounting year of the Corporation shall be the twelve months ending 31st, December.

7.3 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, employee, affiliate, or member of a committee with board-elected powers.

7.4 Nondiscrimination Policy

The officers, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, chosen gender, and sexual orientation. It is the policy of Devhack 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 8 Counter-Terrorism and due Diligence Policy

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, Devhack 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, Devhack 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.

Devhack shall also comply and put into practice the federal guidelines, suggestion, laws and limitations 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 9 Document Retention Policy

9.1 General Guidelines

Records should not be kept if they are not needed for operation of the corporation or required by law. Unnecessary records should be eliminated from the files. The corporation 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.

9.2 Litigation

Devhack expects all officers, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, and employees should note the following general exception to any stated destruction schedule: If you believe, or the corporation informs you, that corporate records are relevant to litigation, or potential 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.

9.3 Document Categories

9.3.1 Corporate Documents

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

9.3.2 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.

9.3.3 Employment Records/Personnel Records

State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. Employment applications should be

retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

9.3.4 Board and Board Committee Materials

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

9.3.5 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.

9.3.6 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.

9.3.7 Correspondence

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

9.3.8 Banking and Accounting

Bank reconciliations, bank statements, deposit slips and checks should be kept for three years. Any invoices should be kept for seven years.

9.3.9 Insurance

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

9.3.10 Audit Records

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

9.4 Electronic Mail

Electronic mail shall be stored in at least one of the following ways:

1. As a printed hard copy kept in the appropriate file.
2. As a computer file downloaded on a disk.
3. On the email server.

The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

Article 10 Transparency and Accountability Disclosure of Financial Information With The General Public

10.1 Purpose

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

1. Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public.
2. Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public.
3. Specify the procedures whereby the open/closed status of documents and materials can be altered.

10.2 Financial and IRS documents (The form 1023 and the form 990)

Devhack 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.

10.3 Means and Conditions of Disclosure

Devhack shall make “Widely Available” the aforementioned documents on its internet website: <https://devhack.business>, to be viewed and inspected by the general public.

1. 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).
2. The website shall clearly inform readers that the document is available and provide instructions for downloading it.
3. Devhack 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).

4. Devhack 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 7 days for mailed requests.

10.4 IRS Annual Information Returns (Form 990)

Devhack shall submit the Form 990 to its board of directors 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 board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

10.5 Board

Board minutes shall be available to the public upon request, except where the board passes a motion to make any specific portion confidential.

10.6 Staff Records

1. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
2. No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
3. Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
4. Staff records shall be made available to the board when requested.

10.7 Donor Records

1. All donor records shall be available for consultation by the donors concerned or by their legal representatives.
2. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
3. 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;
4. Donor records shall be made available to the board when requested.

Article 11 Codes of Ethics and Whistle-Blower Policy

11.1 Purpose

Devhack requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and 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 Devhack 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.

11.2 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Devhack is in violation of law, a written complaint must be filed by that person with the board president.

11.3 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.

11.4 Retaliation

Said person is protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of Devhack and provides Devhack 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. Devhack shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Devhack or of another individual or entity with whom Devhack 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. Devhack shall not retaliate against any director, officer, staff, or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of devhack 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.

11.5 Confidentiality

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

11.6 Handling of Reported Violations

The board president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

Article 12 Amendments of Bylaws & Articles of Incorporation

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

Article 13 Certificate of Adoption of Bylaws

The foregoing Bylaws were adopted by a majority of the Directors then in office at a meeting of the Board of Directors held on [INSERT DAY, MONTH, YEAR] at which a quorum was present and constitute a complete copy of the bylaws of the corporation.