

Organizational Bylaws

How LinkScape is constituted, who holds office, and how decisions are made.

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I Name and Purpose

1.1 Organization Name and Status

LinkScape ("the Organization") is a fiscal sponsoree of Hack Club, a registered 501(c)(3) nonprofit organization. The Organization operates under the fiscal sponsorship framework established by Hack Club and in accordance with all applicable federal, state, and local laws and regulations governing nonprofit organizations.

1.2 Mission and Purpose

The Organization is dedicated to fostering global technological innovation and community engagement. The Organization shall:

- (a) Promote technological literacy and innovation across diverse communities without geographic limitation;
- (b) Create collaborative platforms and initiatives that advance human capability and understanding;
- (c) Operate with transparency, integrity, and accountability in all organizational matters; and
- (d) Maintain operational and financial standards consistent with Hack Club's fiscal sponsorship requirements.

1.3 Fiscal Sponsorship Framework

The Organization's operations, including all financial transactions, shall be conducted in accordance with Hack Club's fiscal sponsorship agreement and policies. The Organization acknowledges that all assets, funds, and activities conducted under this fiscal sponsorship remain subject to the sponsoring organization's oversight and ultimate fiduciary control.

II Membership

2.1 Open Membership

Membership in LinkScape shall be open to any individual worldwide without regard to geographic location, nationality, race, color, religion, sex, gender identity, sexual orientation, or disability. The Organization maintains a global, inclusive membership model dedicated to maximum accessibility and participation.

2.2 Membership Tiers and Classification

The Organization recognizes the following membership tiers:

- (a) Founder/Co-founder: Individuals foundational to the Organization's creation and initial governance, vested with special voting rights and veto authority over certain organizational matters as outlined in these Bylaws;
- (b) Executives: Members serving in formal executive roles within the Organization's Board or Officer positions, responsible for strategic direction and operational oversight;
- (c) Members: Individuals actively engaged in Organization activities and contributing to its mission, with standard voting rights and participation privileges;
- (d) Fellows: Individuals in transitional or project-based roles, or those pursuing extended engagement with the Organization, with limited voting rights as determined by the Executive Board.

2.3 Rights and Responsibilities

All members in good standing shall have the right to participate in Organization meetings, receive timely notice of significant organizational actions, and access materials necessary for informed decision-making. Members shall conduct themselves in accordance with the Organization's values and applicable policies, and shall maintain confidentiality regarding sensitive organizational matters.

III Executive Board

3.1 Board Composition

The Executive Board shall comprise the Organization's primary governance body, consisting of the Chief Executive Officer, Chief Technology Officer, and up to seven (7) additional board members selected by the Founder/Co-founder(s) or as otherwise determined through a formal governance process. Board members shall serve without compensation for their board service, though the Organization may reimburse reasonable expenses incurred in the conduct of organizational business.

3.2 Board Powers and Authority

The Executive Board shall possess the authority to:

- (a) Establish organizational policies and procedures governing the conduct of the Organization's affairs;

- (b) Approve the Organization's annual budget and financial plans, in accordance with Hack Club's fiscal sponsorship requirements;
- (c) Hire, supervise, and terminate officers and key personnel, establishing compensation and terms of employment;
- (d) Approve significant expenditures and enter into contracts or agreements binding the Organization;
- (e) Establish committees and delegate authority as necessary to effectuate the Organization's mission; and
- (f) Make such other decisions and take such actions as the Board determines in its reasonable business judgment to be necessary or appropriate for the Organization's success.

3.3 Board Meetings

The Executive Board shall convene in regular meetings no less than quarterly, with the specific schedule established at the beginning of each fiscal year. Additional special meetings may be called by the Chief Executive Officer or by any two (2) board members upon written notice to all members. All meetings shall be conducted with full transparency and with materials provided to board members in advance.

3.4 Quorum and Voting

A quorum for the transaction of business at any Board meeting shall consist of a majority (at least fifty-one percent (51%)) of the sitting board members. Board actions approved by quorum shall be deemed valid organizational decisions, subject to the Founder/Co-founder veto right described in Section 3.5. Each board member shall be entitled to one (1) vote on matters before the Board, and decisions shall be made by majority vote of members present at a properly constituted meeting.

3.5 Founder/Co-founder Veto Authority

Notwithstanding any Board decision or vote, any Founder or Co-founder of the Organization shall retain an absolute veto right over all organizational matters deemed fundamental to the Organization's governance, mission, and financial interests. This veto right extends to decisions regarding amendments to these Bylaws, dissolution or material restructuring of the Organization, significant financial transactions, or any matter reasonably determined by a Founder/Co-founder to affect the Organization's core purposes. The exercise of veto authority shall be documented and communicated to the full Board within five (5) business days.

IV Officers

4.1 Officer Roles and Appointment

The Organization shall maintain the following principal officer positions: Chief Executive Officer (CEO) and Chief Technology Officer (CTO). The Executive Board may establish additional officer positions as deemed necessary to carry out the Organization's mission. All officers shall be appointed by the Executive Board and shall serve at the Board's pleasure.

4.2 Chief Executive Officer (CEO)

The CEO shall serve as the principal executive officer of the Organization and shall be responsible for:

- (a) Implementing Board decisions and executing the Organization's strategic plans and policies;
- (b) Managing day-to-day operations and supervising all organizational staff and contractors;
- (c) Ensuring the Organization maintains compliance with all applicable laws, regulations, and Hack Club's fiscal sponsorship requirements;
- (d) Preparing financial reports and organizational performance metrics for Board review;
- (e) Representing the Organization in external communications and business relationships; and
- (f) Exercising such other powers and duties as delegated by the Executive Board or as necessary to advance the Organization's mission.

4.3 Chief Technology Officer (CTO)

The CTO shall oversee all technical and technological aspects of the Organization's operations, including:

- (a) Directing the development, deployment, and maintenance of the Organization's technical infrastructure and platforms;
- (b) Establishing technical standards, best practices, and security protocols;
- (c) Managing technical personnel and evaluating technical personnel performance;
- (d) Providing technical guidance and recommendations to the Executive Board; and
- (e) Ensuring the Organization's technical operations remain secure, scalable, and aligned with the Organization's mission.

4.4 Officer Terms

All officers shall serve one-year terms commencing on January 1 of each calendar year, or such other date as the Executive Board may determine. Officers may be reappointed by the Board for successive terms without limitation. Officers may be removed by the Executive Board at any time, with or without cause, by majority Board vote.

V Meetings

5.1 Regular Meetings

The Executive Board shall hold regular meetings at least once per quarter (four (4) times per calendar year). The specific dates, times, and locations for regular meetings shall be established by the Board at the commencement of each fiscal year and communicated to all members. Regular meetings may be held in person, electronically, or through a hybrid format.

5.2 Special Meetings

Special meetings may be called at any time by the CEO or by written request of any two (2) or more board members. Special meetings shall be held upon such notice and at such times as the Organization's governing documents or applicable law may require.

5.3 Notice Requirements

Written notice of all meetings shall be provided to each board member at least five (5) business days in advance of the meeting date. Notice shall specify the meeting date, time, location or meeting platform, and the principal matters to be discussed. Materials relevant to agenda items shall be provided to board members no fewer than two (2) business days before the meeting. In cases of emergency or urgent organizational need, the Board may conduct meetings upon abbreviated notice as deemed appropriate.

5.4 Electronic Participation

Any board member may participate in Organization meetings by electronic means, including video conference, telephone, or other remote communication technology, provided that all participants can hear and be heard by each other during the meeting. Participation by electronic means shall be deemed equivalent to physical presence for purposes of determining quorum and voting. The Organization shall maintain records of all meetings, including attendance and voting records, in accordance with applicable legal requirements.

5.5 Meeting Minutes and Records

Detailed minutes shall be maintained for all Board meetings, documenting attendance, agenda items, decisions made, voting results, and any dissenting views. Minutes shall be approved by the Board at the next regular meeting and shall be retained as permanent organizational records. All records shall be made available to board members upon reasonable request and in accordance with applicable privacy and confidentiality requirements.

VI Fiscal Year

6.1 Fiscal Year Defined

The Organization's fiscal year shall commence on January 1 and conclude on December 31 of each calendar year. This fiscal year shall be used for purposes of financial reporting, budgeting, and all other organizational financial matters. The Organization's financial statements shall be prepared in accordance with generally accepted accounting principles (GAAP) and in compliance with all applicable tax and regulatory requirements.

6.2 Financial Management and Reporting

The Organization shall maintain complete and accurate financial records reflecting all income, expenditures, and assets. All financial transactions shall be conducted with integrity and in compliance with Hack Club's fiscal sponsorship requirements and applicable law. The Organization shall provide the Executive Board with regular financial reports, including quarterly summaries and an

annual comprehensive audit or review. All financial records shall be open to inspection by authorized representatives of Hack Club and subject to all audit requirements.

VII Amendments

7.1 Amendment Authority

These Bylaws may be amended, modified, or repealed only by action of the Organization's Founder(s) or Co-founder(s), in accordance with Ordinance Section 28 as applicable to the Organization. Proposed amendments shall be documented in writing, specifying the language to be modified and the rationale for the change. Any amendments shall be effective upon execution by the Founder/Co-founder(s) and shall be communicated to all Board members and organizational stakeholders within ten (10) business days.

7.2 Amendment Documentation

The Organization shall maintain an amendment history documenting all modifications to these Bylaws, including the date of amendment, the specific language changed, and the individual(s) who authorized the amendment. This history shall be preserved as a permanent organizational record.

VIII Dissolution

8.1 Dissolution Procedures

In the event of the Organization's dissolution, liquidation, or material restructuring, the dissolution shall be conducted in accordance with Ordinance Section 30 and in compliance with all requirements set forth by Hack Club as the fiscal sponsor. The Organization acknowledges that its dissolution is subject to the fiscal sponsorship agreement and applicable law.

8.2 Asset Distribution

Upon dissolution, all assets, funds, and property of the Organization shall be distributed in accordance with the terms of the fiscal sponsorship agreement with Hack Club. All assets shall revert to Hack Club or be distributed to such other charitable organization(s) as Hack Club may designate, in compliance with the requirements of the Internal Revenue Code Section 501(c)(3) and applicable state nonprofit corporation law. No portion of the Organization's assets or net income shall inure to the benefit of any private individual, and all property shall be applied exclusively to charitable purposes as determined by the fiscal sponsor.

8.3 Records and Documentation

Upon dissolution, all organizational records, documents, and files shall be preserved and transferred to Hack Club or as otherwise directed by law. These records shall be maintained in perpetuity to document the Organization's history, governance, and financial transactions.

Certification and Signature

The undersigned Founder/Co-founder(s) of LinkScape hereby certify that the foregoing Organizational Bylaws have been duly adopted and shall govern the Organization's operations effective as of the date set forth above.

By their signatures below, the signatories acknowledge their understanding of and commitment to these Bylaws and agree to ensure the Organization's compliance with all provisions herein.

LinkScape - Fiscal Sponsoree of Hack Club

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LinkScape operates as a fiscally sponsored project of The Hack Foundation dba Hack Club, a 501(c)(3) nonprofit. Hack Club holds the charitable status and every dollar moves through Hack Club Bank.

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