

The Wilderness Center Constitution

Adopted by Membership July 28, 1964, Amended by Membership January 28, 1967, January 29, 1970, January 18, 1979, January 22, 1987, December 21, 1996, April 8, 2003 and November 21 2006.

Article I. Name

The name of the corporation shall be THE WILDERNESS CENTER, INC.

Article II. Place of Business

The principal place of business and the registered office of the corporation shall be in the County of Stark, State of Ohio.

Article III. Core Values

1. The Wilderness Center, Inc., (TWC) is a conservation organization. TWC promotes environmental conservation. TWC programs encourage preservation and conservation of natural resources, sustainable use of natural resources, and preservation and conservation of native wildlife resources. Wildlife is defined to include all species.
2. TWC is a diverse organization. TWC does not discriminate against people because of race, color, creed, national origin, gender, age, physical or mental ability, sexual orientation, or political philosophy.
3. TWC is a secular organization. It does not endorse or discriminate against any particular religious belief or tradition. TWC's programs teach currently accepted science, including evolution and a very old universe.
4. TWC strives to manage its land holdings to promote conservation of species native to Northeastern Ohio and to discourage non-native species. Furthermore, TWC does not knowingly introduce non-native species on its lands. Native species include those present in Northeastern Ohio prior to European settlement.
5. TWC strives to be a caring organization with respect to people, the environment, and the community.
6. TWC's fund-raising efforts are conducted with the highest ethical standards.
7. TWC does not engage in political advocacy, except on issues that directly affect TWC and conflict with our core values and mission.

Article IV Mission Statement and Purpose

Mission Statement: To connect our community with nature, educate people of all ages, conserve natural resources and practice environmental stewardship.

Purpose: The purpose of this corporation is to connect people and nature for educational, scientific, recreational, and cultural pursuits; to establish and operate a nature center or centers in Ohio; to preserve biodiversity; to preserve historically important land areas or structures; to protect natural environmental systems and scenic beauty; to preserve land areas in agricultural or forested conditions; and to accept conservation

easements and/or to hold title to land outright or in trust to foster any one or more of the above. This corporation is not for the purpose of monetary profit.

Article V. Objectives

The objectives of the corporation shall be as follows:

- a. To advance the Center's mission through entrepreneurial initiatives.
- b. To develop natural history, science, and conservation education programs in cooperation with schools, colleges, youth groups, church groups and adult organizations. Programs will develop an understanding and appreciation of the natural world.
- c. To cooperate with national, state, county, municipal, and private natural resource agencies in providing an outdoor laboratory where people of all ages can learn or conduct research in the outdoors.
- d. To provide opportunities for individual and family pursuit of hobby or more serious interest in the natural world.
- e. To provide trails and facilities so that individuals and family groups may visit the center for the recreation and enjoyment of being in the outdoors.
- f. To assist in formation and operation of special interest clubs related to the mission stated in Article IV.
- g. To operate as a nonprofit land trust to protect natural lands, agricultural lands, forest lands, and historically important lands and structures through fee ownership, conservation easements, or other means.
- h. To preserve Ohio's biodiversity through proper stewardship of land.

Article VI. Membership

Section 1. Membership: The membership of this organization shall be composed of individuals, families, combinations of individuals, business firms, clubs, and other organizations who have paid to the corporation the prescribed membership dues, or otherwise qualified for membership under the provisions of this Constitution. Each member shall be entitled to one vote.

Each family, combination of individuals, business firm, club or organization admitted to membership shall designate one individual who shall be entitled to one vote and to exercise all the rights and privileges accorded regular members of this corporation. The name of such designated representative shall be recognized as the duly-authorized representative until the secretary of this corporation is notified in writing of the revocation of said appointment and given in writing the name and address of a newly designated representative.

Section 2. Classes of Membership: Classes of membership will be established by the Board of Directors.

Section 3. Dues: Membership dues shall be fixed and made payable in such amounts and at such times and manner, and upon such notice, as the Board of Directors shall from time to time prescribe.

Section 4. Transfer of Membership: No member may assign or transfer his membership or any rights therein.

Article VII. Meetings of Members

Section 1. Annual Meeting: An annual meeting of the members shall be held in Ohio at a time and place designated by the Executive Committee for the election of Directors and the transaction of such other business as may properly come before such meeting.

Section 2. Special Meetings: Special meetings of the members may be called by the Secretary, upon order of the President or upon the written request of a majority of the Board of Directors.

Section 3. Notice of Meetings: At least ten days prior to the annual meeting and at least five days prior to any special meeting, written notice stating the time, place, and purpose thereof shall be communicated to the membership.

Section 4. Quorum: Fifteen members shall constitute a quorum for the transaction of business at any regular or special meeting of the members.

Section 5. Voting Rights: The right to vote shall be limited to those who are members in good standing on the records of the corporation on the date that notice of the meeting was mailed. There shall be no voting by proxy.

Article VIII. Board of Directors

Section 1: The management of the affairs of the corporation, the determination of its policies and activities, the control and disposition of its properties, subject to the provision of law and this Constitution, shall be vested in a Board of Directors consisting of not less than fifteen. The number of Directors to be elected shall be determined by the Board of Directors at least thirty days prior to any election of Directors.

Section 2: The Directors shall be elected from the membership by the members of the corporation, except that the Canton Audubon Society shall have the option of naming one Director at each annual election, up to a maximum of three (3) Directors.

Section 3. Election: At the first organizational meeting of the Directors, the Directors named in the Certificate of Incorporation for the first year of the existence of the corporation shall choose by lot, terms of one, two and three years, respectively, so that one person shall serve an original term of one year, two persons shall serve an original term of two years, and two persons shall serve a term of three years. At the first annual meeting of the members of the corporation, and at each annual meeting thereafter, the members shall elect such number as may be necessary to comprise the Board of Directors in the number fixed by the Directors. Provided, however, that if the number of Directors is increased, the terms of the additional members to be elected shall be fixed so that as nearly as possible the terms of one-third of the members of the Board of Directors will expire at each annual meeting of the members. As nearly as possible, one-third of the members of the Board shall be elected at each annual meeting.

Section 4. Powers: The Board of Directors shall elect the officers of the corporation; shall appoint necessary committees and prescribe their powers and duties; and shall make rules and regulations, not inconsistent with law or this Constitution, for the proper management of the affairs of the corporation.

Section 5. Meetings: Regular meetings of the Board of Directors shall be held at such times as the Board of Directors may, in its discretion, determine. Other meetings of the Board may be called by the President of the corporation, or upon the written request to the Secretary of the corporation by three Directors. All meetings of the Board of Directors shall be held in such place in Ohio as the Board may from time to time fix. Notice of all meetings of the Board shall be given to the members thereof at least three days prior to the meeting. Directors

may participate in any meeting by means of communications equipment, and meetings of the Directors may be held through any communications equipment if all persons participating can hear each other. Participation in a meeting via such communications equipment shall constitute presence at such meeting.

Section 6. Quorum: Ten (10) members of the whole Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board.

Section 7. Absences: Any member of the Board of Directors, who absents himself or herself from three consecutive regular or special meetings, without submitting a reasonable excuse for such absence, may be subject to removal from the Board. Such removal requires a formal motion and second, and positive vote of at least 75% of those members in attendance.

Section 8. Filling Vacancies: The President may appoint members to Board vacancies, provided however that such appointments must be confirmed by simple majority of the members of the Board of Directors present at the next regular meeting.

Section 9. Term Limits: Directors elected to the Board for the first time prior to the year 2005 are not subject to term limits and may be elected to an unlimited number of consecutive terms. Directors elected to the Board for the first time in the year 2005 or after are subject to the following term limits:

- a. They may be elected to a maximum of two consecutive three-year terms.
- b. After serving two consecutive three-year terms, they may not be reelected to the Board for a period of one year.
- c. A Director serving as President of TWC will not be subject to term limits and may be elected to three-year terms until her or she has completed the maximum of five consecutive one-year terms as President.

Section 10. Ethics: Directors will comply with a Code of Ethics Statement approved by the Board of Directors. Directors in violation of the Code of Ethics are subject to removal by a two-thirds majority vote of the Board of Directors

Article IX. Officers

Section 1. The officers of this corporation shall consist of a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer and any other officers deemed necessary as approved by the Board of Directors. The Executive Director shall serve as an employee and officer of the corporation. The Executive Director does not vote at meetings of the Board or Executive Committee.

Section 2. Immediately upon the organization of this corporation and annually thereafter, the Directors shall hold an organizational meeting and elect from their members a President, a First Vice President a Second Vice President, a Secretary, and a Treasurer to serve until the next organizational meeting of the corporation, or until their successors are elected and qualify, except that the President shall not serve more than five consecutive terms.

Section 3. The offices of Secretary and Treasurer may be vested in one person in the discretion of the Board of Directors.

Section 4. The President shall serve as Chairman of the Board of Directors and, subject to the instructions of the Board of Directors, shall supervise the Executive Director, an employee who serves as the Chief Executive Officer of the corporation, with all express, implied, and incidental powers pertaining thereto.

Section 5. The First Vice President, or in his or her absence or inability to act, the Second Vice President, shall have the power and authority to perform all the functions and duties of the President in the absence of the President, or his or her inability for any reason to act.

Section 6. The Secretary shall issue all notice of meetings, whether of members or of the Board of Directors; shall attend all such meetings or appoint another Board member to temporarily serve and shall keep full and complete records of the Minutes and proceedings in the Minute Book of the corporation. He or she shall also serve as Secretary of the Board of Directors.

Section 7. A record of members of the corporation in good standing shall be compiled and kept by the Executive Director or other employees designated by the Executive Director of the corporation.

Section 8. The Treasurer shall have the custody of the corporation funds and securities, and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the corporation. He or she shall deposit all funds of the corporation. This shall be in the name of the corporation in such bank or banks as shall, from time to time, be designated by the Board of Directors. If required by the Board of Directors, he or she shall be bonded as security for the faithful performance of the duties of his or her office.

Section 9. The President may appoint Board members to Officer vacancies, provided however that such appointments must be confirmed by simple majority of the members of the Board of Directors present at the next regular meeting.

Section 10. The officers of the corporation with the exception of the Executive Director shall serve as such without compensation.

Article X. Dissolution

Upon dissolution of this corporation, each member and all paid personnel waive any personal monetary interest which they might have therein; and, after satisfaction of all corporate liabilities, the Board of Directors is authorized and empowered to give, assign and transfer all assets of the corporation, either in kind or the proceeds of their sale, to such nonprofit organization or organizations which it determines to have like or nearly like objectives; and, for want of such organization, then to such educational or philanthropic organization or organizations for use in the field of conservation, education or philanthropy which the Board of Directors determines to be worthy thereof; and, for want of such donee or transferee qualifying under the foregoing, then to the State of Ohio for such use as most nearly resembles its use by The Wilderness Center, Inc. Any such action by the Board of Directors shall be final and not subject to review or appeal.

Article XI. Amendments

This Constitution may be amended at any annual or special meeting of the membership, provided copies of the amendment shall have been sent with the required notices of the meeting to the voting members. The text of amendments may be posted on a web site as an alternative to providing members with printed copies of amendments, provided the members are notified of the web site posting in a timely manner. A two-thirds vote of the members present shall be required for passage.

CODE OF REGULATIONS

Article I. Regular Members Serving on Board

All members of the Board of Directors shall be members of the corporation in good standing.

Article II. Committees

Section 1. At each organizational meeting of the Board of Directors, the Board shall appoint not less than two (2) of its members to serve with five the officers of the corporation as an Executive Committee. The President shall act as chairman of the Executive Committee. The members of the Executive Committee shall have such powers and perform such duties as may be delegated to it by the Board of Directors, not inconsistent with the law, certificate of incorporation or Code of Regulations, of this corporation, or the powers and duties hereinafter set forth in this code of regulations. The Executive Director shall serve as an ex officio, non-voting, member of the Executive Committee.

Section 2. The Executive Committee shall have the power, in its discretion, to create such other committees, either special or standing, as the Executive Committee may deem necessary, and to delegate to such committees such powers and duties as the Executive Committee may deem advisable, not inconsistent with the law, certificate of incorporation or bylaws of the corporation, such actions to be subject to confirmation by the Board of Directors at the next regular meeting. The Executive Director may serve as an ex officio, voting member of all committees.

Section 3. The Executive Committee shall appoint the following standing committees: Board Development, Membership, Human Resources, Budget, Land Stewardship, Education, Audit, Investment, and Development.

Article III. Paid Personnel

Section 1. The Executive Committee shall from time to time nominate an Executive Director of the corporation, subject to the confirmation of the Board of Directors. The Executive Director shall have such duties and responsibilities as may be assigned to him or her by the Executive Committee, together with all incidental powers necessary to implement such duties and responsibilities. The Executive Director is hereby designated as the Chief Executive Officer of the corporation, and shall have all powers, express, implied and incidental to carry out such office.

Section 2. The Executive Director, with approval of the Executive Committee, may appoint such other agents and employees, and assign them such duties and responsibilities as, in his or her judgment, may be in the best interests of the corporation with prompt notice given to the Executive Committee, at its next regular meeting. The Executive Director shall have the power to discharge employees of the corporation.

Section 3. The compensation of the Executive Director, and all other employees of the corporation, shall be fixed by the Board of Directors.

Article IV. Indemnification of Officers and Directors

In order to induce officers and Directors of the corporation to continue to serve as such and to induce others to serve as officers and/or Directors and in consideration of such service, the corporation shall indemnify and hold harmless each Director now or hereafter serving the corporation, and each officer now or hereafter serving the corporation, from and against any and all claims and liabilities to which he or she may be or become subject by reason of his or her now or hereafter being or having heretofore been a Director and/or officer of the corporation and/or by reason of his or her alleged acts or omissions as a Director and/or officer as aforesaid, and shall reimburse each Director and each officer of the corporation for all legal and other expenses reasonably incurred by him or her in connection with defending against any such claims or liabilities, provided, however, that no Director or officer shall be indemnified against, or be reimbursed for any expenses incurred in defending against, any claim or liability in relation to matters as to which he or she shall be adjudged to have been derelict

in the performance of his or her duty as officer or Director. The foregoing rights of Directors and officers shall not be exclusive of other rights to which they may be lawfully entitled.

Article V. Fiscal Matters

Section 1. The fiscal year of the corporation shall commence on the first day of each July and terminate on the last day of the succeeding June.

Section 2. All checks, drafts and promissory notes or acceptances for the payment of money shall be signed in such manner as shall be provided for from time to time by the Board of Directors.

Section 3. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 4. All funds of the corporation not otherwise employed 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, or may be invested, in accordance with the direction of the Board of Directors, in such securities as are legal for trust funds under the laws of the State of Ohio, at the time of such investment.

Section 5. Immediately after the close of each fiscal year, the Board of Directors shall cause the books and accounts of the corporation for the last preceding fiscal year to be examined and closed by a qualified public accountant. The accountants report shall be filed with the records of the corporation and be available during usual business hours for inspection by any member or by the public.

Article VI. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Article VII. Rules of Order

The rules contained in Robert's Rules of Order shall govern in all cases to which they are applicable and not inconsistent with the bylaws or policies of this corporation.

Article VIII. Amendments

This code of regulations may be altered, amended, or repealed at any regular or special meeting of the voting members of the corporation at which a quorum is present by a vote of two-thirds (2/3) of the voting members present, provided that notice of any proposed amendment shall be given to the members in notice of such meeting.

Article IX. Code of Regulations

This code of regulations shall be originated by the Board of Directors and shall be approved by a two-thirds (2/3) vote of the voting members present and notice of the code of regulations shall be sent to members at least ten (10) days before the meeting.