

# BYLAWS OF WILDERNESS TREKKERS, INC.

(A Florida Corporation not-for-profit)

## ARTICLE I

### PURPOSES AND OBJECTIVES

The purposes and objectives of this corporation shall be exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. Within this meaning, the corporation shall be dedicated to promotion of and education for responsible use and enjoyment of the outdoors.

## ARTICLE II

### DEFINITIONS

1. Corporation. The term "Corporation" shall hereinafter mean Wilderness Trekkers, Inc.
2. Board. The term "Board" shall hereinafter mean the Board of Directors of the Corporation.

## ARTICLE III

### MEMBERSHIP

Section 1. Qualifications for Membership. Any person who agrees with the purposes and objectives of the Corporation may become a member by completing an application blank and paying the dues required for the desired class of membership.

No person shall, on the grounds of age, race, color, sex, religious creed, or national origin, be denied membership in the Corporation or access to programs or services to the general public.

Section 2. Classes of Membership and Dues. The classifications of membership in the Corporation shall be established by the Board and shall include but not be limited to: a) Individual, b) Family, c) Sustaining, d) Supporting, and e) Commercial/Agency. Dues established for each membership class shall be determined by the Board.

Section 3. Termination of Membership. Any person who fails to pay dues prior to the end of the renewal period of the previous membership shall thereby thereupon cease to be a member. The Board of the Corporation may forthwith terminate the membership of any person who has been determined by a majority of the members of the Board to have violated rules and regulations of the Corporation in such a manner as to have been detrimental to the purposes and objectives of the Corporation. No such determination shall be made without a hearing on the matter by the Board, to which the person shall be invited and at which such person shall be entitled to present his or her case.

Section 4. Voting Privileges for Members. There shall be one vote for each Individual, Sustaining, and Supporting membership. There shall be two votes for each Family membership. There shall be

no vote for Commercial/Agency membership. Voting privileges for other categories of membership shall be established by the Board.

## ARTICLE IV

### MEMBERSHIP MEETINGS

Section 1. Annual Meetings. The Annual Meeting of the Corporation shall be held at a time and place within the State of Florida as determined by the Board, for the purpose of elections and for the transaction of such other business as may come before the meeting. Notice of the meeting shall be mailed at least thirty (30) days prior to such meeting to all members. Insertion of the Notice of the Annual Meeting in the Corporation's Newsletter shall constitute valid notice, provided the newsletter is mailed at least thirty (30) days prior to the Annual Meeting.

Section 2. Special Meetings. A special meeting of the members may be called by any of the following: The President, a majority of the Board, or forty (40) members by written notice not less than thirty (30) days in advance of such meeting. Such notice shall be furnished to all members, shall state the purposes of the proposed meeting, and shall state the time and the place of the meeting.

Section 3. Quorum. Fifteen (15) memberships shall constitute a quorum at any meeting of the Corporation.

## ARTICLE V

### THE BOARD OF DIRECTORS

Section 1. Powers. The business of the Corporation shall be managed and its corporate powers shall be exercised by the Board. Unless otherwise prohibited or restricted herein, the Board of Directors shall have all corporate powers not specifically prohibited by statute or Articles of Incorporation of the Corporation. The powers of the Board shall specifically include, but not be limited to, the following:

- a) To use and expend the revenues realized from the membership dues and other sources of income, including grants, for the purposes and objectives of the Corporation;
- b) Review and determine that all functions conducted in the name of the Corporation comply with the purposes, objectives, and policies of the Corporation and to take appropriate corrective action, as necessary, to ensure compliance; and
- c) To employ and compensate such personnel as may be desired or required for the maintenance and growth of the Corporation, except that neither Directors nor Officers shall receive compensation for their services as such.

Section 2. Directors. There shall be five (5) elected Directors of the Corporation: the Director-Activities, Director-Education, Director-Special Events, Director-Membership and Director-Newsletter. These Directors shall be elected annually by the membership. No one shall be elected

or appointed to the Board without having been a participating member in good standing with Wilderness Trekkers, Inc.

Section 3. Nomination Procedure. The Chair of the Nominating Committee shall be appointed by the President. The members of the Nominating Committee shall be chosen by the Chair with the approval of the Board. The duties of the Nominating Committee are to identify and encourage rising leadership in the Corporation and to present nominees for election. Presentation of the nominees shall not preclude nominations from the floor, provided the nominee consent has been given in writing to the Nominating Committee Chair no less than thirty (30) days prior to the distribution of the ballot.

Section 4. Removal of Director. Any Director of the Corporation may be removed without cause by a three-fourth of the entire Board.

Section 5. Vacancies. Vacancies of Directors on the Board may be filled by proposal by the President and election by the Board. Any person so elected to fill a vacancy on the Board shall serve until the next election period.

Section 6. Members of the Board. Members of the Board shall be all elected Directors, all elected officers, and the Past President, who shall have a vote and be part of a quorum. Chairs of the Standing Committees shall be non-voting Ex-Officio members of the Board and shall not be part of a quorum. The Board may appoint additional non-voting, non-quorum Ex-Officio members.

## ARTICLE VI

### MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular and Special Meetings. Regular meetings shall be scheduled by the President or a majority of the Board. The Secretary shall give notice of each regularly scheduled meeting to the Newsletter Editor who shall publish the regularly scheduled meeting dates in the Newsletter. Special meetings may be held upon call by the President or a majority of the Board. The Secretary shall give notice of each special meeting to each Board member at least three (3) days before the date thereof.

Section 2. Quorum and Voting Procedure. A majority of the total voting members of the Board shall constitute a quorum for the transacting of business. Unless expressly provided otherwise herein, every act or decision done or made by a majority of the Board members present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Members of the Board shall be deemed present at a meeting of the Board if a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other is used.

Section 3. Attendance. Any elected or Ex-Officio Board member who, without an adequate excuse, fails to attend three (3) meetings of the Board each year July 1 – June 30 shall be deemed to have resigned from the Board and any office or committee chair held by such person.

All regularly scheduled and special meetings of the Board shall be open to the membership. Members wishing to bring new business to the Board shall notify the President at least two days in advance of the Board meeting, and entertaining the new business shall be at the

discretion of the Board as determined by a majority vote of Board members in attendance. This last paragraph shall be included in the newsletter for all Board meeting announcements.

## ARTICLE VII

### OFFICERS

Section 1. Enumeration and Term of Officers. The Officers shall consist of President, Vice President, Treasurer, and Secretary, all of whom shall hold office for a term of one (1) year. In the case of a vacancy occurring before the end of a term, the office may be filled by someone elected by the Board. Other Officers and their duties may be designated by a majority vote of the Board. The Vice President shall be the President Elect, taking over the position of President the following year.

Section 2. Election of Officers. The Nominating Committee shall present a slate of officers annually. The Officers of the Corporation shall be elected annually by the membership. Any person serving as an Officer shall be a member of the Corporation. No one shall be elected as President without having served at least one year as a member of the Board of Directors

Section 3. Duties and Powers of the Officers.

A) The President:

- Shall be the Executive Officer of the Corporation;
- Shall call and preside at the meetings of the membership and the Board;
- Shall be an Ex-Officio member of all committees, except the Nominating Committee;
- With the approval of the Board shall appoint all committee chairs and may appoint special committees not otherwise provided for in the bylaws;
- Shall, in consultation with the Board, employ and release all professional and non-professional staff.

B) Vice President:

- Shall assist the President in the performance of his/her duties;
- Shall perform the duties of the President in the absence of the President;
- Shall become the President in the event that the office of President is vacated prior to June 30.

C) Treasurer:

- Shall be the custodian of the funds of the Corporation;
- Shall prepare a budget and present it for approval to the Board;
- Shall see that payments are made in accordance with the budget and these bylaws;

- Shall see that appropriate reports are made and licenses are secured;
- Shall arrange for an audit.

D) Secretary:

- Shall keep the Minutes of all meetings of the Corporation;
- Shall be responsible for sending out notices of all such meetings.

## ARTICLE VIII

### FUNCTIONS

The Corporation shall carry out its purposes and objectives through programs, seminars, conferences, publications, and activities. These functions shall be accomplished through volunteer leaders approved by the President or his designee. These leaders shall supervise and structure the functions they are assigned to ensure compliance with the purposes stated in the Articles of Incorporation and shall report to the Corporation through the Officers and Directors of the Corporation on such matters as are requested by the President.

## ARTICLE IX

### ORGANIZATIONAL POLICIES

Section 1. Individual Policies. Regarding fundraising, a member of the Corporation may be identified or operate as such in commercial endorsements only in publications of the Corporation and/or connection with fund-raising activities of the Corporation. No members of the Corporation may be identified as such for personal gain.

Section 2. Unbudgeted Expenditures. Unbudgeted expenditures must be approved by the President prior to remittance of funds, or the issuance of a check. The authority may be by letter or by counter-signature.

Section 3. Execution of Instruments. With majority Board approval all contracts and instruments shall be executed in the name of the Corporation by the President, for whom the Vice President may substitute, and shall be attested to by the Secretary. The Board may authorize a Director or Committee Chair to execute certain contracts and instruments.

Section 4. Expenditures in Excess of \$1,000.00. All expenditures, whether budgeted or unbudgeted, in excess of \$1,000.00 require the signature of two signatories.

## ARTICLE X

### AMENDMENTS AND RULES OF ORDER

Section 1. Amendments. The Articles of Incorporation of the Corporation, or these Bylaws, may be amended by three-fourths vote of the Board of Directors. Notice of any proposal to amend these Bylaws, or amend the Articles of Incorporation of the Corporation, must be given to each member of the Board of Directors at least thirty (30) days in advance of the meeting at which it is to be considered.

Section 2. Rules of Order. The latest edition of Roberts Rules of Order (Newly Revised) shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by specific rules of procedure adopted by the Board.

Amendment to

ARTICLE I

PURPOSES AND OBJECTIVES

Approved September 15th, 2003

The purposes and objectives of this corporation shall be exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. Within this meaning, the corporation shall be dedicated to promotion of and education for responsible use and enjoyment of the outdoors.

Amended to now read (change shown in italics)

The purposes and objectives of this corporation shall be exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. Within this meaning, the corporation shall be dedicated to promotion of and education for responsible *recreational* use and enjoyment of the outdoors.