

# Bylaws of Wild Ones Natural Landscapers, Ltd.

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## **Corporation Name**

The legal name of the corporation shall be Wild Ones Natural Landscapers, Ltd. It shall be called for practical purposes in all but legal documentation, known by its registered trademark name, Wild Ones®.

## **Mission Statement**

Wild Ones promotes native landscapes through education, advocacy and collaborative action.

## **Article I – Offices**

The corporation shall continuously maintain, in the State of Wisconsin, a registered office and a registered agent whose business office is identical with such a registered office and may have other offices within or without the State.

## **Article II – Members**

### ***Section 1. Memberships***

Membership shall be for an entire household. The board of directors shall determine the dues structure for membership.

### ***Section 2. Qualification of Members***

- a. Members shall qualify upon payment of dues as determined in accordance with Section 1.
- b. Members shall subscribe to and abide by the Policies as set forth by the board of directors.
- c. Failure to pay membership dues or abide by Policies shall result in the suspension or expulsion of membership and all rights thereto.

### ***Section 3. Payment of Dues***

All dues shall be payable to Wild Ones on or before the day of the month in which the member first became a member or renewed membership. Payments of membership dues shall be received and processed by the executive director or appointee.

### ***Section 4. Voting Rights***

Each paid membership shall be entitled to one vote on each matter submitted to a vote of the members.

### ***Section 5. Transfer of Membership***

Membership in this corporation is not transferable or assignable.

## **Article III – Meeting of Members**

### ***Section 1. Annual Membership Meeting***

An annual membership meeting shall be held on a date approved by the board. The meeting date shall be set at least 60 days prior to the meeting.

### ***Section 2. Special Membership Meeting***

Special membership meetings may be called by the board of directors, or not less than 1/20th of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

### ***Section 3. Members' Participation in Membership Meetings***

Membership meetings, whether the Annual Membership Meeting or a specially called meeting, shall be held via electronic means, or a hybrid of in-person and electronic access, to allow all members wishing to participate to do so. The method for participation shall be communicated to all members in advance of the meeting.

### ***Section 4. Notice of Meetings***

Notice of the Annual Membership Meeting shall be sent to each member no fewer than 45 days prior to the meeting via one or more of the following means: USPS mail, email notification, electronic member newsletter, and notice in the Wild Ones Journal. In the case of a special membership meeting, notice shall be sent to members no fewer than six days nor more than 120 days before the date of such meeting; or, in the case of a removal of one or more directors, a merger, a consolidation, or dissolution, or a sale, lease, or exchange of assets, not less than 20 nor more than 120 days before the date of the meeting.

In the case of a special meeting, or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the corporation, with postage thereon prepaid. If emailed, the notice shall be deemed delivered when it is sent from the sender's computer. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

### ***Section 5. Election of Directors***

Every year, the members shall elect five directors. Each membership shall be entitled to vote on one ballot in the election. Board members shall be elected for a term of three years. For the election of directors, the board of directors will determine the period during which members may vote. The voting period shall be no less than 21 days and no more than 45 days. Ballots postmarked or submitted electronically after the voting period shall not be counted. The secretary or designated agent shall count the votes and announce the results to the directors no later than one week after the end of the voting period. In the event of a tie, the secretary shall determine the winner by lot.

### ***Section 6. Inspectors***

At any meeting of members, the chair of the meeting may, or upon the request of any member, appoint one or more persons as inspectors for such a meeting. Such inspectors shall ascertain and count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members. Each report of an inspector shall be in writing and signed by the inspector or by a majority of them if there is more than one inspector acting at such a meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

### ***Section 7. Voting by Ballot***

Voting on any question or in any election for directors shall be by official printed or internet ballot.

## **Article IV – Board of Directors**

### ***Section 1. General Powers***

The corporation shall be managed by its board of directors. The board is responsible for developing policy for the corporation and approving programs, relationships with related organizations, and major purchases in addition to other powers described elsewhere in the bylaws. Only members in good standing of the corporation are eligible for membership on the board of directors.

### ***Section 2. Number, Tenure, and Qualifications***

There shall be no fewer than ten and no more than fifteen directors. Each director shall serve a three-year term to commence on January 1st following the election of that director. No director may serve for more than two consecutive terms or 6 years, whichever is greater, unless the board of directors waives this constraint. The terms of the directors shall be staggered in three groups, with one-third of the directors elected every year. Directors must be Wild Ones Members in good standing.

### ***Section 3. Nominations***

The nominating committee shall be selected by the board, may have up to five members, and serve a two-year term. The nominating committee may include up to two members who are not current directors and may also include the president and the executive director.

The nominating committee shall submit a slate of directors to the board of directors to be elected in accordance with Section 2 above no later than October 1st of the election year for approval.

The nominating committee shall conduct a process for selection of a slate of directors with emphasis on securing directors who are committed to the mission of the organization and who exhibit qualities that enhance the organization's ability to achieve its mission. The nominating committee shall also submit a slate of officers from among the directors whose terms include the term of the office for the executive committee that will be elected at the last regular board meeting of the year.

#### ***Section 4. Regular Board of Directors Meetings***

Board members shall attend at least two-thirds of the regular and special meetings of the board of directors within a 12-month period commencing at the first meeting following the start of their term. Any director who is absent more than one-third of the regular and special meetings without approval of the president shall be removed in the manner described in Section 10.

Regular and special meetings of the board of directors occur in person, by conference call, or other electronic means. Board meetings may be hosted by various chapters at locations of the board's choice.

#### ***Section 5. Special Board of Directors Meetings***

Special meetings of the board of directors may be called by the president or any five directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meetings of the board called by them.

#### ***Section 6. Notice***

Notice of any special meeting of the board of directors shall be given at least 15 days previous thereto by written notice to each director at his or her address as shown by the records of the corporation; except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 60 days prior to such meeting; notice by email is sufficient. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the board need be specified in the notice or waiver of notice of such a meeting, unless specifically required by law or by these bylaws.

#### ***Section 7. Quorum***

A simple majority of the board of directors shall be present, in person or via electronic means, at the meeting to constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. Directors may attend meetings by telephone conference call or other electronic means.

#### ***Section 8. Manner of Acting***

The act of a simple majority of the directors presents at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by these bylaws, or the articles of incorporation.

### ***Section 9. Vacancies***

Any vacancy occurring in the board of directors shall be filled by the board of directors unless the articles of incorporation or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed to fill a vacancy shall fill the unexpired term of his or her predecessor in office.

### ***Section 10. Resignation and Removal of Directors***

A director may resign at any time upon written notice to the board of directors. A director may be removed with or without cause, by a quorum vote of the entire board whenever in its best judgment, the best interests of the board would be served. Recommendation for removal may come from the president or the executive committee. Any vacancy among the officers may be appointed by the board for the balance of the unexpired term.

### ***Section 11. Informal Action by Directors***

The authority of the board of directors may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by a quorum of the directors entitled to vote.

### ***Section 12. Compensation***

The board of directors, irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation and expense reimbursement of all directors for services to the corporation as directors, officers, or otherwise.

### ***Section 13. Presumption of Assent***

A director present at a meeting of the board of directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless the individuals dissent shall be entered in the minutes of the meeting or unless they shall file written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail or email to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

### ***Section 14. Committees***

The board may create such committees as it deems appropriate and delegate to such committee such authority as the board deems appropriate. Committees must contain at least three directors of the organization. Nondirectors may serve on such committees. Committees may be dissolved by the board.

### ***Section 15. Executive Committee***

Management of the affairs of the corporation, when the board is not in session, shall be vested in an executive committee which shall be constituted as follows: president, vice president, secretary, treasurer, and immediate past president. The executive director and corporate counsel may be ex-officio members of the executive committee.

When the board is not in session, the executive committee shall have and shall exercise all the powers of the board except the power to amend these bylaws and to elect new board members. The executive committee shall pursue such objectives, policies and programs as shall be in accordance with the expressed instructions of the board and within the provisions of these bylaws. The executive director and corporate counsel may be ex-officio members of the executive committee.

## **Article V – Officers**

### ***Section 1. Officers***

The officers of the corporation shall be a president, vice president, treasurer, secretary, immediate past president, and such other officers as may be elected or appointed by the board of directors.

Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. The officers shall be directors in good standing.

### ***Section 2. Election and Term of Office***

The officers of the corporation shall be elected annually by the board of directors at the last regular board meeting of the year.

If the election of officers shall not be held at such a meeting, such an election shall be held as soon thereafter as is convenient. Vacancies may be filled, or new offices created and filled at any meeting of the board of directors.

Each officer shall hold office until his or her successor has been duly elected and shall have qualified or until their resignation, death or removal in the manner hereinafter provided. The term shall commence upon election by the board of directors and be for the remainder of the calendar year. Election of an officer shall not of itself contract rights. No officer may hold the same office for more than three consecutive terms unless the board of directors waives this constraint.

### ***Section 3. Removal or Resignation***

Any officer may be removed by the board of directors or resign at any time. The individual shall remain a director, unless removed under Article IV, Section 10 or resigns.

#### ***Section 4. President***

The president shall be the principal officer of the corporation. Subject to the direction and control of the board of directors, the president shall:

- a. oversee the business and affairs of the corporation.
- b. see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors.
- c. discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors.
- d. have the authority to enact, with the advice of the officers of the corporation, such policies as are in the best interest of the corporation; and
- e. preside over all meetings of the members and of the board of directors.

Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, the president may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and they may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, or any other officer here unto authorized by the board of directors, according to the requirements of the form of the instrument.

The president may vote all securities that the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

#### ***Section 5. Vice President***

The vice president shall assist the president in the discharge of their duties as the president may direct and shall perform such other duties as from time to time may be assigned to the vice president by the president or the board of directors. In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president. When so acting, the vice president shall have all the powers of and be subject to all the restrictions on the president, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws.

The vice president (or any of them if there is more than one) may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and they may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary or any other officer hereunto authorized by the board of directors, according to the requirements of the form of the instrument.

### ***Section 6. Treasurer***

The treasurer shall be the principal accounting and financial officer of the corporation with oversight of:

- a. the maintenance of adequate books of accounts for the corporation; and
- b. the custody of all funds and securities of the corporation, receipt, and disbursement thereof.

The treasurer will perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the board of directors shall determine.

### ***Section 7. Secretary***

The secretary shall have oversight of:

- a. The record of the minutes of meetings of the members and of the board of directors in one or more books is provided for this purpose.
- b. ensuring that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and
- c. a register of the post office and email address of each member which shall be furnished to the organization by such member.

The secretary shall be a custodian of the corporate records and of the seal of the corporation and shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the board of directors.

### ***Section 8. Immediate Past President***

Whenever there is an outgoing president, that person shall serve on the executive committee as immediate past president as non-voting ex-officio member. The immediate past president serves one year. The immediate past president shall assist the president in the discharge of their duties as the president may so direct and shall perform other such duties from time to time as may be assigned to the past president by the president or the board of directors. The immediate past president is not required to be a director but must be a Wild Ones member in good standing.

## **Article VI – Ex Officio Members**

### ***Section 1. Ex Officio Members***

The immediate past president, the executive director, the corporate counsel, and such other persons as designated by the board of directors are considered ex officio non-voting members of the board, unless otherwise specified.

## ***Section 2. Executive Director***

The board of directors may authorize the appointment of an executive director. The executive director shall be an ex officio non-voting member of the board of directors and the executive committee. The executive director shall report to the board of directors and may be removed only by a majority vote of the directors. The duties of the executive director shall be determined by the board of directors and may include duties as delegated by the board including designation as an officer of the corporation for the purpose of signing routine documents.

The executive director shall be a Wild Ones member in good standing.

## ***Section 3. Corporate Counsel***

The board of directors may authorize the appointment of an individual who is not holding any other elected position, as corporate counsel. The corporate counsel shall provide legal advice to the board, executive committee and executive director as an ex officio non-voting member of the committee. The corporate counsel shall be a Wild Ones member in good standing and shall provide advice pro-bono.

If an attorney is required for an action, the corporate counsel shall assist the executive committee in determining if the corporate counsel is the appropriate person to represent the corporation in the action and, if so determined, shall be compensated for representation as agreed upon by the corporate parties in this action. Committees of the corporation may request advice from the corporate counsel through the executive director.

## ***Section 4. - Committee Chairs and Coordinators***

The board of directors may authorize the appointment of committee chairs, coordinators, team leaders and others as ex officio non-voting members of the board. The president shall be an ex officio member of all committees.

Only Wild Ones members in good standing may serve in these positions.

## **Article VII – Chapters**

### ***Section 1. Chapters***

The board of directors may authorize the formation of chapters of the corporation, or delegate chapter authorization and oversight authority to the executive director. To qualify as a chapter, a group of individuals must subscribe to and abide by the policies as set forth by the board of directors and must fulfill chapter chartering requirements. Chapters are recognized as chartered on the date all charter requirements are deemed fulfilled. Chapter charter dates shall be recorded in the corporation database and the president and secretary shall be notified when chapters charter.

Chapters are an organizational category of Wild Ones and not a separate legal entity. As such, chapters are responsible for the well-being of the chapter and Wild Ones as a whole.

Chapter finances, although maintained separately from national Wild Ones' finances for ease of local control, are part of the total financial status of the Wild Ones organization and are wholly owned by the corporation. To that end, a quarterly financial review of chapter accounts must be conducted under the responsibility of the treasurer.

Chapters are forbidden from acquiring or maintaining any interest in real estate whatsoever. Although chapters may adopt rules and procedures for their own purposes, under no circumstances shall such rules or procedures conflict with or undermine these bylaws, the national policies, or the mission statement.

### ***Section 2. Federal Employer Identification Number (FEIN)***

The corporation may authorize the use of the corporate name and the use of the corporate FEIN.

### ***Section 3. Fee Sharing***

The corporation shall share dues with chapters in a manner prescribed by the board of directors. Chapters in good financial standing are authorized to fundraise in accordance with state and local regulations, the proceeds from which shall remain with the chapter unless otherwise specified.

### ***Section 4. Suspension, De-chartering & Dissolution***

A chapter may be suspended for cause or for failure to maintain charter status as determined by the board of directors or the executive director. Suspension shall result in the discontinuance of fee sharing with the chapter. A suspended chapter may be reinstated when the charter requirements are again fulfilled. Chapters that fail to come out of suspension are subject to de-chartering. A chapter may be de-chartered for cause as determined by resolution of the board of directors. Chapters are empowered to hold a vote of dissolution, the passage of which results in de-chartering of the chapter. Any funds and assets held by a de-chartered chapter shall be transferred to the corporation.

## **Article VIII – Contracts, Checks, Deposits, and Funds**

### ***Section 1. Contracts***

The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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.

### ***Section 2. 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 signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or vice president of the corporation.

### ***Section 3. Deposits***

All funds of the corporation shall be deposited from time to time to credit the corporation in such banks, trust companies, or other depositories as determined by the board of directors.

### ***Section 4. Gifts***

The treasurer may accept, on behalf of the corporation, any contribution in accordance with the Wild Ones gift acceptance policy and guidelines.

## **Article IX – Books and Records**

The corporation shall keep correct and complete books and records of accounts. It shall also keep minutes of the proceedings of its members, the board of directors, and committees having any of the authority of the board of directors and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

## **Article X – Fiscal Year**

The fiscal year of the corporation shall be fixed by the board of directors.

## **Article XI – Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Act of Wisconsin or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

## **Article XII – Indemnification**

### ***Section 1. Indemnification in Actions Other Than by or in the Right of the Corporation***

The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that the individual is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that their conduct was unlawful.

### ***Section 2. Indemnification By or in the Right of the Corporation***

The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

### ***Section 3. Right to Payment of Expenses***

To the extent that a director, officer, employee, or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

#### ***Section 4. Determination of Conduct***

Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because they have met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding.

#### ***Section 5. Payment of Expenses in Advance***

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 of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the corporation as authorized in this Article.

#### ***Section 6. Indemnification Not Exclusive***

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### ***Section 7. Insurance***

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

#### ***Section 8. Notice to Members***

If the corporation has paid indemnity or has advanced expenses under this Article to a director, officer, employee, or agent, the corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

#### ***Section 9. References to Corporation***

For purposes of this Article, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership,

joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

### ***Section 10. Other References***

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee, or agent of the corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner, they reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

### **Article XIII – Corporate Assets**

Upon the dissolution of the corporation, assets shall be distributed to one or more exempt organizations within the meaning of section 501(c)(3) of the Internal Revenue Code.

### **Article XIV – Discrimination**

The corporation shall not discriminate in hiring policies nor in use of services or facilities by race, religion, sex, national origin, age, sexual orientation, or physical handicap.

### **Article XV – Conflict of Interest**

The corporation shall have a formal conflict of interest policy requiring directors to disclose any conflict or potential conflict and to prohibit interested board members from voting on any matter in which there is a conflict.

### **Article XVI – Legislative or Political Activities**

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

### **Article XVII – Amendments**

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the Articles of Incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

#### AMENDMENT HISTORY

1. *Adopted February 23, 2000.*
2. *Revised March 1, 2003.*
3. *Revised February 4, 2006.*
4. *Revised October 7, 2006.*
5. *Revised May 18, 2013.*
6. *Revised August 16, 2013.*
7. *Revised October 16, 2016.*
8. *Revised December 13, 2021.*
9. *Revised February 28, 2022*
10. *Revised June 24, 2024.*
11. *Revised October 28 2024*