



The Wilderness Center Constitution

Article I. Name and Purpose

Section A. Name

Part 1. The name of the corporation, which is non-profit corporation organized under Ohio Revised Code Chapter 1702 and is a 501(c)(3) tax-exempt organization under the Internal Revenue Code, shall be THE WILDERNESS CENTER, INC. (referred to as the “corporation” or “TWC”).

Part 2. This corporation will use its name or its acronym—TWC—in all publicity materials and correspondence

Section B. Purpose

Part 1. Mission Statement: To connect our community with nature, educate people of all ages, conserve natural resources, and practice environmental stewardship.

Part 2. Purpose: The charitable 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 protect natural environmental systems and scenic beauty; to protect, enhance and restore native habitat through conservation easements and/or holding title to land outright or in trust to foster any one or more of the purposes above.

Article II. Place of Business

Section A. Location

Part 1. 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

Section A. Conservation

Part 1. TWC is a conservation organization.

Part 2. TWC promotes environmental conservation.

Part 3. TWC programs encourage preservation, conservation and sustainable use of natural resources, as well as preservation and conservation of native wildlife resources.

Part 4. Wildlife is defined to include all species.

Section B. Diversity

Part 1. TWC is a diverse organization.

Part 2. TWC does not discriminate against people because of race, color, creed, national origin, gender, age, physical or mental ability, sexual orientation, or political philosophy.

Section C. Secular

Part 1. TWC is a secular organization.

Part 2. It does not endorse or discriminate against any religious belief or tradition. TWC's programs teach currently accepted science, including evolution and a very old universe.

Section D. Management

Part 1. TWC strives to manage its land holdings to promote conservation of species native to Northeastern Ohio and to discourage non-native species.

Part 2. TWC does not knowingly introduce non-native species on its lands.

Part 3. Native species include those present in Northeastern Ohio prior to European settlement.

Section E. Respect

Part 1. TWC strives to be a caring organization with respect to people, the environment, and the community.

Part 2. TWC's fund-raising efforts are conducted with the highest ethical standards.

Part 3. TWC does not engage in political advocacy, except on issues that directly affect TWC or conflict with our core values and mission.

Article IV. Objectives

Section A. TWC Objectives

Part 1 To advance the corporation's mission through entrepreneurial initiatives.

Part 2. To develop natural history, science, and conservation education programs for the general public, its members, and in cooperation with schools, colleges, youth groups, church groups and adult organizations.

Part 3. To present programs that will develop an understanding and appreciation of the natural world.

Part 4. 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.

Part 5. To provide opportunities for individual and family pursuit of hobbies or more serious interests in the natural world.

Part 6. To provide trails and facilities so that individuals and family groups may visit TWC for the recreation and enjoyment of being in the outdoors.

Part 7. To assist in formation and operation of special interest clubs related to the mission stated in Article I.

Part 8. To operate as a nonprofit land trust to protect native habitats.

Part 9. To preserve Ohio's biodiversity through proper stewardship of land.

Article V. Membership

Section A. Requirements

Part 1. The membership of the corporation shall be composed of individuals, families, combinations of individuals, business firms, clubs, and other organizations that have paid to the corporation the prescribed membership dues, or otherwise qualified for membership under the provisions of this Constitution.

Part 2. 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.

Part 3. No member may assign or transfer his membership or any rights therein.

Section B. Voting

Part 1. Each member shall be entitled to one vote, except as otherwise stated in this section.

Part 2. 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.

Part 3. 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 C. Classes of Membership

Part 1. Classes of membership will be established by the Board of Directors.

Article VI. Meetings of Members

Section A. Types of Meetings

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

Part 2. 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.

Part 3. Quorum: Fifteen members shall constitute a quorum for the transaction of business at any regular or special meeting of the members.

Section B. Procedure

Part 1. At least ten days prior to the annual meeting and at least five days prior to any special meeting, written or electronic notice stating the time, place, and purpose thereof shall be communicated to the membership.

Part 2. 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.

Part 3. Voting must be done by those in attendance of a meeting in which there is a quorum. There shall be no voting by proxy.

Article VII. Board of Directors

Section A. Purpose

Part 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 fewer than fifteen (15) individuals. The number of Directors to be elected shall be determined by the Board of Directors prior to any election of Directors.

Section B. Election of the Board

Part 1. 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.

Part 2. At each annual meeting of the Membership, the members shall elect Directors in such number that may be necessary to comprise the Board in the number fixed by the Directors. Directors shall be elected for a three years term.

Section C. Powers of The Board of Directors

Part 1. 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 D. Meetings of the Board of Directors

Part 1. 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.

Part 2. 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.

Part 3. 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.

Part 4. Participation in a meeting via such communications equipment shall constitute presence at such meeting.

Part 5. Quorum: Ten (10) of the whole Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board.

Part 6. 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 E. Vacancies

Part 1. 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 annual, regular, or special meeting.

Section F. Term Limits

Part 1. 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 an officer of TWC will not be subject to term limits with the exception of President who is limited to five consecutive one-year terms as President.

Section G. Ethics

Part 1. Directors will comply with a Code of Ethics Statement approved by the Board of Directors.

Part 2. Directors in violation of the Code of Ethics are subject to removal by a two-thirds majority vote of the Board of Directors

Section H. Officers

Part 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.

Part 2. 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.

Part 3. Immediately following the annual meeting of the members, the Board of Directors, at its annual meeting, will elect a slate of officers, consisting of a **President, First Vice President, Second Vice President, Secretary, and a Treasurer**, put before the Board. Officers may be chosen from any active member of the corporation in good standing. Officers, who may be re-elected, will serve one-year terms or until their successors qualify and are elected.

Part 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.

Part 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.

Part 6. **The Secretary** shall cause the issuance of 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.

Part 7. **The Treasurer** is a voting member of the board of directors elected annually to unlimited one year terms. Principal duties of the treasurer include providing guidance to the Executive Director, the board of directors via financial reports that he/she might request from the staff or external auditors and/or accountants, and oversight of financial policies.

He/she will monitor the recordkeeping and financial reporting required of the corporation.

The Treasurer will serve as a signatory on all bank and investment accounts. He/she will possess the necessary experience and professional designation to fulfill the duties as stated above.

Part 8. 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 annual, regular, or special meeting.

Part 9. 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.

Part 10. The officers of the corporation except for the Executive Director shall serve as such without compensation.

Article VIII. Dissolution

Section A. Dissolution of the Corporation

Part 1. The procedure for dissolution shall be governed by the terms of the Ohio Revised Code, Chapter 1702, except as otherwise set forth in this Section.

Part 2. Upon dissolution of this corporation, each member, director, officer, 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 TWC. Any such action by the Board of Directors shall be final and not subject to review or appeal.

Article IX. Amendments

Section A. Amending the Constitution

Part 1. This Constitution may be amended at any regular, 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 at a meeting in which there is a quorum shall be required for passage.

Article X. CODE OF REGULATIONS

Section A. Regular Members Serving on Board

Part 1. All members of the Board of Directors shall be members of the corporation in good standing.

Section B. Committees

Part 1. The Board of Directors, at its annual meeting, will appoint no fewer than two (2) members to serve with the five (5) officers of the corporation as an Executive Committee.

Part 2. The President shall act as chairman of the Executive Committee. The members of the Executive Committee shall have such powers and perform such duties to conduct the business of the corporation between meetings, 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.

Part 3. The Executive Director shall serve as an ex officio, non-voting, member of the Executive Committee.

Part 4. 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, the articles of incorporation or Constitution of the corporation. Actions of the Executive Committee are subject to approval or ratification by the Board of Directors at the annual meeting or next regular or special meeting.

Part 5. The Executive Director may serve as an ex officio, voting member of all committees.

Part 6. The Executive Committee shall appoint the following seven standing committees:

- Board and Membership Recruitment;**
- Human Resources;**
- Budget, Finance, and Audit;**
- Land Stewardship and Conservation;**
- Education;**
- Investment;**
- Development**

Part 7. Each standing committee will meet regularly with such frequency to carry out its duties and responsibilities.

Part 8. Each standing committee will report to the Executive Committee or Board of Directors, as applicable and appropriate.

Part 9. The Executive Director, with approval by the President, may establish ad hoc committees to perform a specific task or objective. An ad hoc committee either will dissolve after completing the task or objective, or it may become a standing committee.

Section C. Paid Personnel

Part 1. The Executive Committee shall from time to time nominate an **Executive Director** of the corporation, subject to approval by 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.

Part 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 at his/her discretion without seeking prior approval from the Board of Directors.

Part 3. The compensation of the Executive Director shall be fixed by the Board of Directors.

Section D. Indemnification of Officers and Directors

Part 1. 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, officer, employee, or agent of the corporation and/or by reason of his or her alleged acts or omissions as a Director, officer, employee, or agent as aforesaid, and shall reimburse each Director and each officer of the corporation against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe his 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, will not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the corporation's best interests, and with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

Part 2. Notwithstanding the foregoing, no indemnification will be made in respect of:

(a) any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court of common pleas having jurisdiction of the corporation, or the court in which the action or suit was brought, determines 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 of common pleas or other court deems proper; or

(b) any action or suit in which the only liability asserted against a director arises pursuant to ORC § 1701.95 for unlawful loans, dividends or distributions.

Part 3. The foregoing rights of Directors, officers, employees, and agents shall not be exclusive of other rights to which they may be lawfully entitled.

Section E. Fiscal Matters

Part 1. The fiscal year of the corporation shall be determined by the Board of Directors.

Part 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.

Part 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.

Part 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.

Part 5. At the end of the fiscal year, the Board of Directors will direct Management regarding closing and inspection of the books and records of the corporation. This will include tax forms, including the Form 990, which shall be filed in a timely fashion as required by the Internal Revenue Service to maintain a tax free status.

These reports shall be filed with the records of the corporation and be available during usual business hours for inspection by any member or the public.

Section F. Contracts

Part 1. The Board of Directors may authorize in writing any officer or agent to enter into any contract or instrument in the name of and on behalf of the corporation. Such authority may be general or limited to specific instances, subject to approval or ratification by the Board of Directors

Section G. Rules of Order

Part 1. The rules contained in Robert's Rules of Order shall govern in all cases to which they are applicable and not inconsistent with the Constitution or Code of Regulations of this corporation.

Section H. Amendments

Part 1. This Code of Regulations may be altered, amended, or repealed at any regular or special meeting of the Board of Directors of the corporation at which a quorum is present by a vote of two-thirds (2/3) of the voting members present, if notice of any proposed amendment shall be given to the the Board in notice of such meeting.

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, November 21, 2006, and March 21, 2019..

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