

BYLAWS



Inspiring individuals to

Enjoy ● Value ● Protect

the wild character and natural legacy of the South

BYLAWS OF WILD SOUTH

ARTICLE I NAME, PURPOSES, POWERS, OFFICES

1.1 Name. The name of the Corporation shall be: Wild South

1.2 Purposes and Powers. The purposes for which the Corporation is organized are:

1.2.1 To inspire individuals to enjoy, value, and protect the wild character and natural legacy of the South.

1.2.2 To conduct activities which promote the protection and restoration of native ecosystems, primarily on U.S. public lands in the Southeast, including the ecosystems they support, the clean water they provide, and the cultural and biological heritage they sustain; all to serve the public interest.

1.2.3 To undertake the performance of, and carry out the acts and duties incident to the administration of the Corporation in accordance with the requirements of the Corporation's tax-exempt status; the Articles of Incorporation; the terms, provisions, conditions and authorization contained in these Bylaws, as they may hereafter be amended; and such resolutions as may be duly adopted by the Board of Directors of the Corporation.

1.2.4 To enforce reasonable expectations governing real and personal property which may be owned by the Corporation itself.

1.2.5 To secure funds to pay for the expenses of the Corporation and to use said funds for the acquisition, improvement, operation and maintenance of properties, services and facilities devoted to the purposes of the Corporation, the maintenance of insurance thereon, and to otherwise accomplish the mission and achieve the vision of the Corporation.

1.2.6 To employ and pay for the services of attorneys, accountants and other professionals to represent the Corporation as the need may arise.

1.2.7 To have all common law and statutory powers of a nonprofit corporation, together with all powers reasonably necessary to implement these purposes of the Corporation.

1.2.7 To engage in any lawful act for which nonprofit corporations may be organized under the laws of the State of North Carolina.

1.3 Offices. The registered office shall be maintained in the State of North Carolina and may be, but need not necessarily be, identical to the principal office. The Corporation

may have other offices at other places, either within or without the State of North Carolina, as the Board of Directors may from time-to-time determine. The registered office and the principal office of the Corporation may be changed from time-to-time by resolution of the Board of Directors.

ARTICLE II MEMBERSHIP

2.1 Membership. The Corporation shall not have any voting members. The Corporation may have non-voting members.

2.2 Rights and Obligations of the Non-voting Members. A membership may be held by one person, more than one person, a family, a group, an organization, or a business. All such entities supporting the Corporation's mission, vision and values, paying any annual dues as specified from time-to-time by the Board of Directors, and continuously providing accurate personal contact information, shall be considered members of the Corporation and shall be entitled to all rights and privileges of membership as determined by the Board of Directors from time-to-time consistent with applicable provisions of the Articles of Incorporation, these Bylaws, and the laws of the State of North Carolina governing nonprofit corporations.

The non-voting member shall have no power to vote on the election of Directors or members, or to participate in a binding vote on any corporate matters. The Board of Directors may by resolution establish categories of non-voting members and determine the dues, duties and privileges of members in those categories. The Board of Directors may establish, alter or waive dues for non-voting members. The Board may by resolution set or alter the organization's policies regarding the selection, tenure, resignation, removal and any other matters concerning the non-voting members.

2.3 Member Expulsion. The Board of Directors may suspend or expel a member whenever the best interests of the Corporation would be served thereby, but in no case by less than an affirmative vote of two thirds (2/3) of the Board of Directors during any valid meeting of the Board.

ARTICLE III BOARD OF DIRECTORS

3.1 Number and Term of Office. The affairs of the Corporation shall be managed by a Board of Directors of not less than three (3) or more than twenty-one (21) members. All members of the Board of Directors must be members of Wild South in good standing. The Board of Directors shall be entitled to act on behalf of the Corporation in governance of the Corporation and in the day-to-day operations of the Corporation but only during such times when the services of an Executive Director are not available. Each Director shall be elected or re-elected to a three-year term by a majority vote of all of members of the Board of Directors, with said Director abstaining. The terms of Directors shall be staggered so that, as nearly as may be practical, one-third shall expire in each year. At the first Annual Meeting following adoption of these Bylaws, and periodically thereafter as may be necessary, Directors shall be elected for specific one-, two- or three-year terms in order to accomplish this result. At other times Directors shall be elected for terms of three years. Directors may serve a maximum of two consecutive terms, except that the immediate past Chairman may serve an additional year by an affirmative vote of two thirds (2/3) of the Directors present in person or by proxy and entitled to vote at any meeting of the Board of Directors at which a quorum is present. Upon expiration of the second term, Directors shall assume the status of Director Emeritus and, upon request, provide guidance and insights to the Chairperson, provide historical context to the Corporation's activities and continue to serve as a goodwill ambassador for the organization. All Directors shall serve on an at-large basis, with duties running to the Corporation as a whole, but to the extent reasonably possible and practical, the composition of the Board should equitably reflect the geographic areas where the Corporation conducts its activities and affairs.

3.2 Vacancies, Change In Number. The number of Directors may be increased or decreased by amendment to these Bylaws in the manner provided; provided, however, that a decrease in the number of Directors shall not shorten the term of an incumbent Director without consent. If a vacancy occurs on the Board of Directors, including a vacancy due to the death or resignation of a Director or an increase in the number of Directors, then the said vacancy may be filled by the Board of Directors for a term expiring at the end of the term of the director being replaced.

3.3 Compensation. No Director shall receive compensation for any service s/he may render to the Corporation; provided, however, that, with prior approval of the Board of Directors and with the Director abstaining, a Director may be: (i) reimbursed for actual expenses incurred in the performance of his/her duties for the Corporation; and (ii) a Director who performs services for the Corporation as an attorney, accountant or other professional representative may be paid for the reasonable value of the services provided.

3.4 Action without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a duly held meeting by obtaining the written consent (by e-mail or otherwise) of $\frac{3}{4}$ of the Directors. Any action so approved shall be effective when the last consent is signed or received, as the case may be. All such consents shall be filed in the Corporation's minute book and shall have the same effect as though taken at a meeting of the Board of Directors and may be described as such in any document.

3.5 Meetings. Regular meetings of the Board of Directors shall be held at such time and through such methods, whether in person or otherwise, as shall be designated and approved by the Board of Directors, not less than quarterly. A meeting, in the fourth quarter of each calendar year shall be designated as the Annual Meeting. A special meeting of the Board of Directors may be called by the Chairperson or one-half of the other Directors upon not less than five (5) days' notice to each Director. Notices of special meetings may be given in writing, by e-mail or otherwise.

3.6 Quorum. A majority (greater than one-half ($\frac{1}{2}$)) of the Directors as constituted at a particular time shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting shall be regarded as the act of the Board of Directors, unless otherwise provided herein or by law.

3.7 Voting and Decision Making. To the extent possible, the Board of Directors will work to achieve consensus in all decisions. In the absence of consensus, all decisions require a clearly stated motion, second and a vote. Each member of the Board shall have one vote. The affirmative vote of two-thirds ($\frac{2}{3}$) of the Directors present in person or by proxy and entitled to vote at any meeting of the Board of Directors at which a quorum is present is necessary and sufficient to make a decision of the Board of Wild South unless, however, a greater proportion is required by law or by these Bylaws. All motions which are successfully adopted must be recorded in the written minutes. This section shall not limit the ability of the Officers of Wild South to conduct the business of Wild South pursuant to these Bylaws.

3.8 Conflict of Interest. Directors shall declare the existence of any direct or indirect conflict of interest – financial or otherwise – disclose its nature on the record, and abstain from voting on that matter. A conflict of interest is always present when a vote concerns a director's personal financial interests or those of his or her Close Relative, defined to include an individual who is a spouse, parent (including step and in-law), grandparent (including step and in-law), child (including step and in-law), grandchild (including step and in-law), sibling (including step and in-law), aunt, uncle, nephew, or niece of the principal person, or any individual who resides in the same household as the principal person, regardless of relationship. Directors and officers of Wild South may enter into transactions or contracts with Wild South, subject to the limitations of law, the Articles of Incorporation and these Bylaws regarding such dealings. All transactions of Wild South involving the personal financial interests of Directors, officers or employees

shall adhere to standard business practices without special considerations, special compensation, or special benefit to any person as a result of the corporate role of a Director, officer or employee. A conflict of interest transaction must be approved by a majority of all the members of the Board who do not have any conflict of interest in the matter being considered.

3.9 Powers and Authority of the Board of Directors. Subject to the provisions contained herein and applicable law, the Board of Directors shall have the power and authority to exercise all of the rights and powers of the Corporation, including, but not limited to, the following powers:

3.9.1 To adopt rules and regulations governing the use of the Corporation's properties and facilities, conduct thereon, and penalties for the infraction thereof;

3.9.2 To employ an Executive Director, employees, independent contractors, or others as is deemed necessary, and prescribe their duties and compensation; provided, however, that any contract for professional management must contain a clause requiring not more than thirty (30) days' termination notice;

3.9.3 To procure, maintain, and pay premiums on, insurance policy(ies);

3.9.4 To exercise any other powers necessary and proper for the governance and operation of the Corporation; and

3.9.5 To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of North Carolina by law may now or hereafter have or exercise, except such authorities shall be exercised only in furtherance of the Corporation's mission.

3.10 Duties of the Board of Directors. It shall be the duty of the Board of Directors to do the following:

3.10.1 To cause the Corporation's properties and facilities to be properly maintained, repaired and replaced as necessary.

3.10.2 To keep a complete record of all its acts and corporate affairs;

3.10.3 To advise and oversee the Executive Director and ensure that adequate results and mission progress are achieved;

3.10.4 To procure and maintain, at all times, adequate hazard insurance on the property owned by the Corporation and all property for which the Corporation has the duty to maintain, and sufficient liability insurance to adequately protect the Corporation and its officers and Directors; and

3.10.5 If determined necessary by the Board of Directors, to cause all officers or employees of the Corporation having fiscal responsibilities to be bonded, the cost of which shall be paid by the Corporation.

3.11 Committees. Except as otherwise provided for herein, the Board of Directors at any time may define the need for any committees of the Board of Directors and the duties thereof, and shall select the person(s) to serve thereon. Non-Directors may serve in an advisory capacity to a committee when authorized by the Board of Directors. The Chair of each committee shall be a Director as designated by the Board of Directors. The proceedings of each committee shall be reported to the full Board of Directors at its next meeting. All actions of every committee shall, prior to implementation, be approved by the Board of Directors at its next meeting unless the Board shall specifically authorize the committee to exercise the Board's authority in the interim. When the Chair of a committee is unable to obtain a consensus from among the committee members, all viewpoints shall be presented to the Board of Directors for its consideration.

3.12 Standing Committees. The following standing committees shall exist; however, the failure to establish or maintain any of these committees shall not in any way invalidate any actions or decisions made by the Board of Directors. The Executive Director is ex-officio member of all standing committees.

3.12.1 Executive Committee: There shall be an Executive Committee ("EC") consisting of the Chairperson, Vice-Chair, Secretary and the Treasurer. The Executive Committee shall make recommendations to the Board regarding agreements and major financial arrangements.

3.12.2 Finance and Audit Committee: The Finance and Audit Committee shall consist of two or more members of the Board of Directors and one of the members must be the Treasurer who will serve as the Committee Chair. The Finance and Audit Committee will review audit proceedings, review the Form 990 and relay important information to the Board during a regular Board meeting, monitor assets and liabilities, establish internal controls and recommend financial guidelines, report irregularities, oversee short and long-term investments, work with staff to prepare an annual budget for the Corporation and handle other related financial matters as requested by the Board of Directors.

3.12.3 Ethics Committee: The Ethics Committee shall consist of two or more members of the Board of Directors and is responsible for investigating or coordinating an investigation of written whistleblower complaints involving genuine concerns regarding accounting, internal auditing controls, auditing matters, conflicts of interest, fraud and/or criminal activity.

3.12.4 Fundraising Committee: The Fundraising Committee shall consist of two or more members of the Board of Directors. The Fundraising Committee will propose fundraising goals in conjunction with the budget and present the same to the board at least annually. The Committee will oversee the drafting and implementation of the organization's fundraising plan and monitor fundraising efforts, reporting status to the Board of Directors on a regular basis. 3.13 Removal of Directors. Consistent with the provision of these Bylaws, a member of the Board of Directors may be removed whenever the best interests of Wild South would be served thereby, but in no case by less than an affirmative vote of two-thirds, (2/3) of the directors present in person or by proxy and entitled to vote at any meeting of the Board of Directors at which a quorum is present. A thirty (30) day advance written notice that the Board is considering removal, and the reasons for that consideration, shall be sent to the director, and s/he shall be given an opportunity to respond either in writing or orally. Cause for removal include, but is not limited to, the following: repeated failure to attend Board meetings, failing to fulfill the duties required of directors, or intentional acts or omissions which a prudent person could reasonably have foreseen would seriously damage the reputation or interests of Wild South.

ARTICLE IV OFFICERS

4.1 Officers. The officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer, and such assistant officers as may be designated from time-to-time by the Board of Directors.

4.2 Election of Officers. Each officer shall be elected at the Annual Meeting from among the Directors. Election shall be by a simple majority of all of the Directors. Each officer elected shall serve until the next annual election and until his/her successor shall have been elected and qualified. The Board of Directors may fill any vacancy created by the death, resignation or removal of an officer for a term to expire at the next meeting of the Board of Directors.

4.3 Powers and Duties of The Officers.

4.3.1 Chairperson. The Chairperson shall be the President and principal officer of Wild South and shall, in general, oversee the supervision of all the affairs of Wild South. The Chairperson shall preside at all meetings of the Board, unless the Board selects another person to preside. The Chairperson shall also perform other duties as may be assigned by the Board. The Chairperson shall serve as an ex-officio member of all committees.

4.3.2 Vice-Chairperson. In the absence of the Chairperson, or in the event of Chairperson's inability to act, the Vice-Chairperson shall perform the duties of the

Chairperson. The Vice-Chairperson, when acting as Chairperson, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall also perform other duties assigned to by the Board of Directors.

4.3.3 Secretary. The Secretary shall keep, or cause to be kept, the minutes of meetings of the Board and, in general, perform all duties incident to the office of the Secretary.

4.3.4 Treasurer. The Treasurer shall perform or oversee the performance of Wild South's financial matters, including making a financial report at each Board meeting, and perform such other duties as may be assigned by the board. Responsibilities of the Treasurer may be delegated to appropriate accounting professionals.

4.3.5 Election. Officers of Wild South shall be elected in accordance with ARTICLE IV, section 2, of these Bylaws, at the Annual Meeting of the Board of Directors, or at such other meeting of the Board of Directors as shall be specified by the Board.

4.3.6 Term of Office. Officers shall serve one (1) year, renewable terms, or until their resignation or the election of new officers.

4.3.7 Vacancies. A vacancy in any office due to death, resignation, removal, disqualification, or other cause, may be filled by the Board of Directors for the unexpired portion of the term.

A delay in the election of officers shall not result in a forfeiture of the Corporation or cause or result in the invalidity of any corporate action.

4.4 Removal. Any officer may be removed for any reason by a 2/3 vote of the Directors present in person or by proxy and entitled to vote at any meeting of the Board of Directors at which a quorum is present. In the event of death, resignation or removal of an officer, his/her successor shall be selected by the Board. The term "for cause" shall include the failure or refusal, for any reason, to carry out the lawful directives of the Board of Directors or the duties of office as set forth on these Bylaws.

**ARTICLE V
CONTRACTS, CHECKS, DEPOSITS, & FUNDS**

5.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of Wild South, 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 Wild South, and such authority may be general or confined to specific instances.

5.2 Checks, Drafts, etc.. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Wild South, shall be signed by such officer or officers, agents or agents of Wild South and in such manner as shall from time to time be determined by resolution of the Board of Directors.

5.3 Deposits. All funds of Wild South shall be deposited from time to time to the credit of Wild South in such banks, trust companies, or other depositories as the Board of Directors may select.

5.4 Gifts. The Board of Directors may accept on behalf of Wild South any contribution, gift, bequest or devise for the general purpose or special purpose of Wild South.

**ARTICLE VI
BOOKS AND RECORDS**

6.1 The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any Director of the Corporation. Upon request, the Articles of Incorporation and these Bylaws shall be made available for inspection by any Director.

**ARTICLE VII
FORMS OF PROXY, WAIVER, AND NOTICE TO DIRECTORS**

7.1 Form of Proxy. The following form of proxy shall be deemed sufficient but any other form may be used which is sufficient in law:

WILD SOUTH

Know all men by these presents that I, a Director of Wild South (the "Corporation"), hereby constitute and appoint _____ as my attorney and proxy to vote on my behalf at any meeting of the Board of Directors of the Corporation at which I am not present until the Secretary of the Corporation receives from me a letter revoking this proxy, and for and on my behalf to vote as I would be entitled to vote if personally present, and I hereby ratify and confirm all that said attorney and proxy shall do in the premises, and I hereby give

and grant unto said attorney and proxy full power of substitution and revocation.

Dated: _____

Director Printed Name: _____

Director Signature: _____

7.2 Form of Waiver of Notice. The following form of waiver of notice shall be deemed sufficient, but any other form may be used which is sufficient in law:

WILD SOUTH

We the undersigned members of the Board of Directors of the Wild South (the "Corporation") do hereby severally waive notice of the time, place, and purpose of a meeting of the Board of Directors of the Corporation and consent that same be held at the offices of the Corporation on _____, 20__ at _____ o'clock ____ .M., and we do further consent to the transaction of any and all business of any nature that may come before the meeting.

Dated: _____

Director Printed Name _____

Director Signature: _____

7.3 Form of Notice to Directors and Method of Transmittal. All notices required or permitted to be given to Directors pursuant to these Bylaws shall be in accordance with the provisions of the North Carolina Nonprofit Corporation Act, and shall be transmitted by certified mail, return receipt requested, or by e-mail to the e-mail address furnished by such Director to the Corporation. Such notices shall be deemed to have been given, as to mailed notices, three business days after the date of mailing, and as to notices by e-mail, one (1) business day after transmittal.

ARTICLE VIII NO PERSONAL LIABILITY

8.1 To the fullest extent permitted by applicable law, no officer or director of the Corporation shall have any personal liability arising out of any action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as an officer or director. This section shall not impair any right from the Corporation that an officer or director may now or hereafter have. Any repeal or modification of this section shall be prospective only and shall not adversely affect any limitation hereunder on personal liability of an officer or director with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX LIMITATIONS ON PAYMENT OF CORPORATE ASSETS

9.1 In accomplishing its purposes and objectives, no part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, directors or any other private persons except that: (i) the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein; and (ii) the Corporation may rebate to its contributors any contributions or donations previously paid. Notwithstanding any other provisions of this article, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of a future United States Internal Revenue Code (the "Code").

In the event of a dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization(s) under Section 501(c)(3) of the Code as the Board of Directors shall then determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes and to such organization(s) as are set forth above.

ARTICLE X GENERAL PROVISIONS

10.1 Amendments. Except as otherwise provided herein, these Bylaws may be amended or repealed and new bylaws may be adopted only by a majority affirmative vote of all Directors which are cast in person or by proxy at an Annual Meeting or another meeting of Directors called for that purpose at which a quorum is present.

10.2 Corporation Seal. A seal with the words "Wild South" on the outer circle and the date 2007 within the circle, shall be the corporate seal of the Corporation.

10.3 Fiscal Year. The fiscal year of the Corporation shall begin on January 1st and end on the following December 31st.

10.4 No Discrimination. No person shall be excluded from programs and service of the Corporation based on race, color, religion, sex, age, marital status, national origin, and there shall be no discrimination against any qualified individual with a disability.

10.5. Exhaustion of Remedies. Directors shall provide written notice of any dispute arising under these Bylaws so the Corporation will have adequate opportunity to make any necessary corrections or adjustments or otherwise affect internal remedies.

Revised: November 21, 2020