

**BYLAWS  
OF  
WILDLIFE EDUCATION PROJECT, INC.**

**ARTICLE 1  
NAME AND LOCATION**

1. Name. The name of this Corporation shall be WILDLIFE EDUCATION PROJECT, INC.

2. Principal Office. The principal office of the Corporation in the state of Florida shall be 1027 Sand Castle Road, Sanibel, Florida 33957. The principal office of the Corporation may be changed from time to time as the Board of Directors may direct.

3. Other Offices. In addition to the principal office of the Corporation in the state of Florida, the Corporation may maintain offices at such other places within or without the state of Florida as the Board of Directors may designate.

**ARTICLE 2  
PURPOSE**

The general nature of the objects and purposes of this Corporation shall be:

1. To instill a lifelong respect for wildlife through education and to empower mankind to take responsibility for the protection of all living things.

2. To do any and all things necessary and appropriate in connection with the foregoing purpose and incidental thereto.

3. The Corporation's purposes are hereby limited in such a manner as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or under any corresponding provision of any subsequent federal tax laws.

**ARTICLE 3  
BOARD OF DIRECTORS**

1. Number and Term of Directors. The business, property and affairs of this Corporation shall be managed by a Board of Directors composed of not less than three (3) persons approved by the Board of Directors. The number of the Board of Directors may be increased or decreased as the Directors may determine, but the number of Directors shall not be less than three (3). Any increase or decrease in the number of Directors may be, but is not required to be, apportioned among the classes. The initial Directors named in the Articles of Incorporation shall serve until the Board of Directors approves their successors. The terms of the Directors shall be staggered and be composed of three (3) classes, each class to serve a term of three (3) consecutive years; provided, however, during the first term of said class, Class I Directors shall serve one (1) year, Class II Directors shall serve two (2) years and Class III Directors

shall serve three (3) years. Class I, Class II and Class III shall each be composed of an equal number of individuals approved by the Board of Directors to serve on the Corporation's Board of Directors. Each Director shall hold office until the expiration of his or her term for which he or she was approved or until his or her successor is duly approved by the Board of Directors, but under no circumstances may a Director serve more than two consecutive three-year terms. (For example, a Class I Director, following the expiration of his or her initial one year term, may be re-elected to serve for two (2) more consecutive three-year terms.)

2. Qualifications. All Directors must be natural persons who are 18 years of age or older but need not be residents of this state and who agree to be bound by the Articles of Incorporation of this Corporation, by these Bylaws, and by such rules and regulations as the Directors may from time to time adopt are eligible to serve on the Board of Directors.

3. Duties of the Board. Except as otherwise provided in the Articles of Incorporation or by law, the powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Directors may from time to time, by resolution, designate.

4. Meetings.

a. Regular meetings shall be held at such time or times and such place or places as the Board of Directors may from time to time by resolution designate; or, in the absence of such designation, twice per annum, at the principal office of the Corporation during the months of November and April of each calendar year.

b. Special meetings of the Board of Directors may be called by the Chairman or by written notice to the Chairman or Secretary signed by at least two (2) members of the Board of Directors. Special meetings of the Directors shall be held in the principal office of the Corporation or such other place or places, within or without the state of Florida, as a majority of the Directors shall from time to time designate.

c. Notice of all meetings shall be mailed to each Director at the address last recorded on the books of the Corporation by the Secretary at least three (3) days previous to the time fixed for the meeting. By a consent of a majority of the Directors, annual, regular and special meetings of the Board of Directors may be held without notice at any time and place. All notices of special meetings shall state the purpose thereof.

d. A majority of the Board of Directors for the transaction of business at any meeting of the Directors shall be necessary to constitute a quorum, and the act of a majority of the Directors present at any such meeting at which a quorum is present, shall be the act of the Board of Directors.

e. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors and filed with the Corporation.

5. Vacancies.

a. Whenever a vacancy exists on the Board of Directors whether by death, resignation, or otherwise, the vacancy shall be filled by a majority of the remaining Directors, at a regular or special meeting of the Board of Directors. Any person elected to fill the vacancy of a Director, shall have the same qualifications as were required of the Director whose office was vacated.

b. Any Director may be removed, with or without cause, by the vote of two-thirds (2/3rds) of the Board of Directors at a special meeting called for that purpose. Any vacancy caused by the removal shall be filled by action of the remaining Directors.

c. Any person elected to fill a vacancy in the Board of Directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal contained herein.

6. Power to Elect Officers. The Corporation shall have a Chairman, Secretary and a Treasurer. The Corporation may also have one or more Vice Chairmen, Vice Presidents, Assistant Secretaries, Assistant Treasurers and such other officers and agents as the Directors may deem necessary. All corporate officers shall be elected by the Board of Directors and shall hold office until their successors are chosen and qualified. Any person may hold two or more offices. It shall not be necessary for any officer, agent or factor to be a Director.

7. Removal of Officers and/or Employees. Any officer and/or employee may be removed by a majority vote of the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby.

8. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or Director to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

**ARTICLE 4**  
**OFFICERS**

1. Officers. The officers of this Corporation shall be elected by the Board of Directors. They shall consist of the Chairman, Secretary and a Treasurer. The Corporation may also have one or more Vice Chairmen, Vice Presidents, Assistant Secretaries, Assistant Treasurers and such other officers and agents as the Directors may deem advisable. Each officer shall be elected to hold office for a period of one (1) year.

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

3. Chairman. The Chairman shall be the Chief Executive Officer of the Corporation, and shall exercise general supervision and control over all activities of the Corporation, shall sign all written contracts of the Corporation, and shall perform all such other duties as are incident to this office. The Chairman, or in his absence, a Vice Chairman, or a Director of the Corporation shall preside at all Directors' meetings. In case of the absence or disability of the Chairman, his or her duties shall be performed by a Vice Chairman.

4. Secretary. The Secretary shall issue notices of all Directors' meetings, shall attend and keep the minutes of the same, and shall perform such other duties as are incident to this office and such other duties as may from time to time be assigned to him or her by the Chairman or by the Board of Directors.

5. Treasurer. The Treasurer shall have custody of all money and securities of the Corporation, and shall give bond in such sum with such security as the Directors may require conditioned upon the faithful performance of the duties of this office. He or she shall keep regular books of account and shall submit them together with all vouchers, receipts, records and other papers to the Directors for their examination and approval as often as they may require; and in general, shall perform all such other duties as are incident to this office and such other duties as may from time to time be assigned to him or her by the Chairman or by the Board of Directors.

a. All securities and other valuable papers shall be placed in a safety deposit box or vault, designated by the Board of Directors, which may be opened only upon the joint signatures of two of the officers of the Corporation, one of whom shall be the Treasurer and the other of whom shall be the Chairman or Vice Chairman.

b. If the Board of Directors so determines, the Treasurer's accounts and the bookkeeper's records shall be audited annually by a firm of certified public accountants at the expense of the Corporation.

If an individual is elected to be the Secretary and the Treasurer, he or she shall be responsible for the items shown under each of the respective offices hereinabove.

## **ARTICLE 5** **COMMITTEES**

1. Executive Committee. The Board of Directors may, by resolution of a majority vote of the Directors in office, designate two or more of their number to constitute an executive committee, who, to the extent provided in such resolution shall have and may exercise the power of the Board of Directors in the management of the affairs and property of the Corporation and the exercise of its corporate powers; provided, however, that the designation of such committee and delegations of authority thereto shall not operate to relieve the Board of Directors, or any Director individually, of

any responsibility imposed on it or him or her by these Bylaws or by law. Unless otherwise required by the Board of Directors the Executive Committee shall meet four times per annum, with meeting schedules set by the Executive Committee. A majority of the Executive Committee will be necessary for a quorum, and a vote of a majority of the members of the Executive Committee present at a meeting having a quorum shall be required for any action of the Executive Committee.

2. Other Committees. Other committees not having and exercising the managerial authority of the Board of Directors, may be established by the Chairman as he or she deems advisable in his or her discretion.

## **ARTICLE 6** **MISCELLANEOUS**

1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

2. Matters of Procedure. "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

3. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of this Corporation.

4. Books and Records. The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its Board of Directors and committees. All books and records of the Corporation may be inspected by any Director, or his or her representative or attorney, at any reasonable time.

## **ARTICLE 7** **INDEMNIFICATION**

The Corporation shall indemnify and hold harmless each Director or officer or member of the Corporation from and against any and all claims and liabilities to which such persons shall become subject by reason of his or her having heretofore or hereafter been a Director, officer or member of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such Director, officer or member and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her own gross negligence or willful misconduct.

The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

**ARTICLE 8**  
**DISSOLUTION OF CORPORATION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of dissolution of this corporation, none of the assets shall be distributed to any Director or officer of the corporation; instead, the Board of Directors, after paying or making provision for the payment of all liabilities of this corporation, shall arrange for all remaining assets to be disposed of by the Directors to such organization or organizations, as said Directors shall determine, which are organized and operated exclusively for such purposes and qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code, all in accordance with the laws governing dissolution of not for profit organizations and organizations exempt from federal income tax under section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law. Provided, however, if the Directors are unable to make a determination as to the recipients of the assets, the Directors may arrange for such assets to be disposed of by a Court of Competent Jurisdiction in Lee County, Florida, to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes and qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code.

**ARTICLE 9**  
**AMENDMENTS**

The Board of Directors may amend, revise, add to, repeal or rescind these Bylaws or any portion thereof and/or adopt new Bylaws by a vote of sixty-seven percent (67%) of the Directors present at any meeting of the Board of Directors at which a quorum is present, provided that notice of the proposed alteration, amendment, revision, addition, repeal or rescission of the Bylaws or adoption of new Bylaws shall have been given at least ten (10) days preceding the meeting.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

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Kyle Miller, Secretary