

BYLAWS
OF
THE WILDERNESS EDUCATION ASSOCIATION
Amended 3/09

ARTICLE I - OFFICE

The Board of Trustees shall determine the principal office of the association. The principal office may be changed at any time by action of the Board of Trustees.

ARTICLE II - MEMBERSHIP

Section 1. Any individual interested in the stated purpose of the association shall become a member upon submission of an application and payment of dues. The Board of Trustees shall determine criteria and services of categories of membership.

Section 2. The Board of Trustees shall set dues.

ARTICLE III - MEETINGS

Section 1. The annual meeting of members shall be held at the National Conference for the purpose to receive the Board's annual plan, annual report, financial report, and Committee reports, and for the transaction of such other business as may be brought before the annual meeting.

Section 2. A special meeting of the association may be called at the discretion of the President of the Board or shall be called on the written request of five (5) members of the Board of Trustees or not less than fifteen (15) members. The President shall designate the time and place of such special meeting.

Section 3. Written notice and agenda of each annual or special meeting shall be sent to each member not less than thirty (30) days before the meeting.

Section 4. Voting members shall consist of those individuals who have paid their annual dues for the membership year. A ballot will be sent to members for: 1) amendments to the bylaws; 2) election of new trustees; and 3) other issues of importance to the membership.

Section 5. Each member shall have one vote for the purpose of electing the Board of Trustees and to vote on all agenda items, which shall require a general referendum in accordance with the bylaws.

Section 6. At any annual or special meeting including secure web based platforms, the members who are present or participate in the web based platforms shall constitute a quorum for the transaction of all business regularly brought before the association.

Section 7. The latest edition of Roberts Rules of Order shall be the rules of procedures for all meetings, except as where provided otherwise by the bylaws.

ARTICLE IV - BOARD OF TRUSTEES

Section 1. The affairs of the association shall be managed by a Board comprised of an odd number of trustees, not less than seven (7) nor more than nine (9) trustees. Each elected trustee shall serve for a three (3) year term. Terms shall be overlapping such that three (3) trustees shall be elected annually for three (3) year terms replacing the three (3) trustees whose terms expire in the year of their election. Trustee terms shall expire immediately upon the beginning of the June conference call. If no election is held, the incumbent trustees shall remain in office until the election of their successors. Two additional non-voting trustees may be appointed at the discretion of the Board of Trustees.

Section 2. It shall be the duty of trustees to manage the business, property and affairs of this association and to elect officers.

Section 3. A trustee shall discharge the duties of a trustee, including duties as a member of committee in good faith, with the care a reasonable prudent person in a like position would exercise under similar circumstances, and in a manner the trustee reasonably believes to be a the best interest of the association.

Section 4. Only fully paid members may be a member of the Board of Trustees. Members who have been or will have been active members during any three years within the five year period including the year in which the election is to be held are eligible to be a Trustee of the association. Candidates must (i) be at least 21 years old (ii) be supportive of the goals and objectives of the Association (iii) not seek to use the Association to pursue commercial objectives, and (iv) be consistent with the code of ethics. Eligibility to serve as a Trustee shall be determined by the Trustees, and by the vote of a majority of the Trustees then in office finding any person to be ineligible, such person's name shall be stricken from the ballot.

Section 5. On or before October 1 of each year, the President of the Board, subject to the approval of the Board, shall appoint a Nomination Committee comprised of one (1) Board Member and two (2) or more non-Board members. The Nomination Committee shall have the responsibility to propose persons for nomination to the Board based upon establish criteria by which persons are considered for nomination including consideration of the experience and qualifications of trustees remaining in office and the experience, qualities and other characteristics desired in trustees in order to achieve an effective Board capable of competently performing its duties. The Nomination Committee shall consider for nomination all persons submitting petitions in accordance with the provisions in Section 4 of this Article IV and such other persons as the Nomination Committee deems appropriate and who fall within the established criteria

Section 6. Members who desire to be placed on the ballot may do so by submitting a written letter of intent that must be received by the chair of the Nomination Committee on the first working day of January of the year, which the election is to be held. The Nomination Committee shall on or before the second Friday of January each year submit to the Board the slate of proposed candidates for review.

Section 7. Upon approval of the slate of candidates and no later than the first working day of April the Nomination Committee shall notify each active member directing them to the associations website where they will login to a ballot listing nominees for election to the Board of Trustees. The

Nomination Committee shall prepare a biographical sketch of each candidate, which shall be included on the ballot. The ballot shall also include information furnished by all candidates in support of their respective candidacies provided that the Nomination Committee shall have the right and responsibility to establish the format and length of such information and to delete from or add additional comments to any information in order to correct any portion which is inaccurate or misleading in the determination of the Nomination Committee. The Nomination Committee shall also have the right and responsibility to submit additional information to members regarding the nominating and election procedure. The trustees shall be elected by a plurality vote. The polls will remain open for 10 working days. The dates shall be established by the Nomination Committee. Results are only to be disclosed to the Nomination Committee Chair, which are then reported to the Secretary. If the Secretary is unavailable results will be disclosed to the President.

Section 8. The secretary shall certify the results of the election and immediately advise all candidates of the results after balloting and shall report the results of the balloting to the membership. The terms of the newly elected trustees shall commence upon the June meeting of the Board of Trustees. In case of a tie, the Board of Trustees shall break such a tie.

Section 9. One Board member shall be an Affiliate Representative who shall be voted to that position by the majority of the votes cast by the Affiliates. The term shall be three years unless reelected for subsequent terms.

Section 10. In case a vacancy occurs on the Board of Trustees between the annual meetings, the remaining trustees shall appoint a successor trustee to serve for the balance of the current term of the vacating trustee. Any trustee may resign from office at any time, such resignation to be made in writing and to take effect from the time it is delivered to the President of the Board.

Section 11. Up to two (2) additional persons may be appointed by two-thirds (2/3) majority vote of the remaining Board of Trustees to serve as trustees to fill vacancies for terms no longer than (1) year, which terms shall expire immediately upon election of new trustees.

Section 12. No Board Member shall be entitled to receive from the association any compensation for his/her services as a Board Member other than approved expenses for association business.

Section 13. Standing or temporary committees may be appointed from its own number or from the membership by the Board of Trustees from time to time and the Board of Trustees may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. An Executive Committee may be appointed by resolution passed by a majority of the full Board of Trustees. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded kept for that purpose in the national office. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Trustees or any response by imposed by law.

Section 14. Any action required or which may be taken at a meeting of the trustees or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the trustees, or all of the members of the committee, affirmed by 2/3 of the Board of Trustees as the case may be. Such consent shall have the same effect as a unanimous Board vote and shall be effective when the last trustee signs once the 2/3 majorities is reached, unless a later date is specified.

Section 15. Any or all trustees may participate in a regular or special meeting of the Board of Trustees (or of a committee thereof) or may conduct the meeting through the use of, any means of communication by which all trustees participating can communicate to each other during the meeting, and participation by such means shall constitute presence in person all the meeting.

Section 16. The Board of Trustees shall hold a meeting annually, immediately prior to the annual membership meeting. No notice need be given of the annual meeting of trustees, these bylaws constituting a sufficient notice of the time and place thereof.

Section 17. Special meetings of the Board of Trustees may be held at the company's principal office at any time designated by any three trustees who may desire to call such a meeting, providing that such trustee must forthwith notify the secretary, stating the purpose of the meeting, and the secretary shall thereupon give notice by mail/e-mail to each trustee at least three days prior to the time fixed for said meeting.

Section 18. The Board of Trustees may by resolution designate a time, date and place for the holding of the regular meetings of the Board, either monthly or at such intervals as the Board of Trustees shall determine to be in the best interest of the association, and such regular meetings shall be held without notice or with such notice as the Board of Trustees in its resolution may designate.

Section 19. A majority of the Board of Trustees shall constitute a quorum to transact any business. A majority of those voting shall constitute an affirmative vote of the Board. Each Board member shall be entitled to one vote and the vote of the majority of the Board of Trustees at any meeting at which there is a quorum shall be sufficient to transact business. A Board member may, by notifying the President in writing, designate from among the other Board members a proxy to cast his/her vote. Each board member may only hold one proxy and the proxy can only address motions that all BOT members were aware of prior to a meeting. The President does not have a voting role except in the case of a split vote, although their presence does count towards a quorum.

ARTICLE V - OFFICERS

Section 1. The officers of the association shall consist of a president, vice-president, executive director, secretary, treasurer, and affiliate representative. These officers shall constitute an Executive Committee.

Section 2. All of the officers shall be elected by the Board of Trustees at its annual meeting. The term of each office shall be one year or until the election of successors. Any officer or agent elected or appointed by the Board of Trustees may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Trustees, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

Section 3. Each officer shall perform the duties incident to the particular office in a non-profit organization, together with those hereinafter listed and such other duties as the Board of Trustees may from time to time prescribe.

(a) The president of the Board shall preside at all meetings of the Board and membership.

- (b) The vice-president of the Board shall perform all duties of the president in the case of the president's absence or inability to act.
- (c) The executive director and/or office manager shall oversee the day to day operations of the association.
- (d) The secretary shall be the custodian of the minutes of all the meetings and the official association records. The secretary shall keep the minutes of all meetings and maintain a membership list.
- (e) The treasurer shall oversee all the funds and securities of the association. The treasurer shall perform all acts incident to the position of the treasurer or as specified by the Board. The treasurer shall, in conjunction with the executive director and/or office manager, present an annual budget for each calendar year and an annual financial report at the annual meeting.

ARTICLE VI – EXECUTIVE DIRECTOR AND/OR OFFICE MANAGER

Section 1. The Board of Trustees will designate the person to fill the position of executive director and/or office manager. The Board of Trustees may at any time, by majority vote, discharge the executive director and/or office manager and appoint another person to the position.

Section 2. The executive director and/or office manager is an administrative officer of the association. The executive director's and/or office manager's role is to attend to the direct supervision of all business of the association as directed by the trustees, liaison between the Board of Trustees and the membership, and promote the mission of the association.

Section 3. The executive director and/or office manager shall make recommendations to the Board of Trustees, and The executive director shall keep records of all activities and shall report the same to the Board of Trustees.

Section 4. When the Board is not in session, only the executive director may, to the extent deemed necessary, exercise the powers of the Board in the management of the business and affairs of the association, subject to the ratification by the Board.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. All funds shall be dispersed or held strictly to accomplish the purpose and goals of the association as set forth by these bylaws and within the definition as a 501-C3 not-for-profit membership organization.

Section 2. The Board of Trustees may authorize any member, agent or agents of the association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and any such authority may be general or confined to specific instances.

Section 3. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the association shall be signed by such members; agent or agents, of the association in such manner as shall be determined by resolution of the Board of Trustees.

Section 4. All funds of the association shall be deposited to the credit of the association in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 5. The Board of Trustees may accept or reject on behalf of the association any contribution, gift bequest, or device for the general purposes or for any special purpose of the association.

Section 6. The fiscal year shall begin on July 1 and end on June 30.

ARTICLE VIII - BOOKS

There shall be kept at the office of the association correct financial accounting of the activities and transactions of the association. Minutes of board and annual meetings shall be archived at the national office. The Articles of the Incorporation, a copy of these by-laws, financial accounts and association minutes will be available for viewing at the national office by written request.

ARTICLE IX - AMENDMENTS

Section 1. An amendment to the by-laws may be initiated by:

- a) The Board of Trustees
- b) An individual member proposing an amendment for study and consideration by the Board of Trustees
- c) A petition of at least 20 members that will be placed on the agenda and voted upon by the Board of Trustees

Section 2. These bylaws may be altered, supplemented, amended or repealed at any regular or special meeting of the membership called for that purpose with a mail/e-mail ballot containing the amendments to be voted on having been sent to all active members, by majority of those members voting on the amendment.

ARTICLE X – INDEMNIFICATION OF TRUSTEES, OFFICERS, DIRECTOR, EMPLOYEES AND AGENTS

Section 1. The association shall indemnify every person who was or is a party or is threatened to be made a party to any threatening, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the association) by reason of the fact that the person is or was a trustee, officer, director, employee or agent of the association, or is or was serving at the request of the association, or is or was serving at the request of the corporation as a trustee, officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fee), judgments, fines and amount paid in settlement actually and reasonable believed to be in or not opposed to the best interest of the association, and , with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct at issue was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, in itself, create a presumption that the person did not act in good faith and in a

manner which the person reasonably believed to be in or not opposed to the best interests of the association and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct at issue was unlawful.

Section 2. The association shall indemnify every 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 the person is or was a trustee, officer, director, employee or agent of the association, or is or was serving at the request of the association as a trustee, officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fee) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith or in a manner the person reasonably believed to be in or not opposed to the best interests of the association except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have adjudged to be liable for negligence or misconduct in the performance of that person's duty to the association 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 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. To the extent that a trustee, officer, director, employee or agent of the association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred in sections 1 and 2 of this Article X, or in defense of any claim, issue or matter therein, that person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by that person in connection therewith.

Section 4. Any indemnification under sections 1 and 2 of this Article X (unless ordered by a court) shall be made by the association only as authorized in the specific case upon a determination that indemnification of the trustee, officer, director, employee or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth in sections 1 and 2 of the Article X. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, or (b) if such a quorum of disinterested trustees so directs, by independent legal counsel in written opinion, or (c) by the members.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding, may be paid by the association in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in section 4 of this Article X upon receipt of an undertaking by or on behalf of the trustee, officer, director, employee or agent is entitled to be indemnified by the association as authorized in this section.

Section 6. The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any resolution adopted by the members after notice, both as to action in the indemnity's 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 an executor and administrator of such a person.

Section 7. Upon the majority vote of a quorum of the Board of Trustees, the association may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, director, employee or agent of the association, or is or was serving at the request of the association as a trustee, officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against that person and incurred by that person in any such capacity, or arising out of the person's status as such, whether or not the association shall have indemnified the person against such liability under the provisions of the Article X.

ARTICLE XI - SEVERABILITY

Should any of these by-laws be judged invalid in a court of law, the others shall stand.

ARTICLE XII - RESOLUTIONS

A resolution is a formal statement of opinion or determination adopted by a majority of the members at a general or special meeting intended to change or transform the future direction of the association. Resolutions direct the board to consider action on behalf of the membership. Resolutions may be proposed at any general or special meeting of the association provided such resolutions are consistent with the mission of the association.

ARTICLE XIII – ASSESSMENT

No assessment of any kind shall be made against any member except for full payment of the annual membership charge, and no member shall be personally liable for the debts or liabilities of the association, except to the extent of the any unpaid portion of such annual membership charge.

XIV – DISSOLUTION

In the event of the dissolution of this association pursuant to the provision of a 501-C3 charter, as amended, the assets of the association, after payment of debts, shall be divided among the members of the corporation in proportion to their total membership charges and donations from the association charter start date of 1978.