

BYLAWS

OF

Take A Kid Outdoors, Inc.

ARTICLE I. Name and Purpose

Section 1: Name. The name of the organization shall be Take A Kid Outdoors, Inc.

Section 2: Purpose. Take A Kid Outdoors, Inc. (TAKO) is organized exclusively for charitable, scientific and educational purposes, more specifically to increase the engagement of young people with the natural world and enrich their experiences with it. Research shows that many children are spiritually disconnected from the Earth upon which we live and unaware of our dependence upon it for our continued existence. This separation has many causes, and has resulted in epidemic rates of obesity, depression, anxiety, and other physical, mental and developmental disorders among children. Scientific knowledge of the natural world is important, however, understanding that we share our fate with that of all life on our planet is vital. TAKO believes that by providing opportunities for children and young people to interact with the natural world in productive and enjoyable ways, this situation can be reversed. Exposure to adults who possess knowledge of the natural world in any form and can share their own passion for it can influence children in a positive direction. TAKO is committed to making and fostering the connection between children and the natural world.

Section 3: Mission. TAKO seeks to immerse participants in enjoyable experiences to develop an attitude of joy, wonder, love and respect for our natural world.

Section 4: Change of Name. The organization may, by a vote of the membership body, change its name.

Section 5: Limitation on Political Action. As required for 501(c)(3) status under Internal Revenue Service regulations, this organization will not participate in political campaigns. The organization will not rate or endorse candidates for public office, encourage voting for or against a candidate, or make contributions to individual candidates or political parties.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist only of the members of the Board of Directors.

ARTICLE III – COMMUNICATION AND MEETINGS

Section 1: Communication. Official written communications among the Board members, including the Executive Director, may be accomplished by delivery of documents by hand, fax, electronic mail, U.S. mail or courier service. Oral communications may be

conveyed in person, by telephone, or over the Internet. Each Board member shall inform the President, Secretary, or Executive Director of changes to address, telephone, e-mail or other contact information.

Section 2: Order of Business. The Agenda and Minutes of meetings shall follow the order of business as listed: roll call, approval of minutes of preceding meeting, reports of officers, reports of committees, TAKO program and events, unfinished business, new business, adjournment.

Section 3: Regular Meetings. Regular meetings shall be held as needed, at a time and place determined by the Board of Directors. An official Board meeting requires that notice shall be given to all members orally or in writing at least two weeks in advance. Such notice shall include the agenda and access to materials or documents relevant to the matters under consideration.

Section 4: Annual Meeting. One meeting each year is designated as the Annual Meeting. The purpose of this meeting shall be to elect officers and members as required. The Annual Report shall be presented to the Board at the Annual Meeting.

Section 5: Action Plan and Budget Approval. The last regular meeting before the end of the fiscal year shall include presentation to the Board of the Action Plan and Annual Budget for the upcoming year. Before this meeting is adjourned, the Board shall approve the Action Plan and Annual Budget. All expenditures must be within the budget. Any major change in the budget must be approved by the Board.

Section 6: Special Meetings. A special meeting may be called by the President of the Board of Directors or by a group consisting of one-half of the members of the Board. Notice of special meetings shall be given to all members orally or in writing at least 24 hours in advance of the meeting. No business other than that specified in the notice may be transacted at the special meeting. Minutes of special meetings shall be recorded, and these shall be read and approved at the next regular meeting of the Board.

Section 7: Expedited Action. For any matter requiring action before the next regular Board meeting, for which a Special Meeting need not or cannot be called, and regarding which the Executive Committee prefers to seek the guidance of the full Board, expedited action may be taken. Complete information regarding the matter shall be distributed to all Board members in written form, with as much notice as possible. The President and Vice President may conduct a vote on the matter by polling Board Members in person, by telephone, over the Internet, or by electronic mail. The results of the vote shall be communicated to all Board members and the Executive Director, and be read and approved as Minutes at the next regular meeting of the Board.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role and Powers. The Board is responsible for the direction and activities of the organization, and shall manage all business and affairs of the organization.

Section 2: Size. The Board shall have up to 10 but not fewer than 5 members.

Section 3: Compensation. Members of the Board receive no compensation other than reimbursement of reasonable expenses.

Section 4: Board Elections. Election of new members or re-election of current members to subsequent terms will occur as the first item of business at the Annual Meeting of the organization. Candidates will be nominated in advance by current members and the names of candidates will be published in the agenda. Members will be elected by a simple majority vote of the current members present at the meeting.

Section 5: Terms. All Board members shall serve 2 year terms, but are eligible for re-election, half on even years, half on odd years. Terms begin immediately.

Section 6: Vacancies. Any vacancy of the Board of Directors may be filled by election at a meeting of the Board of Directors.

Section 7: Quorum. A simple majority of the total number of members shall constitute a quorum. Any action of the Board of Directors shall be decided by a simple majority of members present.

Section 8: Voting. At all meetings, votes shall be by voice. If a simple majority of members present requires, any question may be voted upon by ballot. Voting members shall consist only of members of the Board of Directors.

Section 9: Voting By Ballot. Prior to commencing any vote to be taken by ballot, the President shall appoint a committee of three Board members to report and certify the results of the vote. These three members may vote, but none of the three may be a candidate for office or be personally interested in the matter to be voted upon. Ballots shall be provided so as to preserve anonymity of the person casting the ballot. Results of the vote and the names of the three certifying members will be included in the Minutes.

Section 10: Officers and Duties. The officers of the Board consist of a President, Vice President, Secretary and Treasurer. The officers shall be elected annually at the Annual Meeting. Vacancies may be filled by election as necessary. The duties of officers are as follows, and as further described in TAKO Guidelines, Policies and Procedures.

10.1: President. The President leads the organization, keeping the mission in view at all times. The President ensures that the organization sets ambitious goals, implements plans to achieve the goals, and assesses its progress toward the goals.

10.2: Vice President. The Vice President shall assist the President in setting the direction of the organization and assessing progress. The Vice President shall serve as acting president in the event of absence or inability to serve on the part of the President.

10.3: Treasurer. The Treasurer shall ensure that the fiscal affairs of the organization are conducted in accordance with all relevant rules, regulations and laws and that appropriate records are maintained. The Treasurer shall ensure that the organization's tax returns are completed and filed in an expedient manner and that the fiscal portion of the Annual Report is complete and accurate, showing expenditures, income and pending income. The financial records of the organization are public information and, with the exception of information aggregated or withheld to protect the privacy of donors and participants, this information shall be made available to Board members and the public.

10.4: Secretary. The Secretary shall be responsible for communications and correspondence of the organization, including keeping records of Board actions, maintaining policies and procedures of the organization, and ensuring that corporate records are maintained. The Secretary will ensure that the biennial report is prepared and submitted to the Iowa Secretary of State as required by law.

10.5: Board Operations. The President and Vice President guide the development of the organization, assisting the organization in articulating its direction, goals and plans. The Secretary and Treasurer make corporate and financial information available to Board members and the public, as needed and as required by law.

10.6: Committee chairs. Any officer or board member may be designated to chair a standing or ad hoc committee, working group, or task force.

10.7: Executive Director. The Board shall contract with an individual or firm to secure the services of an Executive Director. The Executive Director is an ex officio non-voting member of the Board of Directors. The Executive Director serves ex officio on the Board of Directors without a vote. Compensation and specific tasks of the Executive Director shall be detailed in contract documents that are available to all Board members.

10.8: Delegation. The Board may delegate responsibility for routine operations to committee chairs, the Executive Director, or others engaged to act on behalf of the organization.

Section 11: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from current Board members by the Vice President at least one month in advance of a Board meeting. The names of candidates shall be included with the agenda and their election voted upon at the next Board meeting. A board member elected to fill a vacancy in a given year serves the remainder of the term.

Section 12: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed from the

Board after three absences from Board meetings during a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining members.

ARTICLE V - COMMITTEES

Section 1: The elected officers of the Board of Directors serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 2: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee develops and reviews fiscal procedures, assists the Treasurer in preparing the Annual Budget and the fiscal portion of the Annual Report.

Section 3: The Board may create committees, working groups and task forces as needed to implement the purpose and achieve the goals of the organization. The board confirms committee chairs.

ARTICLE VI – NO PRIVATE INUREMENT

No part of the net earnings of this organization shall inure to the benefit of any director or officer of this organization or any private individual, except that reasonable compensation may be paid for services rendered to or for this organization.

ARTICLE VII – DISSOLUTION PROVISIONS

Upon dissolution of this organization, the Board of Directors shall, after paying or making provision for payment of all liabilities of this organization, dispose of all remaining assets to an organization or organizations that qualify as non-profit, and have the same or similar vision and goals as this organization, as determined by the Board of Directors. The District Court of Fayette County shall dispose of any such assets not so disposed of.

ARTICLE VIII—EXEMPTION OF PRIVATE PROPERTY

Consistent with 504A.101 of the Iowa Codes [1997], the private property of the directors, officers, employees and members of this organization shall be exempt from all debts, obligations and liabilities of this organization. The directors, officers, members and volunteers of this organization shall not be personally liable in that capacity for a claim based on an act or omissions of the person performed in the discharge of the person's duties. Acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law or a transaction from which a person derives an improper personal benefit are not exempted.

ARTICLE VI - AMENDMENTS

The Articles of Incorporation and these Bylaws may be amended by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Vice President. Proposed amendments shall be circulated to the members of the Board of Directors at least two weeks in advance of the meeting at which they will be considered.

These Bylaws were approved at an organizational meeting of the Board of Directors of Take A Kid Outdoors, Inc. on January 11, 2008.

These Bylaws were amended at an organizational meeting of the Board of Directors of Take A Kid Outdoors, Inc. on April 7, 2015.