BYLAWS

WHEELABLE WILDERNESS, INC.

Article 1: Name and Purpose

1.1 The name of this corporation is Wheelable Wilderness, Inc. (the "Corporation").

1.2 The corporation is organized exclusively for charitable and educational purposes, specifically to provide accessible outdoor experiences and recreational opportunities for individuals with disabilities, in accordance with section 501(c)(3) of the Internal Revenue Code.

Article 2: Membership

2.1 The corporation shall have no voting members as that term is used under applicable nonprofit corporation law. All governance powers are vested in the Board of Directors.

2.2 Board Member Rights & Responsibilities

Board Member Rights:

- Access to Information - Receive regular and timely updates on organizational finances, operations, and program outcomes. - Request and obtain additional information necessary for informed decision-making. - Access to meeting agendas, minutes, financial statements, and strategic plans.

- Participation & Influence - Attend and actively participate in board meetings, committee meetings, and annual retreats. - Propose agenda items and contribute to discussions. - Vote on all matters requiring board approval, including budgets, policies, and major initiatives.

- Respect, Support, & Development - Be treated with respect, professionalism, and courtesy by fellow board members and staff. - Participate in a collaborative and inclusive decision-making process. - Receive orientation, training, and ongoing education relevant to board service and nonprofit governance. - Access to organizational resources and staff support as needed to fulfill board duties.

- Legal Protections - Be indemnified by Wheelable Wilderness for actions taken in good faith within the scope of board responsibilities, as permitted by law and these bylaws.

Board Member Responsibilities:

- Mission Stewardship - Actively support, uphold, and promote the mission of Wheelable Wilderness: creating inclusive outdoor experiences for people with disabilities. - Ensure all decisions and actions align with the organization's core values of accessibility, inclusion, and ethical integrity.

- Strategic Leadership & Oversight - Participate in the development, review, and approval of the organization’s strategic plan, annual goals, and key performance indicators. - Engage in annual board retreats and long-term planning sessions. - Monitor progress toward strategic objectives and hold the organization accountable for results.
- Fiduciary & Legal Oversight - Approve annual budgets and major expenditures; monitor ongoing financial performance. - Ensure compliance with all applicable laws, regulations, and ethical standards. - Safeguard organizational assets and ensure responsible use of resources. - Review and approve financial reports, audits, and IRS filings.
- Active Engagement - Attend all regular board meetings (monthly/quarterly), committee meetings, and annual retreats, or notify the Chair in advance of unavoidable absences. - Prepare for meetings by reviewing agendas, minutes, and supporting materials in advance. - Serve on at least one standing or ad hoc committee (e.g., fundraising, programs, finance).
- Advocacy & Ambassadorship - Represent Wheelable Wilderness positively in the community, with donors, and among professional networks. - Promote the organization’s mission and programs through personal and professional advocacy. - Support fundraising efforts by making a personally meaningful financial contribution annually and by leveraging networks for donations, sponsorships, and partnerships.
- Policy & Governance - Participate in the development, review, and enforcement of key organizational policies (e.g., conflict of interest, code of conduct, confidentiality). - Assist in recruiting, onboarding, and mentoring new board members. - Participate in annual board self-assessment and evaluation processes.
- Advisory & Support Role - Provide expertise, guidance, and constructive feedback to the Executive Director and staff. - Assist with problem-solving, strategic decisions, and access to resources and networks relevant to the organization’s mission.
- Ethical Conduct & Accountability - Maintain confidentiality regarding sensitive and proprietary information. - Disclose any potential or actual conflicts of interest; recuse from related board decisions. - Demonstrate integrity, accountability, and transparency in all board activities.
- Commitment to Diversity, Equity, & Inclusion - Foster a culture of respect, inclusion, and accessibility in all board actions and organizational activities. - Support universal design and accessible practices throughout Wheelable Wilderness programs and facilities.

Additional Expectations:

- Term of Service - Board members serve a term as specified in these bylaws (typically 1–2 years) and may be reappointed based on performance and organizational needs.
- Meeting Structure - Meetings are held monthly or quarterly, with a quorum as defined in
- Major changes require a supermajority - bylaw amendments require unanimous consent.

- Removal & Evaluation - Board members are subject to annual self-assessment and may be removed for inactivity or violation of the code of conduct, per board policy.

Article 3: Board of Directors

3.1 General Powers

The Board of Directors of Wheelable Wilderness shall have full authority to govern, manage, and oversee the affairs, property, and strategic direction of the organization in accordance with its mission to create inclusive outdoor experiences for individuals with disabilities.

The Board's general powers shall include, but are not limited to, the following:

- Mission and Strategic Oversight - Guide, uphold, and advance the mission, vision, and core values of Wheelable Wilderness, ensuring all activities and initiatives align with the organization's commitment to accessibility, inclusion, and community empowerment.
- Financial Stewardship - Approve annual budgets, oversee financial planning and expenditures, safeguard organizational assets, and ensure responsible use of all funds in support of programs.
- Policy and Program Development - Establish, review, and revise organizational policies, procedures, and programmatic priorities.
- Personnel and Volunteer Management - Appoint, support, and, if necessary, remove the Executive Director and other key officers; oversee recruitment, training, and evaluation of staff, volunteers, and interns; and ensure adherence to best practices in diversity, equity, and inclusion.
- Partnerships and Community Engagement - Authorize and foster partnerships with stakeholders to expand outreach and increase impact.
- Contracts and Legal Matters - Enter into, amend, or terminate contracts, leases, grants, or other agreements as necessary to fulfill the organization's mission, and ensure compliance with applicable laws.
- Risk Management - Oversee insurance coverage, safety protocols, and crisis preparedness plans.
- Delegation of Authority - Delegate responsibilities to officers, committees, or agents as appropriate, while retaining ultimate oversight.
- Evaluation and Accountability - Regularly assess organizational performance, board effectiveness, and progress toward strategic goals; ensure transparency through accurate record-keeping, reporting, and stakeholder communication.
- Other Lawful Actions - Take such other lawful actions as may be necessary and proper to carry out the purposes and objectives of Wheelable Wilderness, except as otherwise provided by law or these bylaws.

- Mission Protection Review (Founder Safeguard) - The Founder may request written reconsideration of a Board decision that the Founder reasonably believes would materially conflict with the Corporation's stated mission and purpose in the Articles of Incorporation or would jeopardize 501(c)(3) tax-exempt status. The request must be communicated in writing to the Board within seven (7) days of the Board's decision. Upon receipt, the Board shall reconsider the matter in good faith at the next regular or special meeting. This safeguard does not permit approval of any transaction that violates the Conflict of Interest Policy, private inurement restrictions, or applicable law.

3.2 The Board shall consist of at least three (3) directors, but no more than twenty (20).

3.3 Directors shall serve one (1) or two (2) year terms, as determined by Board resolution, and may be re-elected or reappointed per Board policy.

3.4 The Board shall hold regular meetings at least once every four (4) months. Special meetings may be called by the President or a majority of the Board.

3.5 A majority of the Board then in office shall constitute a quorum.

3.6 A director may resign at any time by written notice. A director may be removed by a majority vote of the Board.

Article 4: Officers

4.1 Officer Positions

The corporation shall have the following officers: President, Vice President, Secretary, and Treasurer. The Board of Directors may, by resolution, establish additional officer positions as needed.

4.2 Election and Term of Office

All officers shall be elected by the Board of Directors at the annual meeting. Each officer shall serve a term of one (1) year and may be re-elected for consecutive terms.

4.3 General Duties of Officers

All officers shall perform the duties customary to their office and such other duties as may be prescribed by the Board of Directors.

4.4 Specific Duties of Officers

- President - Serves as the chief executive officer of the corporation. - Presides at all meetings of the Board of Directors. - Provides leadership and vision for the organization. - Represents the corporation in the community and with partners. - Ensures Board decisions and policies are implemented.

- Vice President - Assists the President and assumes the President's duties in their absence or incapacity.

- Secretary - Maintains accurate minutes of all Board meetings. - Manages and safeguards official records and documents. - Issues notices of meetings and ensures compliance with reporting requirements.
- Treasurer - Oversees the financial management of the organization. - Maintains accurate financial records and ensures compliance with financial policies. - Presents regular financial reports to the Board. - Coordinates the preparation of budgets and financial statements.

4.5 Removal and Vacancies

Any officer may be removed by a majority vote of the Board of Directors. Vacancies may be filled by the Board for the remainder of the unexpired term.

Article 5: Committees and Advisory Boards

5.1 Establishment of Committees

The Board of Directors may establish standing or ad hoc committees as necessary.

5.2 Standing Committees

Standing committees may include, but are not limited to:

1. Finance Committee
2. Fundraising/Development Committee
3. Programs Committee
4. Governance/Nominating Committee
5. Marketing & Communications Committee
6. Volunteer Committee

5.3 Committee Membership and Leadership

Committee members and chairs shall be appointed by the Board of Directors or the President, unless otherwise specified by Board resolution.

5.4 Committee Authority and Reporting

Committees shall operate within the authority granted by the Board and shall report regularly.

5.5 Ad Hoc Committees

The Board may establish ad hoc committees for specific purposes.

5.6 Advisory Board

The Board of Directors may establish an Advisory Board to provide strategic guidance and support. The Advisory Board shall serve in an advisory capacity only and shall not have voting authority.

5.7 Committee and Advisory Board Meetings

Committees and advisory boards shall meet as needed. Minutes or summaries of meetings shall be maintained and provided to the Board upon request.

Article 6: Fiscal Management

6.1 Fiscal Year

The fiscal year of the corporation shall begin on July 1 and end on June 30 of the following year.

6.2 Financial Oversight

The Board of Directors shall ensure financial accountability, transparency, and compliance.

6.3 Budgeting

An annual budget for each fiscal year shall be prepared by the Treasurer or Finance Committee and submitted to the Board for review and approval prior to the start of the fiscal year.

6.4 Financial Controls and Accounting

The corporation shall implement structured financial controls, including segregation of duties, tiered authorization for expenditures, monthly bank reconciliations, and regular internal reviews.

6.5 Fund Management

Restricted and unrestricted funds shall be managed in accordance with donor intent and legal requirements.

6.6 Audits and Financial Review

The Board may engage an independent auditor or qualified accountant to conduct an annual review or audit.

6.7 Financial Reporting

Quarterly financial reports shall be provided to the Board of Directors. An annual financial summary shall be published for stakeholders, and all required filings shall be submitted.

Article 7: Conflict of Interest Policy

7.1 Purpose

The purpose of this policy is to protect the interests of Wheelable Wilderness when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, employee, or key volunteer.

7.2 Disclosure

All directors, officers, employees, and key volunteers must disclose any actual or potential conflicts of interest to the Board of Directors.

7.3 Procedures

Upon disclosure, the Board shall determine if a conflict exists and how it should be managed. The interested person may be asked to leave the meeting during discussion and voting on the matter. The Board shall document the disclosure and its resolution in the meeting minutes.

7.4 Annual Statement

Each director, officer, and key volunteer shall annually sign a statement affirming their understanding of this policy and their commitment to comply.

Article 8: Whistleblower Policy

8.1 Purpose

To encourage the reporting of suspected violations of law, organizational policy, or ethical standards, and to protect individuals who make such reports in good faith from retaliation.

8.2 Reporting

Directors, officers, employees, and volunteers may report concerns to the President, Secretary, or another designated Board member.

8.3 No Retaliation

No director, officer, employee, or volunteer who makes a good faith report shall suffer harassment or retaliation.

8.4 Investigation

All reports will be investigated promptly and thoroughly.

Article 9: Amendments

9.1 Proposal of Amendments

Amendments to these bylaws may be proposed by any member of the Board of Directors, by recommendation of a board committee, or by written petition signed by at least two board members.

9.2 Adoption of Amendments

These bylaws may be amended by a unanimous vote of the full Board, provided that notice requirements have been met.

Article 10: Dissolution

10.1 Dissolution Clause

Upon the dissolution of Wheelable Wilderness, any assets remaining after payment of all debts and liabilities shall be distributed exclusively to one or more nonprofit organizations that are recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose. No part of the assets shall inure to the benefit of any private individual.

10.2 Selection of Recipient Organizations

The Board of Directors shall identify and evaluate potential recipient organizations based on their alignment with the mission and values of Wheelable Wilderness, their 501(c)(3) status, and their capacity to further the purposes for which the assets were held.

10.3 Reporting Requirements

A final report on the dissolution process, including the distribution of assets and the rationale for the selection of recipient organizations, shall be prepared and maintained in the corporation's records.

10.4 Donor Notification

Upon initiation of the dissolution process, the corporation shall make reasonable efforts to notify current and recent donors of the impending dissolution and the planned disposition of assets.