

SHAKER LAKES REGIONAL NATURE CENTER

AMENDED AND RESTATED CODE OF REGULATIONS

Adopted September 23, 2008

ARTICLE I

NAME

The name of this organization, as stated in its Articles of Incorporation, is Shaker Lakes Regional Nature Center. Since 1996 it has been doing business as (dba) Nature Center at Shaker Lakes.

ARTICLE II

MEMBERSHIP

Section 1. Members. The Members of this organization shall be individuals who pay annual dues as recommended by the Board of Directors. Each Member shall be entitled to one vote. In a family membership, each person over the age of 18 shall be entitled to one vote.

Section 2. Annual Meeting. The annual meeting of the Members shall be held for the purpose of electing Directors and for the consideration of reports to be presented at the meeting. The annual meeting shall be held at such time and place within or without the State of Ohio as the Board of Directors shall determine.

Section 3. Special Meetings. Special meetings may be called at any time by the President, the President-Elect, a Vice President, the Board of Directors acting at a meeting, or by five or more Directors acting without a meeting. Special meetings shall be held at the time and place specified by the person(s) calling the meeting.

Section 4. Notice of Meetings. Written notice of the annual and all special meetings of Members shall state the time, place, and purposes thereof and shall be given by or at the direction of the Secretary or Assistant Secretary. The notice shall be mailed to Members at their addresses as they appear in the organization's records.

Section 5. Quorum. At any duly called meeting of Members, the Members present shall constitute a quorum. All questions coming before the Members for decision shall be decided by a vote of a majority of Members present at the meeting.

Section 6. Voting by Mail. Voting for elections of Directors and for other matters permitted to be voted upon by the Members may be conducted by mail, with the same effect as if it were done at a meeting of the Members duly called and held and at which a quorum of the Members were present.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Authority and Duties. The Board of Directors shall have general supervision over and charge of the property, affairs, and finances of the Corporation, including the election of officers of the Corporation. The Board of Directors shall give a full report of the affairs of the Corporation to the Members at each annual meeting of Members.

Section 2. Number. The Board of Directors of this Corporation shall not be less than 20 nor more than 40 at any time.

Section 3. Election. The Board of Directors shall be elected at the annual meeting of Members, from a slate presented by the Governance Committee. At all elections of Directors, the candidates receiving the greatest number of votes shall be elected.

Section 4. Term. The Board of Directors shall be divided into three (3) overlapping classes, each class consisting of one-third of the Directors, and each class serving for a term of three (3) years. No person shall serve as a Director for more than (3) three consecutive terms of three (3) years each, after which, such Director shall wait one year before being eligible for re-election to the Board of Directors; provided however, that if at the conclusion of each such nine(9)year period a Director is then serving as an officer, such Director may be elected as a Director at the annual meeting of members for up to one additional term.

Section 5. Vacancies. The office of a Director shall become vacant if he or she dies or resigns, which resignation shall take effect immediately or at such other time as said Director resigning may specify. The remaining Directors may elect to fill the vacancy for the unexpired term, after receiving nominations from the Governance Committee. The Director elected to fill a vacancy shall serve until the next annual meeting of Members.

Section 6. Ex-officio Directors. The members of the Board of Directors upon the recommendation of the Governance Committee may elect annually one or more Affiliated Directors, in order to have representation from related organizations having goals or missions consistent with those of the Corporation.

The members of the Board of Directors upon the recommendation of the Governance Committee may elect one or more Honorary Life Directors, in order to recognize extraordinary service to the organization.

Affiliated and Honorary Life Directors shall be non-voting members of the Board of Directors.

Section 7. Advisory Council. An Advisory Council shall be established in order to recognize individuals with prior service or potential future support of value to the organization. Members of the Advisory Council shall be appointed annually by the Executive Committee of the Board of Directors. Meetings of the Advisory Council shall be held at such time and place as the President of the Board of Directors shall determine.

Section 8. Removal. Any Director or Advisory Council member, elected or appointed to office, may be removed from office for repeated failure to attend meetings of the Board of Directors or Advisory Council, or for any other cause deemed sufficient by the Board of Directors, by the majority vote of all the Directors then in office.

Section 9. Bylaws

For the government of its actions, the Board of Directors may adopt bylaws consistent with the Articles of Incorporation and this Code of Regulations.

ARTICLE IV

EXECUTIVE DIRECTOR

An Executive Director for the Corporation may be selected by the Board of Directors and shall, subject to direction by the Board of Directors, have general executive supervision over the property, affairs, and finances of the Corporation. The Executive Director shall have such authority and shall perform such other duties as may be determined by the Board of Directors. The Executive Director shall not serve as a member of the Board of Directors.

The Executive Director shall ensure that the Directors are well-informed about the operating and strategic issues confronting the Corporation and shall call to the attention of the appropriate officers of the Board of Directors such subjects as require official action.

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICERS AND INSURANCE

Section 1. Indemnification. Each officer, director, agent, employee or volunteer of this Corporation shall be indemnified by this Corporation under the standards set by, and to the fullest extent allowable under Section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time. The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of Members or disinterested Directors of this Corporation or otherwise.

Section 2. Insurance. The Corporation shall purchase and maintain insurance, or furnish similar protection, including trust funds, letters of credit, and self-insurance, on behalf of or for any person who is or was a trustee, director, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent, or volunteer of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against liability under the provision of this Article or of the Ohio Nonprofit Corporation Law. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

ARTICLE VI

AMENDMENTS

The Members, at a meeting held for such purpose, may adopt an amendment to these Regulations by the affirmative vote of a majority of the Members present or, without a meeting, by the written consent of a majority of the Members of the Corporation. The Members may also adopt amended Regulations by the same action.

SHAKER LAKES REGIONAL NATURE CENTER

AMENDED AND RESTATED BY-LAWS

Adopted September 23, 2008

ARTICLE I

MEETINGS OF DIRECTORS

Section 1. The regular meetings of the Board of Directors shall be held at least once a year. The Board shall determine its own meeting time and place.

Section 2. Special meetings of the Board of Directors may be held on the call of the President, any Vice President or any two Board members. All members of the Board shall be notified of date, time, and place of any special meetings called.

ARTICLE II

QUORUM

One-third of the regular members of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the members of the Board.

ARTICLE III

AGENDA

The President of the Board shall set the agenda at his or her discretion. The agenda shall include corrections to minutes of the previous meeting, a Treasurer's report, a report by the Executive Director, and other reports as deemed necessary by the President of the Board.

ARTICLE IV

OFFICERS

Section 1. Election and Designation of Officers. The Board of Directors shall elect a President, a President-elect, one or more Vice Presidents, a Secretary, a Treasurer, and at its discretion, may elect one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the Board of Directors may deem necessary. Any two or more of such offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 2. Term of Office. The Officers of the Corporation shall hold office until the next organization meeting of the Board of Directors and until their successors are elected, except in case of resignation, removal from office, or death. The Board of Directors may remove any officer at any time with or without cause by a majority vote of the Directors then in office. Any vacancy in any office may be filled by the Board of Directors.

Section 3. President. The President shall preside at all meetings of the Members and of the Board of Directors, and be an ex-officio member of all committees of the Board of Directors. The President may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Corporation and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors.

Section 4. President-Elect. The President-Elect shall serve as second to the President of the Board of Directors. This individual will, in the absence of the President, have all the authority of the President as described in Article IV, Section 3.

Section 5. Vice-President(s). The Vice-President(s) shall perform any such duties as the Board of Directors may designate.

Section 6. Secretary. The Secretary shall keep the minutes of meetings of the Members and of the Board of Directors. The Secretary shall keep such books as may be required by the Board of Directors, shall give notices of the meetings of the members and of the Board of Directors required by law, or by these Regulations, or otherwise, and shall have such authority and shall perform such other duties as may be determined by the Board of Directors.

Section 7. Treasurer. The Treasurer shall receive and have in charge all money, bills, notes, bonds, stock in other corporations, and similar property belonging to the Corporation, and shall do with the same as may be ordered by the Board of Directors. The Treasurer shall cause to be kept, under his or her supervision, accurate financial accounts and hold the same open for inspection and examination by the Directors and shall have such authority and shall perform such other duties as may be determined by the Board of Directors.

Section 8. Other Officers. The Assistant Secretaries and Assistant Treasurers, if any, and any other officers whom the Board of Directors may elect shall, respectively, have such authority and perform such duties as may be determined by the Board of Directors.

ARTICLE V

COMMITTEES

Section 1. Standing Committees. This Board of Directors shall have (4) standing committees: Executive Committee, Finance Committee, Audit Committee, and Governance Committee. The Standing Committees shall serve at the pleasure of the Board of Directors.

Section 2. Executive Committee. The Officers and other members of the Board of Directors as may be designated by the President of the Board of Directors shall constitute the Executive Committee. Unless otherwise determined by the Board of Directors, the President shall be the Chair of the Executive Committee.

The Executive Committee shall act only in the intervals between meetings of the Board of Directors and shall, except to the extent otherwise determined by the Board of Directors, have all authority of the Board of Directors except the authority to fill vacancies on the Board of Directors. Subject to the aforesaid exception, any person dealing with the Corporation shall be entitled to rely upon any act or authorization of an act by the Executive Committee to the same extent as an act or authorization of the Board of Directors.

The Executive Committee shall keep full and complete records of all meetings and actions, which shall be reported to and open to inspection by the Board of Directors. Unless otherwise ordered by the Board of Directors, the Executive Committee may prescribe its own rules for calling and holding meetings, and prescribe its own method of procedure, and may act at a meeting by a majority of its members or without a meeting by a document signed by all of its members.

Section 3. Finance Committee. The Board of Directors shall appoint a Finance Committee, that shall have the responsibility for reviewing the overall planning of all financial matters of the Corporation, including investments, capital expenditures, budgets and appropriations, and shall make recommendations to the Board of Directors and the Executive Director of the Corporation with respect thereto and also with respect to the formulation and development of the fiscal policies of the Corporation.

Section 4. Audit Committee. The Audit Committee shall consist of no less than 4 members of the Board of Directors, including the Treasurer. The Audit Committee shall approve the selection of the independent auditors, shall receive and review the reports of the auditors, and carry out such other duties as determined by the Board of Directors.

Section 5. Governance Committee. The Governance Committee shall consist of five members of the Board of Directors, three (3) of whom shall be elected and two (2) of whom shall be appointed by the President, subject to approval by the Board of Directors, for a term of one year. One member of the Governance Committee shall have served on the previous year's Governance Committee. The Chair of the Governance Committee shall be appointed by the President, subject to the approval of the Board of Directors.

The Governance Committee shall present (a) at the annual meeting of Members of the Corporation, a list of candidates for election to the Board of Directors to succeed those directors whose terms of office expire that year; and (b) at the annual meeting of the Board of Directors, a list of candidates for election as Officers of the Board. In addition, the Governance Committee shall present to the Board of Directors, at such times as may be needed, nominations to fill vacancies in the Board of Directors, in the Governance Committee, or among the Officers.

Section 6. Meetings of the Standing Committees shall be held from time to time whenever called by the committee chair. Notice of each Standing Committee meeting and the time, place, and purpose thereof shall be given to each committee member and the President of the Board by the committee chair, not less than two days prior to the time designated for such meeting. At all meetings of any Standing Committee a majority of the members thereof shall constitute a quorum for the transaction of business.

Section 7. Ad hoc committees. The number of ad hoc committees for each year shall be decided by the President. Their functions and responsibilities shall be determined by the President. The President of the Board shall appoint the chair of each ad hoc committee who shall hold office for the duration of the project for which such ad hoc committee is formed.

The Chair of each ad hoc committee shall ask as many persons as he or she deems necessary to assist in carrying out the duties of the ad hoc committee. Members of the committee may be other members of the Board, members of the Corporation, advisory consultants, or persons who are interested in the Nature Center at Shaker Lakes.

If the person appointed as Chair of an ad hoc committee by the President is not a member of the Board of Directors, his or her appointment as Chair shall entitle such person to attend meetings of the Board of Directors as an ex-officio, non-voting member of the Board of Directors.

Each committee shall have such authority and perform such duties as may be determined by or pursuant to resolution of the Board of Directors or provision in these By-laws.