

THE BYLAWS OF NATURE FIRST

Amended: January 18, 2024

ARTICLE I

Name, Offices, and Registered Agent

- 1.1 **Name of Corporation:** NATURE FIRST
- 1.2 **Principal Office Address:** 1481 Nutcracker Lane, Estes Park, CO 800170
- 1.3 **Other Addresses:** The Corporation may have such other offices at other locations as the Board of Directors, herein after referred to as “Board” may determine or as the affairs of the Corporation may require from time to time.
- 1.4 **The Registered Office and Agent:** Erik Stensland, 1481 High Vista Drive, Estes Park, CO 80517.

ARTICLE II

Mission and Purpose

2.1 Mission

NATURE FIRST promotes the protection and preservation of the world's natural and wild places through inspiring, educating, and uniting everyone making photographs and videos in nature; empowering them to be ambassadors of the natural world.

2.2 Purpose

NATURE FIRST is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The purposes for which this corporation is formed are exclusively charitable, **to protect and preserve the world's natural and wild places**, and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

2.3 Vision

NATURE FIRST's vision is for everyone making photographs and videos in nature to be mindful of their impact, knowledgeable about the places they photograph, and ambassadors for the natural world.

ARTICLE III

Membership

NATURE FIRST shall have no voting members.

ARTICLE IV

Board of Directors

4.1 Authority of the Board of Directors

The Corporation shall be managed by its Board of Directors. All Directors have voting rights. The responsibilities of the Board of Directors include:

- a. Creating a mission statement and ensuring implementation
- b. Approval of human resource policies
- c. Setting policy in order to oversee the overall programmatic, administrative, fiscal, and legal functions of the organization
- d. Establishing the qualifications, authority, and duties of the Executive Director
- e. Appointing, evaluating, and replacing the Executive Director

4.2 Number of Directors

The Board shall consist of at least 3 and no more than 9 members. The number of Directors may be increased or decreased within these parameters, as needed to provide proper governance of the organization, by a vote of the members of the Board.

4.3 Qualifications

Members of the Board of Directors shall be persons eighteen years of age or older who by virtue of their experience are able to assist in establishing policy for and achieving the objectives of the organization. Individuals serving as Directors are required to attend Board meetings, to serve on committees, to make appropriate recommendations or take such actions as required to provide individual financial support to the agency, and to fulfill any responsibility or tasks assigned in a timely

manner. The Board shall seek a diverse membership with an interest in the mission of the organization as well as business and human service professionals with specific skills useful in the organization's development and sustainability.

4.4 Term of Office

The members of the Board of Directors shall serve without term limits. Each director shall hold office until their successor has been elected and qualified, or until their earlier resignation, removal from office, or death.

4.5 Nomination and Election of Board Candidates

Potential candidates for Board positions may be presented by any current Director, who shall present a brief description of their qualifications. Board members are elected at the annual meeting of the Board.

4.6 Attendance

A Director who is absent without permission from the Board Chair from three board meetings during a calendar year may be considered to have tendered his/her resignation.

4.7 Removal

A Director may be removed by a 75% vote of the Board when, in the Board's judgment, it would be in the best interest of the Corporation.

4.8 Resignation

A Director may resign at any time by giving written notice of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

4.9 Vacancies

All vacancies on the Board may be filled by an appointment of the Board at any regular meeting of the Board by a majority vote of those present.

4.10 Compensation

Directors shall not receive any stated salaries or compensation for their services, but, by resolution of the Board, expenses may be allowed for attendance at any meeting of, or for, the Board.

4.11 Indemnification of Directors

The corporation shall indemnify any director, officer, or former director or officer of the corporation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer or director of the corporation, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the corporation.

4.12 Conflict of Interest Policy

The Corporation shall adhere to the Nature First Conflict of Interest Policy. These policies can only be changed with a two-thirds vote of the Board.

ARTICLE V

Meetings of the Board

5.1 Place of Meetings

Meetings will be held online unless an alternate meeting place is chosen by the board.

5.2 Annual Meeting

An annual meeting of the Board shall be held in January of each year, on such date and at such place and time as the Board may determine.

5.3 Regular Meetings

Regular meetings of the Board shall be held at least 2 times a year.

5.4 Special Meetings

Special meetings may be held upon call of the Board Chair or a majority of Directors, with no less than seven days notice to each member of the Board. Notice shall be provided in writing by electronic mail.

5.5 Executive Session

The Board reserves the right to call itself into Executive Session (closed to public, staff, or any other specific persons) by a majority vote of the Board present or by order of the Board Chair. The Executive Director will be excluded only to discuss matters relating to performance and contract.

5.6 Quorum and Voting

Two thirds shall constitute a quorum for the transaction of business at any meeting of the Directors. Each Director shall be entitled to one vote. There shall be no voting by proxies.

5.7 Action by Board

A majority vote of the Directors present and voting at the meeting at which a quorum is established shall be the act of the Corporation. An exception is when a greater number of votes is required by law, by these Bylaws, or by contracts entered into by the Board.

5.8 Rules of Order

The Chair or officer presiding at any meeting of the Board will determine the rules of order to govern the meeting. The rules of order shall govern the organization in all cases in which they are applicable and do not conflict with the Bylaws or applicable law.

ARTICLE VI

Elected Officers

6.1 General

The officers of the Corporation shall consist of a chair, a secretary, and a treasurer, and may include one (1) or more vice-chairs, and such other officers, assistant officers, and agents as may be deemed necessary, each to have such duties and authorities as are provided by these Bylaws, or as the Board of Directors may from time to time determine. Any two (2) offices may be held by the same person, except the offices of the chair and secretary.

6.2 Election and Term of Office

Officers shall be elected at the annual meeting and shall hold office for a term of one year, or until his/her successor shall have been duly elected.

6.3 Removal

Any officer elected by the Board may be removed by a majority vote of the Board when, in the Board's judgment, it would be in the best interest of the Corporation.

6.4 Vacancies

A vacancy in any office may be filled by the Board for the unexpired portion of the term.

6.5 Chair

The Chair shall be the principal Executive Officer of the Corporation and shall, in general, supervise and control all of the business of the Corporation. The Chair shall preside at all meetings of the Board. The Chair may sign, with the Agent (see article VIII) or any other Officer of the Corporation authorized by the Board, any legal instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, or by state to the Agent of the Corporation.

6.6 Vice-Chair

In the absence of the Chair, or in the event of his/her inability as determined by a majority vote of the members present, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers and be subject to all the restrictions of the office of the Chair.

6.7 Secretary

The Secretary shall cause the Agent to have charge and custody of true and accurate records of all acts and proceedings of the Corporation and shall perform all duties incident to this office as required by the Board of by federal or state statute.

6.8 Treasurer

The Treasurer shall cause the Agent to have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source; and deposit all such monies in the name of the Corporation in such banks as shall be selected in accordance with the provision of the Bylaws or Board policy. The Treasurer shall serve as the Chair of the Finance committee of the Board. In the absence of the Chair and Vice-Chair, the Treasurer shall perform the duties of the Chair, and when so acting, shall have all the powers and be subject to all the restrictions of the office of the Chair.

6.9 Officer Compensation

Officers shall not receive any stated salaries or compensation for their services, but, by resolution of the Board, expenses may be allowed for attendance at any meeting of, or for, the Board.

ARTICLE VII

Committees

The Directors may, by resolution duly adopted under a quorum, establish such committees as they may deem necessary to assist them in their work. The resolution establishing such committees shall state the purpose, timeline, and authority of each committee. The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Directors of any responsibility imposed by law.

ARTICLE VIII

Management

8.1 Executive Director

The Chief Executive Officer and Agent of the Corporation shall be the Executive Director, appointed by the Board to serve at the pleasure of the Board. The Executive Director shall be the manager of all Corporation activities, and shall be responsible to the Board for the application and implementation of policies established by the Board in the operation of the agency. The Executive Director shall be a non-voting ex-officio member of all Board committees and may attend all functions of the Board with the exception of executive sessions to discuss matters relating to the Executive Director's performance or contract. The Executive Director shall cause to be prepared an Annual Report, which includes full disclosure of agency control, fiscal information, major programs, and a summary of activities.

8.2 Annual Budget

The Executive Director and Treasurer shall cause an annual budget to be prepared and submitted to the Board at the time designated by the Board for the purpose of discussion, modification, and approval.

8.3 Annual Audit

At the end of each fiscal year, the Executive Director shall determine whether an audit is appropriate or necessary for the agency. The Board shall receive a report on the financial management of the agency on an annual basis.

8.4 Termination of the Executive Director

The Board may terminate the appointment of the Executive Director for convenience at any time according to the conditions of its employment contract with the Executive Director.

ARTICLE IX

Anti-Discrimination

The Corporation shall not discriminate or allow unlawful harassment on the basis of race, color, nation origin, gender, sexual orientation, religion, political affiliation, age, size, marital status, disability or military status, in any of its activities or operations. These activities include, but are not limited to, all employment decisions, selection of volunteers, selection of vendors, access to services, and the provision of services.

ARTICLE X

Dissolution

Upon termination or dissolution of Nature First, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of Nature First hereunder shall be selected by the discretion of a majority of the managing body of Nature First and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Nature First by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if

practicable to organizations located within the State of Colorado. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Colorado to be added to the general fund.

ARTICLE XI

Amendments

The Board shall have the power to amend these Bylaws at any regular or special meeting of the Board by a two-thirds vote of the Board member attending the meeting. Written notice of the proposed amendment is to be given to each member of the Board no less than ten days prior to the meeting where action is to be taken. These Bylaws shall be reviewed for necessary revisions and amendments at least every two years.

These Bylaws were amended and approved at a meeting of the Board of Directors of NATURE FIRST on January 18, 2024.