

FIRST AMENDED AND RESTATED BYLAWS OF
ZOOLOGICAL SOCIETY OF SIOUX FALLS
A South Dakota Nonprofit Corporation

Approved May 24, 2016

Amended on January 26, 2021

ARTICLE I

NAME & OFFICES

1.1 Name. The name of this nonprofit corporation shall be "Zoological Society of Sioux Falls" (hereinafter referred to as the "Corporation").

1.2 Principal office. The principal office of the Society shall be located in the City of Sioux Falls, County of Minnehaha, State of South Dakota. The Corporation may have such other offices in the State of South Dakota as the Board of Directors may determine.

1.3 Registered office. The Corporation shall have and continuously maintain in the State of South Dakota a registered office, and a registered agent whose office is identical with such registered office, as required by the South Dakota Nonprofit Corporation Act. The registered office of the Corporation may be, but need not be, identical with the principal office of the Corporation in the State of South Dakota, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

PURPOSES AND OBJECTIVES

The Corporation is organized exclusively for charitable, cultural and educational purposes within the meaning of Section 501(c)(3) and Section 170(2) of the Internal Revenue Code, as amended, or any successor statutes, and is organized specifically to promote and assist in the establishment, maintenance, development and operation of a zoo, zoological park or garden in the City of Sioux Falls, South Dakota, either as established and operated by the City of Sioux Falls, or as may be established and operated by the Corporation. Among other things, the Corporation is authorized to manage the Great Plains Zoo and Delridge Museum of Natural History (hereinafter referred to as the "Zoo") to provide exhibitions and programs in the areas of the natural sciences for the education, recreation and cultural appreciation of the public and to provide facilities and exhibits for scientific study, education and conservation.

ARTICLE III
MEMBERSHIP

3.1 Eligibility. All persons interested in promoting the objectives of the Corporation shall be eligible for membership upon payment of the annual dues established by the Board of Directors.

3.2 Classifications. The Board of Directors may establish multiple classes of members upon such rules and conditions as determined by the Board of Directors. Membership classifications and annual dues in such classifications shall be fixed from time to time by the Board of Directors.

3.3 Cancellation. Any person's membership may be canceled, for cause, by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors.

ARTICLE IV
MEETINGS OF MEMBERS

4.1 Annual Meeting. The annual meeting of the members shall be held in the first calendar quarter of each year for purpose of electing directors. The specific date, hour and place of the annual meeting shall be designated by the Board of Directors and communicated to the members in accordance with Section 4.3.

4.2 Special Meetings. Special meetings of the members may be called by the Chair, by any seven (7) directors, or by any twenty (20) members of the Corporation.

4.3 Notice. Notice of each annual meeting and special meeting of the members shall be provided by the President of the Corporation, or such other person as the Board of Directors may determine, which notice shall be given either by mailing a notice to each member or by publishing notice thereof on the Zo o's website at least five (5) days prior to the scheduled date of such meeting. The notice shall specify the date, time and place of the meeting and, in case of a special meeting, the business proposed to be transacted at such meeting. The Board of Directors may establish a record date for the determination of members entitled to notice.

4.4 Waiver of Notice. Any member may waive any notice required by law or these Bylaws if in writing and signed by any member entitled to the notice, whether before or after the date and time stated in the notice. A member's attendance at a meeting of the members waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting due to lack of adequate notice.

4.5 Quorum. At any meeting of the members, ten (10) members of the Corporation shall constitute a quorum. If a quorum fails to attend any meeting, the Chair may adjourn the meeting to another place, date or time.

4.6 Voting. At any meeting of the members, each member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members. A member may vote in person or by proxy. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceeds the votes cast opposing the action, unless a greater number is required by law.

4.7 Matters Subject to Member Vote. Members have limited rights to vote on matters affecting the Corporation. Members may only vote on the following matters: (a) election of directors as provided in Article V; and (b) any matters referred to a vote of the members by the Board of Directors.

4.8 Conduct of Meetings. The Chair, or in the Chair's absence the Vice Chair, shall call member meetings to order and act as chairperson of the meetings. The Chair or the Vice Chair, as applicable, shall determine the order of business and procedure at member meetings, including the regulation of the manner of voting and the conduct of business deemed by him or her to be in order.

ARTICLE V

BOARD OF DIRECTORS

5.1 Governing Body. The Corporation's business and affairs shall be managed by, and be under the control of, its Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following duties and powers:

5.1.1 Personnel. To hire and remove the President of the Corporation in accordance with the terms of these Bylaws and any employment contract with the President; to approve personnel policies proposed by staff of the Corporation; to provide general oversight of staff of the Corporation, who will conduct, manage and control the day-to-day affairs of the Corporation; and to generally oversee and monitor pursuit of the Corporation's purposes.

5.1.2 Members and dues. To approve an appropriate dues and benefits structure for membership in the Corporation.

5.1.3 Borrowing. Upon recommendation of the President of the Corporation, and only upon the affirmative vote of a number of directors constituting a majority of the full Board of Directors, to borrow money and incur indebtedness on behalf of the Corporation.

5.1.4 Committees. To approve and appoint members to such standing and ad hoc committees as authorized in these Bylaws with such titles and duties as determined by the Board of Directors.

5.1.5 Bylaws. To alter or amend these Bylaws, including the fixing and altering of the number of directors, provided that no alteration or amendment may be made to provisions fixing the qualification, classification, or term of office of any then-serving directors.

5.2 Manner of Acting. The Board of Directors shall act collectively through action at meetings of directors pursuant to the terms of these Bylaws and through directors or officers to whom authority and duties have been delegated pursuant to these Bylaws. Absent such collective action or express authorization, no director shall have the authority to bind, or act on behalf of, the Corporation.

5.3 Number of Directors. There shall be at least fourteen (14) and not more than twenty-one (21) directors on the Board of Directors.

5.4 Term of Office. The term of office of each director shall be for a period of three (3) years, commencing on the date of election and ending on the date his or her successor is elected, or earlier upon death, resignation or removal of the director. In the event a person is appointed to complete the unexpired term of a director who ceases to serve due to death, resignation or removal, such person shall complete the unexpired term of the director. No director may serve more than three (3) consecutive terms; provided however a director appointed pursuant to Section 5.5.1 may not serve more than two (2) consecutive terms. A person's completion of an unexpired term of a director who ceases to serve due to death, resignation or removal shall not count as a term for purposes of the preceding sentence.

5.5 Election and Appointment of Directors.

5.5.1 Appointments. The Mayor of the City of Sioux Falls, South Dakota, shall appoint two (2) of the directors of the Board of Directors.

5.5.2 Election. Except for those directors appointed pursuant to Section 5.5.1, the directors shall be elected by the members at the annual meeting of the members, pursuant to the process described in this section.

a. Nominating Committee. The Nominating Committee shall nominate a number of candidates equal to the number of director positions open at each annual meeting, excluding directors appointed pursuant to Section 5.5.1. The Nominating Committee shall present the slate of the nominees to the Board of Directors prior to the annual meeting of the members. The Board may make any additions or deletions it may deem advisable to the slate of nominees.

b. Election of Directors. Election of directors shall occur at the annual meeting of the members. Each member present at the annual meeting shall cast a "yes" or "no" vote for each candidate brought forward by the Nominating Committee and Board of Directors pursuant to subsection (a) above. All candidates who receive a greater number of "yes" votes than "no" votes shall be elected to the Board of Directors.

5.6 Ex-officio Directors. The Board of Directors shall be entitled to appoint ex-officio directors. Ex-officio directors shall include the Director of Parks and Recreation for the City of Sioux Falls and the President of the Corporation. Ex-officio directors may also include the Past Chair of the Corporation if so determined by the Board of Directors and such other persons as the Board of Directors may determine. Ex-officio directors shall have a voice at all meetings of the Board of Directors, but shall

not be entitled to vote or hold office. Ex-officio directors shall receive all meeting notices, meeting agendas, and minutes of meetings, and shall be allowed to attend all regular and special meetings of the Board of Directors.

5.7 Society Membership. Each director shall be a member of the Corporation.

5.8 Resignation. Any director may resign at any time by giving written notice to the President or the Secretary.

5.9 Removal. A director may be removed from office by a two-thirds vote of all members of the Board of Directors taken at a special meeting of directors called for that purpose. A director appointed by the Mayor of Sioux Falls may be removed only by the Mayor of Sioux Falls.

5.10 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of members or at a special meeting of shareholders called for that purpose.

5.11 Regular Meetings. Unless dispensed with by action of the Board of Directors and made part of its minutes, the Board of Directors shall meet for regular monthly meetings at a time and place designated by the Board of the Directors or, in absence of such action, on call of the Chair. An agenda shall be prepared for all regular board meetings.

5.12 Special Meetings. Special meetings of the Board of the Directors may be called by or at the request of the Chair or by written petition of seven (7) directors, and shall be held at such time and place as the Chair or calling directors may determine. The agenda for all special meetings shall be limited to the purpose(s) for which the meeting was called.

5.13 Notice. Notice of each regular meeting shall be emailed to each member of the Board of Directors at least five (5) days prior to the scheduled date of such meeting. Notice of any special meeting shall be given at least one (1) day prior to the meeting, by email, fax or mail. The notice shall specify the date, time and place of the meeting and, in case of a special meeting, the purpose(s) for which the meeting was called.

5.14 Waiver and Notice. Any director may waive notice of any regular or special meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business at the meeting due to lack of adequate notice.

5.15 Remote Meeting Attendance. Directors may participate in a regular or special meeting telephonically, by video conference or other remote means. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting.

5.16 Quorum. A majority of the directors (half plus one) shall constitute a quorum for the transaction of business at a meeting.

5.17 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation, or these Bylaws.

5.18 Meeting Attendance. Each member of the Board is required to attend a minimum of seventy-five percent (75%) of the regular and special meetings of the Board of Directors each year. Failure to attend seventy-five percent (75%) of the regular and special meetings may constitute cause for removal.

5.19 Compensation. Directors shall not receive any salaries for their services.

5.20 Reimbursement of Directors Expenses. Directors may be reimbursed for reasonable expenses associated with travel, hotel and transportation for travel made on behalf of the Corporation at the request of the President. Prior approval of estimated expenses must be granted by the President.

ARTICLE VI

OFFICERS OF THE BOARD OF DIRECTORS

6.1 Officers. The officers of the Corporation shall be a Past Chair, Chair, Vice Chair, Secretary and Treasurer. Each officer must be a member of the Board of Directors.

6.2 Election and Terms of Office. The officers of the Corporation shall be elected annually by the Board of Directors. Each officer shall hold office for a one-year term.

6.3 Resignation. Any officer may resign at any time by giving written notice to the President or the Secretary.

6.4 Removal. Any officer may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interested of the Corporation would be served thereby.

6.5 Vacancies. A vacancy in any office shall be filled by the Board of the Directors for the unexpired portion of the term.

6.6 Powers and Duties. The officers shall have such powers and perform such duties as specified in the job descriptions stated in this section or as from time to time assigned by the Board of Directors.

6.6.1 Past Chair. The Past Chair shall serve as part of the Executive Committee in an ongoing leadership role, following his or her year of service as the Chair.

6.6.2 Chair. The Chair shall preside at all meetings of the Board of Directors and Executive Committee. The Chair may sign any contracts or instruments which the Board of Directors has authorized to be executed. The Chair shall perform all duties incident to the office, and such other duties as may be prescribed from time to time by the Board of Directors.

6.6.3 Vice Chair. The Vice Chair shall assume the duties of the Chair during the absence or disability of the Chair, serve as a member of the Executive Committee, and perform such other duties as from time to time may be assigned by the Chair or the Board of Directors.

6.6.4 Secretary. The Secretary shall keep the minutes of the meetings of members and meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws and applicable law, be custodian of the corporate records, and perform all duties incident to the office and such other duties as from time to time may be assigned by the Chair or the Board of Directors.

6.6.5 Treasurer. The Treasurer shall be the chair of the Finance Committee and shall perform all duties incident to the office and such other duties as from time to time may be assigned by the Chair or the Board of Directors.

6.7 Compensation. Officers shall not receive any salaries for their services.

ARTICLE VII

PRESIDENT and CEO

7.1 Appointment. The President and Chief Executive Officer of the Corporation (herein referred to as the "President") shall be hired by the Board of Directors and shall be responsible to the Board of Directors for the general supervision of all activities conducted under the auspices of the Corporation.

7.2 Duties. The President shall serve as the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the day-to-day business and affairs of the Corporation, carrying out its goals and policies. The President shall attend all Board of Directors meetings, report on the progress of the Corporation, answer questions of the directors, and carry out the duties described in the President's job description. The Board may designate other duties as necessary or appropriate.

7.3 Compensation. The Executive Committee shall establish compensation for the President.

7.4 Removal. The President may be removed by a two-thirds vote of all members of the Board of Directors taken at a special meeting of directors called for that purpose, upon consideration and recommendation of the Executive Committee.

ARTICLE VIII
COMMITTEES

8.1 Standing Committees. The following standing committees are designated by these Bylaws to assist the Board of Directors in the management of the Corporation. Each standing committee shall have and exercise the authority set forth below and as otherwise delegated by the Board of Directors, provided no standing committee shall have the authority to amend the Articles of Incorporation or these Bylaws, adopt an agreement of merger or consolidation, approve the sale, lease or exchange of all or substantially all of the Corporation's assets, or dissolve the Corporation. Each standing committee shall consist of at least five individuals, at least two of which shall be directors appointed annually. The standing committees are designated as follows:

8.1.1 Executive Committee. The Executive Committee shall set compensation for the President, appoint committee chairpersons, and serve as advisors with respect to the operation of the Corporation as requested by the President, including without limitation staffing, donor relations, and other operational matters. The Executive Committee shall consist of the Past Chair, the Chair, the Vice Chair, the Secretary and the Treasurer.

8.1.2 Finance Committee. The Finance Committee shall review the annual budget of the Corporation and shall be available to advise on financial questions relating to the Corporation and its operations.

8.1.3 Nominating Committee. The Nominating Committee shall identify and nominate candidates for service on the Board of Directors as described in Section S.5.2(a).

8.2 Ad Hoc Committees. The Board of Directors, by resolution, may designate one or more other committees from time to time. Each such committee shall have the authority as delegated by the Board of Directors, provided that no committee shall have the authority to amend the Articles of Incorporation or these Bylaws, adopt an agreement of merger or consolidation, approve the sale, lease or exchange of all or substantially all of the Corporation's assets, or dissolve the Corporation. Each ad hoc committee shall consist of at least three individuals, at least two of which shall be directors, and shall continue until such time as determined by the Board of Directors.

8.3 Membership of Committees. The Board of Directors shall appoint the members of each committee. If directed by the Board of Directors, the Board of Directors may delegate to the chair of each committee the authority to appoint the other members of such committee. Vacancies on a committee shall be filled in this same manner.

8.4. Chairperson. The Executive Committee shall appoint the chairperson of each committee.

8.5 Term of Office. Each member of a committee shall continue as such until a successor is appointed, or until such member ceases to be a director or is earlier removed pursuant to Section 8.6.

8.6 Removal. A member of a committee may be removed by the Board of Directors when such removal is determined by the Board of Directors to be in the best interests of the Corporation.

8.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating or governing a committee, the chairperson of the committee and two (2) other committee members constitute a quorum, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

8.8 Committee Rules and Records. Unless the Board of Directors otherwise directs, each committee may make, alter and repeal rules for the conduct of its business. Minutes shall be kept of actions taken by a committee.

8.9 Duties. The delegation to a committee of authority as described in this Article shall not relieve the Board of Directors or any director of his or her duties to the Corporation under applicable law.

ARTICLE IX AFFILIATIONS

The Corporation may from time to time enter into such affiliation agreements with other corporations, associations, and organizations as the Board of Directors may deem appropriate to the purposes and objectives of the Corporation.

ARTICLE X WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the South Dakota Nonprofit Corporation Act or under these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI FISCAL YEAR, BOOKS AND RECORDS

11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December.

11.2 Accounting. The Corporation shall keep correct and complete books and records of account in accordance with generally accepted accounting principles as approved by the Board of Directors.

11.3 Financial Statements. A financial statement, in a form approved by the Board of Directors, shall be prepared and distributed to the Board of Directors with the agenda for each regular meeting of the Board of Directors.

11.4 Audit. An audit of the books and records of the Corporation shall be made annually by a certified public accountant and presented to the Board of Directors for approval.

11.5 Minutes. Minutes of all meetings shall be maintained and kept on file in the Corporation's office as a part of the permanent records of the Corporation. Minutes are to be approved or revised by the Board of Directors as part of regular meetings of the Board of Directors.

ARTICLE XII

INDEMNIFICATION

12.1 Definitions. As used in this Article, the following definitions shall apply:

12.1.1 Agent. The term "agent" includes any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

12.1.2 Expenses. The term "expenses" includes attorneys' fees.

12.1.3 Proceeding. The term "proceeding" includes any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

12.2 Actions Other Than by Corporation. At the discretion of the Board of Directors, the Corporation may indemnify any person who was or is, or is threatened to be made, a party to any proceedings, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was an agent, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent does not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of this Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

12.3 Actions by the Corporation. At the discretion of the Board of Directors, the Corporation may indemnify any person who was or is, or is threatened to be made, a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was an agent, against expenses actually and reasonably incurred by him or her in connection with the defense or settlement of such proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the court deems proper.

12.4 Successful Defense by Agent. To the extent that an agent has been successful on the merits or otherwise in defense of any proceeding, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses actually reasonably incurred in connection therewith.

12.5 Required Approval. Any indemnification under this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Directors (a) by a majority vote of the quorum consisting of directors who were not parties to the proceeding, or (b) if a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so objects, based on independent legal counsel in a written opinion.

12.6 Advance of Expenses. Any expenses incurred by an officer or director in defending a proceeding may be paid by the Corporation in advance of the final disposition of the proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of such director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized by this Article. Expenses incurred by other employees and agents may be similarly paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

12.7 Non-Exclusive Right. The indemnification provided by this Article is not exclusive of any other rights to which those seeking indemnification may be entitled under these Bylaws, agreement, vote of disinterested directors or otherwise, as to action in the person's official capacity while holding such office, and shall continue as to a person who has ceased to be an agent to insure to the benefit of the heirs, executors, and administrators of such a person.

12.8 Insurance. At the discretion of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was an agent against any liability asserted against the agent and incurred by the agent in any such capacity, or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify in such situation.

ARTICLE XIII
ROBERT'S RULES OF ORDER

All Board of Directors and committee meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE XIV
AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any regular or special meeting of the Board of Directors if at least two (2) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

ARTICLE XV
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Directors shall determine .

ARTICLE XVI
PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public

office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

These Bylaws were written with the intention of cooperation and compliance with the Corporation's Management Agreement with the City of Sioux Falls pursuant to which the Corporation has agreed to manage the Zoo. In the event any terms of these Bylaws conflict with terms of the Management Agreement, the Management Agreement shall control.

These Bylaws as amended were adopted as the official Bylaws of the Zoological Society of Sioux Falls, at a meeting of the Board of Directors held on the 26th day of January, 2021.



Chair, Board of Directors

Zoological Society of Sioux Falls