

BYLAWS OF WILDLIFE REHAB, INC.

ARTICLE I

Name

1. **Name.** The name of the corporation shall be Wildlife Rehab., Inc. (WRI)

ARTICLE II

Purposes

1. **Objects and Purposes.** The objects and purposes for which the Wildlife Rehab., Inc. (WRI) corporation is formed are set forth in the Articles of Incorporation as filed with the Secretary of State of North Carolina.

ARTICLE III

Membership

1. **Members.** The members of the corporation shall be any persons who share the interests and goals of the corporation and who pay the annual membership dues as determined from time to time by the BOD.
2. **Voting.** Each member shall have one vote on any measure as to which the members shall have voting rights.
3. **Resignation.** Any member may resign by filing a written or email resignation with the Secretary.
4. **Expulsion.** The BOD, by a two-thirds majority vote, may suspend or expel a member for cause, including-but not limited to, violation of the corporation's Code of Ethics, which Code of Ethics is hereby incorporated into these Bylaws by reference, after appropriate investigation and hearing, at any regular meeting or special meeting called for such purpose.

ARTICLE IV

Meetings of Members

1. **Place of Meetings.** All meetings of the members shall be held at such place and time as shall be designated in the notice of the meeting.
2. **Annual meeting.** The annual meeting of all members shall be held during the month of December for the transaction of such business as may be properly brought before the meeting.
3. **Regular Meetings.** Other meetings of all members may be called by the BOD.
4. **Special meetings.** Special meetings of all members may be called by the BOD.
5. **Notice of Meeting.** Written or emailed notice of the meetings of all members stating the time and place of the meeting shall be delivered not less than ten (10) or more than fifty (50) days before the date thereof, either personally or by any usual means of communication to each member of record entitled to vote at such meetings.

6. **Quorum.** A majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members.
7. **Proxies.** A member may vote by proxy, executed in writing, at any meeting of members. An appointment of a proxy is effective when received by the secretary and will expire at the end of the meeting for which it was made. An appointment of a proxy is revocable by a member at any time, up to the time of the meeting for which it was made.

ARTICLE V
Board of Directors

1. **Functions of Board of Directors.** The BOD shall have the following functions:
 - a) To establish policies and procedures for the operation of the corporation.
 - b) To act in an advisory capacity to members and officers.
 - c) To act as arbitrator in the case of any dispute arising among the members or officers.
 - d) To expel members from the corporation or remove officers after appropriate investigation and hearing.
 - e) To administer corporate funds according to the policies established therefore.
2. **Election and Term of Directors.** The Nominating Committee will begin and manage the voting and election of any new Directors for the upcoming year. Will begin the election process of new Directors for the upcoming year each November. At the December Member Meeting any new Directors for the upcoming year will be announced. Directors shall be elected by the members in good standing to succeed the current Directors. The Nominating Committee will manage annual elections and will act as liaison between the members and the existing BOD. One-third of these Directors shall be elected to serve for one year; one-third to serve for two years; and one-third to serve for three years. Thereafter, each director shall be elected by the members in good standing to serve for a term of three years, so that each year approximately one-third of the Board shall be elected.
3. **Number and Qualification.** The BOD of the corporation shall consist of the President, Vice President of Administration, Vice President of Rehabilitation, Vice President of Education, Secretary/Treasurer and such other persons as may be appointed from time to time; provided however, that the number of Directors of the corporation shall not be less than five (5) nor more than twenty (20). The Secretary shall record all minutes of meetings conducted by the BOD and is responsible for distributing the notes to the membership once approved by the BOD. In order to be considered for a board position, a member must be active within the organization and their membership must be current.
4. **Vacancies.** A vacancy occurring on the BOD may be filled by a majority of the remaining Directors though less than a quorum, or by a majority of the members.
5. **Resignation, Termination and Absences.** A Director can resign from the BOD by filing a written or email resignation with the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has two unexcused absences from Board meetings in a calendar year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.
6. **Compensation.** Directors shall not be compensated for their services as such, but the BOD may provide for the reimbursement of reasonable expenses incurred by Directors in connection with the performance of their duties.

ARTICLE VI

Officers

1. **Number.** The officers of the corporation shall consist of a President, Vice President of Administration, Vice President of Rehabilitation, and a Secretary/Treasurer. Any two or more offices may not be held by the same person, except the offices of President and Secretary, but no officer may act in more than one capacity where action of two or more officers is required.
2. **Election and Term.** The officers shall be elected by the BOD. Such elections may be held at any regular or special meeting of the BOD. No person may hold the same office for more than two (2) consecutive one-year terms. A quorum of the BOD may remove any board member after an appropriate hearing called for such purpose.
3. **Compensation.** No Officer shall receive compensation for his or her service in such capacity, except that officers may be reimbursed for reasonable expenses incurred in connection with their duties at the discretion of the BOD.
4. **President.** The President shall be the principle executive officer and shall supervise and control the management of the organization according to these Bylaws and as outlined in WRI's job description. He or she shall, when present, preside at all meetings of the members and in general, shall perform all duties incident to the office of President.
5. **Vice President.** The Vice President of Administration, in the absence or disability of the President, shall perform the duties and exercise the powers of the President. In addition, he or she shall perform such other duties as outlined in WRI's job description and have such other powers as the President shall designate. The Vice President of Rehabilitation shall perform the duties as outlined in WRI's job description and exercise the powers of the President in the absence or disability of the President and the Vice President of Administration and shall perform such other duties and have such other powers as the President shall designate. The Vice President of Education shall perform the duties as outlined in WRI's job description and exercise the powers of the President in the absence or disability of the President, Vice President of Administration and Vice President of Rehabilitation. The Vice President of Administration, Vice President of Rehabilitation, Vice President of Education, Secretary and Treasurer shall all be members of the BOD.
6. **Secretary.** The Secretary shall keep accurate records of the acts and proceedings of all meetings. He or she shall have general charge of the records and books and of the corporate seal and shall affix the corporate seal to any lawfully executed instruments requiring it. He or she shall sign such instruments as may require his or her signature, and-in general-shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her from time to time by the President.
7. **Treasurer.** The Treasurer shall have custody of all funds and securities belonging to the organization and shall receive, deposit or disburse the same under the direction of the President. He or she shall keep full and accurate accounts of the finances electronically and shall file the yearly IRS 990 tax forms for the corporation.

The Treasurer shall make a report at each Board meeting and make financial information available to the members and to the public. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be assigned to him or her from time to time by the President.

8. **Committees.** The officers may create one or more committees and recruit members to serve on them. Each committee must have two or more members, who serve at the direction of the Officers. One of the Committees will be a Nominating Committee, headed by a Board Member whose term has not yet expired.

ARTICLE VII

Meetings of Directors

1. **Regular Meetings.** The BOD shall meet no less often than quarterly, at a time and place to be designated in a notice of the meeting that shall be sent, by usual means of communication, to all Board members not less than ten (10) days before the date of the meeting. The Board shall designate a person to be responsible for sending out such notice.
2. **Special Meetings.** Special meetings of the BOD may be called by or at the request of the Board's Chairperson, acting individually or on behalf of BOD or at a WRI member's request. The Chairperson calling a special meeting of the BOD shall, at least five (5) days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.
3. **Quorum.** A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the BOD.

ARTICLE VIII

General Provisions

1. **Management of Corporate Funds.**
 - a. No funds received by donation, bequest or any other means shall be used for any purpose other than to operate and to effect the purposes of the corporation.
 - b. No part of the net earnings of the organization shall in anyway benefit, its members, directors, officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization.
 - c. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations with the similar purposes or to one or more organizations which are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986.
2. **Records.** The corporation shall keep, at such places as the BOD deem appropriate, complete and correct records and books of account, and shall keep minutes of the meetings of the BOD.
3. **Exempt Activities.** Notwithstanding any other provision of these Bylaws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt from Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended, or by an

ⁱ¹Organization, contributions to which are deductible under Section 170(c) 2 of such Code and Regulations as they now exist or as they may hereafter be amended.

4. **Fiscal Year.** The fiscal year of the corporation shall be the calendar year.

 5. **Amendments.** These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any regular or special meeting of the BOD. Members of WRI will be notified by any usual means of communication of any amendments to, deletions from or adoption of new Bylaws prior to a vote by the Directors. Sufficient time will be allowed for general membership discussion of any proposed Bylaw amendments, deletions or adoption of new Bylaws prior to a vote by the directors, sufficient time being no less than fourteen (14) days and no more than thirty (30) days after delivery of notification to the general membership.

 6. **Governing Law.** Any matter not specifically addressed in these Bylaws shall be governed by the provisions of the North Carolina Nonprofit Corporation Act as in effect at the time the matter arises.

 7. **Conduct of Meetings.** Robert's Rules of Order shall be followed in conducting all meetings of the BOD, officers and members.
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