



BY-LAWS  
OF  
WILDLIFE REHABILITATION AND RELEASE

Article I

Name and Object

Section 1. The name of the Corporation shall be Wildlife Rehabilitation and Release.

Section 2. The objects of the Corporation shall be those set forth in its articles of incorporation.

Article II

Non Profit Status

The Corporation does not contemplate pecuniary gain or profit for the Corporation **or** the members thereof.

Article III

Membership

Section 1. Classification of Membership

There shall be no age limitation, except that, persons wishing to perform rehabilitation of wildlife who are less than 18 years of age must be sponsored and supervised by a member 18 years of age or older.

Members shall be **classified** as follows:

Individual

Family (**All living at same residence**)

**Junior 0-17yrs.**  
**Senior 65yrs. & up**  
**Wildlife Partner**  
**Wildlife Supporter**  
**Wildlife Guardian**  
**Wildlife Conservator**  
**Wildlife Benefactor**

Section 2. Membership Dues

Dues shall be fixed for all categories of membership from time to time and made payable at such times and intervals and upon such notice and by such methods as the Board of Directors shall prescribe. **Annual Memberships are for a calendar year (January 1<sup>st</sup> through December 31<sup>st</sup>) and may be pro-rated.**

Section 3. Privilege of Membership

The privilege of holding office and being elected to the Board shall be open to all members eighteen years of age and older.

Section 4. Voting

For the purposes of General Meetings, each **membership shall have one vote.**  
**(See section one of these bylaws for classifications of membership.)**

Article IV

Rehabilitation of Wildlife

All persons wishing to participate in wildlife rehabilitation in conjunction with or as part of the Corporation must be members of the Corporation.

Article V

Non-Liability of Members

No member of this Corporation shall be personally liable for the debts, liabilities or obligations of this Corporation.

## Article VI

### Administration

#### Section 1. Board of Directors

The Board of Directors of this Corporation shall consist of the following:

President

Vice-President

Secretary

Treasurer

Director-at-Large

Director-at-Large

**Director-at-Large**

Total number of Directors to be seven (7).

At the first and each successive annual meeting of the Corporation, the Board of Directors shall be elected for one (1) year terms with the possibility of re-election.

**At least two (2) members of the Board shall be active rehabilitators.**

Members of the same household shall not serve concurrent terms on the Board.

#### Section 2. Interim Board Members

Should a vacancy arise in any Board position during the term, the position may be filled by an Interim Board Member who shall be elected by a 2/3 majority of the Board.

## Article VII

### Officers

Officers shall consist of a President, Vice-President, Secretary **and** Treasurer.

A. President. The President shall preside over all meetings of the Board of Directors. The President shall also have such other powers and perform such other duties as may be required by the Board of Directors.

B. Vice-President. The Vice President shall, in the absence of the President, perform all of the duties and have all the powers of the President. The Vice-President shall also have such other duties as may be required by the Board of Directors.

C. Secretary. The Secretary shall keep a record of the meetings of the Corporation and of the proceedings of the Board of Directors. The Secretary shall keep the book of membership, and shall serve all notices required by law or the by-laws of the Corporation. In case of his or her absence, refusal or inability to act, these duties may be performed by any person whom the Board of Directors may direct.

D. Treasurer. The Treasurer shall have such duties as are implied by the name treasurer. The Treasurer shall furnish, prepare and keep a full set of books of account, showing every detail of accounts, and all receipts and disbursements, the amount of money owed by the Corporation or owing to it, and such other information as may be pertinent in the judgment of the Treasurer, or such as may be required by the Board of Directors.

## Article VIII

### Powers of Directors

#### Section 1. General Powers of Directors

Except as otherwise provided by **law**, by the Articles of Incorporation or by these By-Laws, the Board of Directors shall exercise all of the powers, control the property and conduct the affairs of this corporation.

#### Section 2. Specific Powers of Directors

Without limitation of such general powers, it is hereby expressly declared that the Board of Directors shall have the following powers:

A. To make regulations and change those not consistent with these By-

- Laws for the management of the Corporation's business and affairs.
- B. To appoint and remove, at any time, all agents and employees of the Corporation, prescribe their duties, fix their compensation and require from them security for faithful service, if they so deem necessary, and in their discretion, from time to time, to devolve the powers and duties of any office upon any other person for the time being.
  - C. To appoint and remove or suspend such subordinate officers, agents or factors as they may deem necessary, and determine their duties and fix, and **from** time to time change, their salaries or remuneration.
  - D. To pay for any property purchased by the Corporation either wholly or partly in money, bonds, debentures, or other securities of the Corporation.
  - E. To revoke for good cause the membership of any member of Wildlife Rehabilitation and Release. Good cause shall be determined based upon evidence presented before the Board of Directors at a Special Meeting. The member involved shall be given (thirty) 30 days notice and the opportunity to appear before the Board at said meeting. Removal shall require a vote of 2/3 majority of the Board.
  - F. To designate the time and place of the Board of Directors meetings or to authorize the President to do so. To appoint such committee or committees on any subject within the powers of the Corporation's Articles of Incorporation and to define the powers and duties of such committee.
  - G. To select and designate such bank or trust company as they may deem advisable, as official depository of the funds of the Corporation and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.
  - H. To initiate legal actions and proceedings by the Corporation and to respond to legal actions and proceedings against the Corporation,

and to otherwise collect, settle or compromise claims by or against the Corporation.

Section 3. Meetings of Board of Directors

- A. At all meetings of the Board of Directors a majority of the existing Board, including two (2) officers then holding office, shall be necessary and sufficient to constitute a quorum for the transaction of business.
- B. Every act or decision, as granted by powers of the Directors, shall be made by a majority of the directors present at a meeting, unless otherwise provided herein.
- C. Any Board members missing two consecutive Board meetings and not communicating their reasons for doing so to the President shall be considered as having resigned from their Board position.

Section 4.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such actions. **Consent in writing shall include the use of e-mail.** Such action by unanimous consent shall have the same force and effect as a unanimous vote of such directors. Any such written consent **or** consents shall be filed with the minutes of the proceedings of the Board.

Article IX

Committees

Section 1. Committees

A. Nominating Committee

The Nominating Committee will be appointed by the Board of directors. The Committee shall consist of one (1) Board member

and any two (2) other members of this Corporation.

The responsibility of the Nominating Committee shall be to submit to the annual meeting of the members of this Corporation a list of candidates for officers of the Corporation and for **Director-at-Large** vacancies on the Board of Directors. Nominations will also be accepted from members at such annual meetings.

B. Additional Committees

By resolution or resolutions passed by a majority of the Board, any committee or committees on any subject may be designated by the Board.

Each committee shall keep a record of their proceedings and report the same to the Board when required.

Article X

Meetings of Directors

Section 1. There shall be a meeting of the Directors held at least once each year and such other meetings as required by the Board of Directors.

Section 2. Special meetings of the directors of this Corporation may be called by the President at any time.

Section 3. At least five (5) days notice shall be given for a special meeting of the Board of Directors. **Notification may be made by written notice, telephone, e-mail or any combination thereof.**

Article XI

Meetings of Corporation

Section 1. There shall be an annual meeting of the members of the Corporation held each year during the first quarter. It shall conduct such business as the Board of Directors and members may bring before it, and shall also be the time and place for the receiving of annual reports of the

officers of the Corporation. It shall also be the time and place for the election of officers and Board Members for the ensuing year.

Section 2. The time and place of annual meetings shall be sent to each member at least thirty (30) days prior to each meeting. **Notice may be made by written notice, telephone , newsletter, e-mail or any combination thereof.**

Section 3. Special meetings of the Corporation may be called by order of any three members of the Board of Directors, or by petition signed by ten (10) members in good standing which petition shall specify in detail the propositions to be placed before such meeting.

Section 4. Notice of all special meetings of the Corporation shall be mailed to members not less than fifteen (15) days prior to the meeting. **Notice may also be given by written notice, telephone, newsletter, e-mail or any combination thereof.**

Section 5. All classes of membership may attend and address such meetings, and all members shall be eligible to vote as specified in Article III, Section 4. There shall be no voting by proxy at General Meetings **or special meetings of the Corporation.**

## Article XII

### Donations

This Corporation may accept gifts, legacies, donations and/or contributions in any account and any form.

## Article XIII

### Miscellaneous Provisions

Section 1. Principal Office

The principal office **of the Corporation is located in Nevada County, California at PO Box 868, Penn Valley, Ca. 95946.**

**Section 1a**

**The county of the Corporation's principle office can be changed only by amendment of these bylaws and not otherwise. The Board of Directors may, however, change the principle office from one location to another within the named county by noting the change of address and effective date below, and such changes shall not be deemed an amendment to the Bylaws.**

**Section 2. Other Offices**

Other offices of the Corporation may be established at such places as the Board of Directors may designate as the business of the Corporation may require.

**Section 3. Checks, Drafts, Notes**

All Checks, drafts or other orders for the payment of money, notes of other evidences of indebtedness issued in the name of the Corporation for all debts of the Corporation shall be signed by no less than two (2) officers, who may be authorized by the Board of Directors from time to time.

**Section 4. Section 4 has been deleted.**

**Section 5.** This Corporation's accounting period shall be the calendar year. **January 1<sup>st</sup> through December 31<sup>st</sup>.**

**Section 6.** The rules of order applicable to all meetings of this Corporation and to all meetings of the Board of directors shall be **Roberts Rules of Order, latest edition.**

Section 7. A member of the Board of Directors may be removed for cause. Removal shall require the affirmative vote of a majority of **board** members present at a special meeting **of the Board** called for such purpose.

#### Article XIV

##### Amendments

Amendment of By-Laws. Amendments of changes of the By-Laws of this Corporation shall require the affirmative vote of a majority of members present at the Annual Meeting **or** Special Meetings, pursuant to thirty (30) days notice to the membership.

Addendum. These By-Laws were approved by a 2/3 majority vote of membership recorded on 9 November 1985.

Addendum. Name change to Wildlife Rehabilitation and Release. Principal office change of address to P.O. Box 868, Penn Valley, 95946, Nevada County, California. These By-Laws were approved by a 2/3 majority vote of membership recorded on 28 March 2004.

**Addendum** **These bylaws were updated and approved by a 2/3 majority vote of membership on 14 January 2007**