

Wildlife Rehabilitators of North Carolina, Inc.

BYLAWS

Article I Name

17Nov2013

The Name of this organization shall be Wildlife Rehabilitators' Association of North Carolina, Inc., doing business as Wildlife Rehabilitators of North Carolina, Inc. (WRNC), a nonprofit corporation.

Article II Objectives

The objectives of this organization are:

1. To establish a framework for cooperation and the exchange of information among wildlife rehabilitators and others interested in the rehabilitation of native wildlife in North Carolina;
2. To support and cooperate with state and federal agencies for the benefit of wildlife and wildlife rehabilitators;
3. To support education and research intended to promote improvement of rehabilitation methods;
4. To promote the rehabilitation of native wildlife in North Carolina with the release of wildlife to its natural habitat as the ultimate goal, through education, research, financial and technical assistance.
5. To promote professionalism among wildlife rehabilitators through education and to improve the methods and standards of care used in wildlife rehabilitation in North Carolina.

Article III Membership

1. Qualifications.

Any person or organization involved or interested in wildlife rehabilitation may become a member upon payment of the annual membership fee specified by these Bylaws.

2. Classes of membership.

The Board of Trustees shall have the authority to set fees and categories for membership without amending these Bylaws.

3. Privileges of membership.

Every member of the categories set out in #2 above shall have one vote. Votes may be cast in person at any meeting of the membership or through special electronic ballot by direction of the board, when warranted. Any individual member who is a resident of North Carolina shall be eligible to become a member of the organization's Board of Trustees.

4. Payment of dues.

All annual membership fees shall become due and payable by February 15th for all general members as established by the Board. The membership of any member who fails to pay the annual fee for the appropriate category of membership each year shall be suspended and shall only be reinstated thereafter upon payment of the full annual fee due for the year in which payment is made. All Board Member dues will be paid during registration for annual symposium or by close of the symposium on Sunday.

Article IV Board of Trustees

1. Composition of Board.

The Board of Trustees shall consist of not fewer than seven nor more than fifteen individual members of the organization, who shall be residents of the state of North Carolina. No more than 1/3 of Board of Trustee members, at any given time, may also be members of, affiliated with or represent the same outside wildlife or professional group, organization, association or affiliation, excluding national organizations (i.e. IWRC, NWRA, HSUS).

2. Terms of office and elections.

Historical: At the first annual meeting of the members of the organization, Trustees shall be elected by the members in good standing to succeed the interim Trustees. One-third of these trustees shall be elected to serve for one year; one-third to serve for two years; and one-third to serve for three years. **Current:** Each trustee shall be elected by the members in good standing to serve for a term of three years. Upon the establishment of the organization, historical term assignments were executed, and subsequently, each year, approximately one-third of the Board shall be newly elected or incumbents re-elected. Chair of the nominating committee, as appointed by the President, will review term of expiration annually for each board member to ensure election process is accurately and appropriately conducted.

3. Vacancies.

Any vacancy on the Board of Trustees which occurs prior to the annual meeting of the membership may be filled by a majority vote of the Board of Trustees.

4. Meetings.

The Board of Trustees shall hold a regular business meeting during or soon after the annual meeting of the membership and shall hold at least three other regular meetings during the year. Oral or written notice of each meeting of the Board shall be given each Trustee by or under the supervision of the Secretary not less than 14 days prior to each meeting; however, such notice may be waived, and appearance at a meeting shall constitute waiver of notice. Regular meetings of the Board may be held by conference call or other reliable electronic means provided reasonable notice is given to each Trustee. Special meetings of the Board may be held at the call of the President upon written notice to each Trustee not less than three business days in advance of such meeting. Such written notice may take the form of letter, fax, e-mail or other reliable electronic means. The notice shall state the business to be discussed at the meeting and no other business shall be proper for discussion at such meeting. A majority of the Board shall constitute a quorum at any meeting of the Board.

5. Action without meeting.

The Board may, by written consent of a majority of Trustees, ratify action taken without a meeting. Board action taken without a meeting will also be valid provided the President has consulted each member of the Board in writing and a majority of the Board has approved the action.

6. Absences from meetings.

If a Trustee is going to be absent from a meeting, it is the responsibility of that Trustee to contact the President or Vice President with notice of upcoming absence prior to the meeting. In an emergency situation where absence notice is impossible before a meeting, the Trustee must call the President or Vice President as soon as possible, if physically able. If a Trustee is absent for two consecutive regular meetings, his or her position shall be deemed vacated, unless the absence is excused by the Board and a resolution setting forth the reasons is entered in the minutes.

7. Authority.

The Board shall be responsible to manage and direct the affairs of the organization. It shall adopt and amend Bylaws; elect officers and prescribe their duties; fill vacancies on the Board for unexpired portions of any term; and generally shall have the power to do, or require to be done, everything deemed necessary or expedient for the promotion and protection of the organization not inconsistent with these Bylaws or the Articles of Incorporation. The Board shall be responsible at its discretion to employ or discharge an Executive Director for the organization, to prescribe duties and salary for said employee, and to approve guidelines recommended by the Executive Director for duties and salary of any additional employees. Board members should follow the responsibilities, expectations and Code of Ethics in Job Descriptions Board of Directors (BODJobDescriptions.doc) adopted November 29, 2009.

8. Ex Officio Trustee.

A majority of the Board may appoint a member of the organization to serve as ex officio trustee. Such ex officio trustees shall serve in an advisory capacity to the Board but shall not have the right to vote. The immediate past President shall serve as ex officio trustee.

Article V Officers**1. Titles and terms of office.**

The organization shall have a President, Vice President, a Secretary and a Treasurer. Each officer shall be elected for a term of one year. Officers may be elected to not more than two consecutive terms for the same office. The officers shall be members of the Board of Trustees and shall be elected by the Board at its first regular meeting shortly following the annual meeting. The officers shall assume their duties immediately. The officers shall be elected by and shall serve at the pleasure of a majority of the Board of Trustees.

2. President.

The President shall serve as chief executive officer of the organization. The President shall preside at all meetings of the Board of Trustees and of the membership and shall be a member ex officio of all committees, with the exception of the nominating committee. The President shall report to the membership at least annually on the program and accomplishment of the organization in the preceding year. The President should handle all duties listed under "President" in Officer Job Descriptions document adopted November 29, 2009.

3. Vice President.

The Vice President shall, on the absence or disability of the President, perform the duties of the President. In case of the President's disability or resignation the Vice President shall become President for duration of unexpired term. The Vice President shall perform such duties as may be prescribed by the President. The Vice president should handle all duties listed under "Vice president" in Officer Job Descriptions document adopted November 29, 2009.

4. Secretary.

The Secretary shall give notice of the time and place of all meetings; shall maintain the list of members and their classification and ascertain payment of dues from the Treasurer; shall take minutes of meetings of the organization and the Board and read them when called upon by the President to do so; shall maintain the minute book and official records of the organization; and shall be responsible for the official correspondence of the organization. The secretary should handle all duties listed under "Secretary" in Officer Job Descriptions document adopted November 29, 2009.

5. Treasurer.

The Treasurer shall keep account of all monies received and expended by or on behalf of the organization. The Treasurer shall make disbursements only against receipts and in the case of amounts greater than \$100, only when authorized by the Board and approved by the President. The Treasurer shall make an annual financial report/accounting to the Board no later than May 21st for both Symposium accounting and Fiscal year and provide a current accounting report any time when called upon by the President or a majority of the Board of Trustees. The Treasurer shall be responsible for filing any tax returns or other relevant documents with the Internal Revenue Service and the North Carolina Department of Revenue, funds, books, vouchers and other records in the hands of the Treasurer shall at all times be subject to inspection by the Board of Directors or by an independent auditor appointed by the Board. At the expiration of his or her term, the Treasurer shall deliver to the successor all books, money and other property. The treasurer should handle all duties listed under "Treasurer" in Officer Job Descriptions document adopted November 29, 2009.

Article VI Annual Meeting and Elections

1. Annual Meeting.

There shall be an annual meeting of the membership held at such date as shall be determined by the Board. The meeting shall be for the purpose of electing Trustees and receiving annual reports on the work of the organization. Any other business may be brought before the meeting which the President deems appropriate. The President will preside. Notice of the annual meeting shall be mailed by or under the supervision of the Secretary to the last recorded email address of each member at least 14 days prior to the meeting. In the event a member does not utilize email, the annual meeting notice will be mailed to member's last recorded mailing address.

2. Quorum.

At least one-tenth of all members eligible to vote, either in person or by electronic ballot, shall constitute a quorum for the transaction of any business at any annual meeting.

3. Nominations.

The Board shall appoint, not less than 180 days before the date of the annual membership meeting, a Nominating Committee. It shall be the responsibility of the Nominating Committee to post notice of nominations being open in September newsletter or by notice through other means to membership and to prepare a list of nominees and process those wishing to be a candidate to fill vacant Board positions, with every effort being made to represent all areas of the state. The Nominating Committee shall finish its work in time to allow the names of the nominees and their bios to be included in the notice of the annual meeting and/or newsletter preceding the annual meeting.

4. Nominees.

Nominees shall be members in good standing with WRNC and must complete and submit WRNC BOD Nominee Questionnaire and Bios by posted deadline date. They also shall have no prior criminal convictions (excluding traffic offenses) or history of wildlife violations.

5. Elections.

Elections to the Board of Directors shall be by secret ballot and shall be managed by the Board Secretary and Treasurer (in the event of acting Secretary or Treasurer being up for re-election, an alternate board member shall take their position in elections process). Available board of directors positions will be filled by those candidates receiving fifty-one percent (51%) or more of the total ballots cast. In the event that there are more candidates on the slate than available board of directors positions, positions will be filled based on highest number of total votes received by each candidate who has

received a minimum of fifty-one percent (51%) of the votes cast and continue in descending number of total votes received per candidate, until all positions have been filled. Tie votes will be decided by the flip of a coin.

6. Rules.

Any question as to procedure that arises at any meeting shall be determined by the President with reference to Roberts Rules of Order.

Article VII Committees

The Chair of each committee, except the nominating committee, shall be appointed by the President. Committee chairs shall continue in their positions during the term of office of the President who appointed them.

Article VIII Fiscal Year

The fiscal year of the organization shall be from May 1st through April 30th.

Article IX Amendment of Bylaws

These Bylaws may be amended at any meeting of the Board of Trustees, provided that such amendment is voted on and approved by a two-thirds majority of the then existing Board of Trustees; and provided that each member of the then existing Board of Trustees is given written notice of the proposed amendment to the Bylaws 14 days prior to such meeting.

Article X Termination of Membership or Dissolution of Corporation

No member is entitled to any share of the assets of the corporation upon the termination of his membership or upon the dissolution of the corporation solely because of his status as a member. If the corporation is dissolved, all assets remaining after its debts have been satisfied shall be donated to the National Wildlife Rehabilitators Association, or some similar nonprofit corporation.

This Bylaws revision was adopted by unanimous vote of WRNC board members during the quarterly teleconference, effective 17 November 2013. This updated version of bylaws will be sent to the North Carolina Department of Revenue at: PO Box 25000, Raleigh, NC 27640 by the secretary, Ann Rogers, and a copy will be posted in the board members area of the WRNC website by the ByLaws Revision Committee Chair, Linda Bergman.