Owl's Roost Wildlife Sanctuary Inc.

BYLAWS

Article I Name

The Name of this organization shall be Owl’s Roost Wildlife Sanctuary, Inc., doing business as Owl's Roost Wildlife Education, a nonprofit corporation.

Article II Objectives

The objectives of this organization are:

1. To share information and knowledge to promote respect and appreciation for native wildlife in North Carolina.

2. To establish a framework for cooperation and the exchange of information among members and others interested in the education/rehabilitation of native wildlife in North Carolina.

3. To promote professionalism among members through an improved understanding of the natural history of native wildlife and their habitat.

Article III Membership

1. Qualifications.

Any person or organization involved or interested in wildlife education/rehabilitation may apply. Membership is dependent on approval by the Board of Directors and payment of a membership fee.

2. Classes of membership.

The Board of Directors 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.

4. Payment of dues.

All annual membership fees shall become due and payable by member's anniversary date. 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.

Article IV Board of Directors

1. The Board of Directors shall be elected by general membership at the general membership meeting to be held once per calendar year.

2. Composition of Board.

The Board of Directors shall consist of not fewer than three nor more than seven individual members of the organization.

3. Terms of office

Each Board of Directors shall serve for a period of two years.

4. Vacancies.

Any vacancy on the Board of Directors which occurs prior to the annual meeting of the membership may be filled by a majority vote of the Board of Directors. Said person shall complete the unexpired term of his predecessor.

5. Meetings.

The Board of Directors shall hold regular business meetings throughout the year as the need arises but shall meet at least 3 times per year. Oral, written or electronic notification shall be given each Board Member by or under the supervision of the Secretary not less than 14 days prior to each meeting. Meetings may be held by conference call or other reliable electronic means provided reasonable notice is given to each Board Member. Special meetings of the Board may be held at the call of the President upon notice to each Board Member not less than three business days in advance of such meeting. Such 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.

6. Action without meeting.

The Board may, by written or electronic consent of a majority of Board Members, 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 or by email and a majority of the Board has approved the action.

7. Absences from meetings.

If a Board Member is going to be absent from a meeting, it is the responsibility of that Member 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 Board Member must contact the President or Vice President as soon as possible, if physically able. If a Board Member is absent for two consecutive regular meetings, his or her position shall be deemed vacated, unless the absence is excused by the Board and entered in the minutes.

8. 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, and fill vacancies on the Board for unexpired portions of any term. Also the Board 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.

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 Directors 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 Directors.

2. President.

The President shall serve as chief executive officer of the organization. The President shall preside at all meetings of the Board of Directors 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.

3. Vice President.

The Vice President shall, on the absence or disability of the President, perform the duties of the President. In the 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.

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 confirm 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 minutes book and official records of the organization; and shall be responsible for the official correspondence of the organization.

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. In the case of amounts greater than $100, reimburse only when authorized by the Board and approved by the President. The Treasurer shall make an annual financial report/accounting to the Board by January 31, of the subsequent year. 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.

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 the Board of Directors 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 posted on the organizations web site and sent 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.

2. Quorum.

At least fifty percent 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 90 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 for open Board of Directors positions on the organization’s web site and email a notice to all members. 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.

4. Nominees.

Nominees shall be members in good standing with Owl's Roost Wildlife Sanctuary Inc. and must complete and submit the BOD Nominee Questionnaire and Bios by posted deadline date. They also shall have no prior criminal convictions (excluding traffic offenses) or history of animal 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). Each member may cast one vote per open position. Available board of directors positions will be filled by those candidates receiving fifty-one percent (51%) or more of the total votes 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 January 1 through December 31.

Article IX Amendment of Bylaws

These Bylaws may be amended at any meeting of the Board of Directors, provided that such amendment is voted on and approved by a two-thirds majority of the then existing Board of Directors; and provided that each member of the then existing Board of Directors 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 Wildlife Rehabilitators of North Carolina, or some similar nonprofit corporation.