

## **BYLAWS OF NATIONAL WILDLIFE REHABILITATORS ASSOCIATION**

### **ARTICLE I** Guiding Principles

The National Wildlife Rehabilitators Association, hereinafter NWRA or the Association, is incorporated for the support of the science and profession of wildlife rehabilitation and its practitioners. Wildlife rehabilitation is the treatment and temporary care of injured, diseased, and displaced indigenous animals, and the subsequent release of healthy animals to appropriate habitats in the wild.

The purposes of the Association are:

1. To foster continued improvement of the profession of Wildlife Rehabilitation through the development of high standards of practice, ethics, and conduct; 2. To disseminate knowledge through meetings, reports, publications, symposia, website, social media, and other means that may become available; 3. To engender cooperation of professional and governmental agencies and other groups with the wildlife rehabilitation community.

### **ARTICLE II** Offices

The registered office and the registered agent of the Association shall be located in the town of Dow, County of Jersey, State of Illinois but may be changed from time to time by resolution of the Board of Directors. The Association may have such other offices either within or without the State of Illinois as the business of the Association may require.

The registered office and the registered agent of the Association required by the "General Not For Profit Corporation Act" to be maintained in the State of Illinois may be, but need not be, identical with the principal office in the State of Illinois and the address of the registered office may be changed from time to time by the Board of Directors.

Said corporation is organized exclusively for charitable, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### ARTICLE III Board of Directors

Section 1 - Directors: A Director must be in good standing as a dues-paying Association member thirty (30) days after the due date. Lifetime members making multiple dues payments on a lifetime membership must make each payment not later than thirty (30) days following the due date.

Section 2 - Number of Directors: The number of directors shall be no fewer than ten (10) but no more than fifteen (15). Regional and/or at-large representation may be defined by the Board of Directors. A Past President serving a term in that office as an Honorary Board member does not count as a Director under this Section (see Article V, Section 4.1).

Section 2.1 - Honorary Board Members: Honorary board members may be appointed, at the discretion of the Board of Directors, by a simple majority vote, where the Board considers there is a benefit to the Association. Honorary positions shall have no vote and shall be further defined by the Board of Directors.

Section 3 - Chairperson of the Board of Directors: The President of the Association shall also serve as Chairperson of the Board of Directors.

Section 4 - Election: Nominations shall be made by voting Association members (See Article 12, Section 1.1) and approved by the Governance Committee based on recommendations by the Nominating Subcommittee. Nominees shall be voting members of the Association prior to their nominations. Nominees must have been or presently are active wildlife rehabilitators, or must demonstrate understanding of the organization and the profession of wildlife rehabilitation, as determined by the Nominating Subcommittee. Elections shall be by a secret ballot by a simple majority vote of the Association's voting members present at the annual meeting or responding by mail or by electronic means.

Section 5 - Term of Office: The term of office of a Director shall be four (4) years, subject to the criteria for removal as defined in Section 6 of this Article, and shall begin immediately following the annual Board of Directors meeting.

Section 5.1 - Term Limit: A Director may serve no more than four (4) consecutive elected terms. After a one-year hiatus, a former Director is eligible to apply for a board seat through the regular process. This term limit becomes effective with Directors elected after March 2019.

Section 6 - Removal: A Director(s) may be removed only by the same class of voting members that elected the Director(s). Removal requires a two-thirds (2/3) majority of those voting, either in person or by mail or by electronic means.

No Director shall be removed at a meeting of members entitled to vote unless the written notice of such meeting is delivered to all members entitled to vote on removal of a Director(s). Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director(s) may be removed at such meeting. The meeting may be in person or virtual.

Section 7 - Vacancies: Any vacancy occurring due to removal, resignation, or death which occurs prior to the normal expiration of a Director's term of office may be filled by appointment by the Chairperson of the Board of Directors and approved by a simple majority of the Board of Directors in meeting, by mail, or by electronic means. The appointee shall only serve the remainder of the term of office in question, but is eligible to apply for a board seat through the regular process.

Section 8 - Meetings/Symposium: The Board of Directors shall convene a minimum of four (4) business meetings annually. Meetings may be held in person or by electronic means. The annual Board of Directors meeting shall be held concurrently with the annual Symposium of the Association, when possible, or it may be held virtually. The mid-year Board of Directors meeting shall be held six (6) to eight (8) months following the annual meeting and at the location of the next Symposium, when possible, or it may be held virtually. A simple majority of the full Board of Directors in person, by mail, or by electronic means, shall designate the location of the annual Symposium two (2) years in advance, when possible. The President or a simple majority of the Executive Committee may call additional meetings of the Board of Directors. Written or electronic notice stating the place, day, and hour of the Board of Directors meetings shall be sent to Directors not less than thirty (30) days before the meeting.

Section 9 - Other Business: From time to time other business may be initiated, voted upon, and accomplished by mail or electronic means by a simple majority of the Board of Directors.

Section 10 - Quorum: A majority of the Directors currently in office shall constitute a quorum. Directors may participate in and act at any meeting through the use of any means of communication which allows all persons participating in the meeting to communicate with each other concurrently.

Section 11 - Voting: Each member of the Board of Directors shall be entitled to one (1) vote upon each matter submitted to a vote at any duly called meeting. Voting shall be done by viva voce at meetings unless any member of the Board of Directors shall request that voting be done by secret ballot.

Section 12 - Proxies: Directors may not act by proxy on any matter of NWRA business.

Section 13 - Board Appointments: The Board of Directors may, by simple majority vote in person, by mail, or electronic means, appoint an individual(s) or agent(s) to carry out business matters of the Association as directed by the Board of Directors.

## ***NWRA Bylaws***

Section 14 - Report of Board of Directors Meeting to Members: The President shall make a report on the Board of Directors meetings to the general membership in person at the annual Symposium, through written or electronic member communications, and/or via a virtual meeting subsequent to the Board of Directors meetings.

Section 15 - Administrative Assistants: Members of the Board of Directors may each designate an individual(s) to assist in discharging administrative responsibilities. Such designated individual(s) may be reimbursed for expenses incurred or given a stipend by NWRA following an affirmative simple majority vote of the Board of Directors.

Section 16 - Adverse Interest: Any conflict of interest on the part of a Director shall be disclosed promptly to the Board of Directors. When any such interest becomes relevant to a matter requiring a vote, the Director shall not vote on the matter. The minutes of the meeting shall reflect that a disclosure was made and that the interested Director abstained from voting. Such stipulation shall also apply to any person serving as a member of a committee.

Section 17 - Committees and Subcommittees: The Board of Directors shall, by simple majority vote, designate committees and subcommittees to address subjects of interest to the Association and forward recommendations of action for consideration by the Board. For each committee and subcommittee: a chairperson shall be appointed by the Board of Directors by a simple majority vote; members shall be members or paid employees of the Association and shall be appointed by the respective chairperson; a charter shall be developed reflecting their mandate by the Board of Directors and methods devised to accomplish such; the charter shall be approved by the Board of Directors as the operating instrument and reviewed and approved by the Board of Directors every five (5) years with Strategic Planning; necessary revisions shall be made and approved as needed. All committees and subcommittees shall abide by Association Bylaws, Board-approved policies, and regulations set forth in the Not For Profit Act of the State of Illinois.

Section 17.1 - Board Committees: Each Board Committee shall have two (2) or more Directors, a majority of its membership shall be Directors, and all committee members shall serve at the pleasure of the Board. Board Committees shall include but not be limited to: Governance (Bylaws, Nominating, Planning), Development and Marketing, Finance, and Human Resources. Each Board Committee shall be chaired by a Director.

Section 17.2 - Advisory and/or Ad Hoc Committees/Subcommittees:

Committee/subcommittee members need not be Directors, however, each must be chaired by or supervised by a Director. Historically, these have included those that are not Board Committees, such as Publications, Education, Membership, Veterinary, Research, Scholarships, Standards, Conference, and Honors, Awards, and Grants.

## ARTICLE IV

### Executive Committee of the Board of Directors

Section 1 - Members: The Executive Committee of the Board of Directors shall include the officers of the Association: the President/Chairperson of the Board of Directors, Past President as applicable, President–Elect as applicable, Secretary, Treasurer, and two (2) to four (4) Vice Presidents. The President shall act as the Chairperson of the Executive Committee.

Section 2 - General Powers: The Executive Committee may exercise all powers of the Association as are not by Bylaw or by the Articles of Incorporation directed or required to be exercised by the full Board of Directors. During times when the Executive Director position is vacant, the business and affairs of the Association shall be managed by the Executive Committee of the Board of Directors.

Section 3 - Place and Time of Meetings: The Executive Committee shall meet during the annual Symposium of the Association, when possible, or it may meet virtually. Additional meetings can be held at appropriate times during the business year as deemed necessary by the Chairperson. Meetings may be held in person or by electronic means. The President/Chairperson shall select the date, time, and place of any meeting and notify the Executive Committee at least thirty (30) days prior to a meeting.

Section 4 - Quorum: A simple majority of the Executive Committee present shall constitute a quorum for the transaction of business at any officially called meeting.

Section 5 - Voting: Each Executive Committee member shall be entitled to one (1) vote upon each matter submitted for a vote at any duly called meeting. Voting shall be done by viva voce unless any committee member present shall request a secret ballot.

Section 6 - Proxies: Executive Committee members may not act by proxy on any matter of NWRA business.

Section 7 - Committee Appointments: The Executive Committee may, by a simple majority vote at any particular meeting, appoint an individual(s) or agent(s) to carry out business matters of the Association as directed by the Committee.

Section 8 - Report of the Chairperson to the Board of Directors and General Membership: The President, as Chairperson of the Executive Committee, shall report the activities of this Committee to the full Board of Directors at the annual meeting and other Board meetings throughout the year. The President shall report to the general membership at the general membership meeting during the annual Symposium, or through written or electronic member communications, and/or via a virtual meeting.

## ARTICLE V

### Officers of the Association

Section 1 - Officers of the Association: The officers of the Association shall include the President who is Chairperson of the Board of Directors, Past President as applicable, President-Elect as applicable, Secretary, Treasurer, and two (2) to four (4) Vice Presidents.

Section 2 - Duties: In addition to those duties described in the following sections of this Article, all officers shall perform such other duties as prescribed from time to time by the Board of Directors, the Executive Committee or the Association's President. Such duties shall be clearly detailed in a job description report which is reviewed/revised yearly by the Board of Directors at its annual meeting.

Section 2.1 - President and Chairperson of the Board: The President shall be the principal Executive Officer of the Association, shall supervise all business and affairs of the Association and shall also serve as the Chairperson of the Board of Directors and Chairperson of the Executive Committee presiding over all meetings of these bodies.

Section 2.2 - Vice Presidents: There shall be two (2) to four (4) Vice Presidents who shall perform specific managerial duties pertaining to the guiding principles of the Association. Such duties shall be assigned by the Board of Directors or Executive Committee.

Section 2.3 - Secretary: The Secretary shall: (a) keep the minutes of the Executive Committee and the Board of Directors meetings; (b) see that all notices are given in accordance with the provisions of these Bylaws and as required by law; (c) record the voting records of each Board of Director or Executive Committee member during their term of office.

Section 2.4 - Treasurer: The Treasurer shall be responsible for (a) all funds and securities of the Association; (b) receiving and giving receipts for money due and payable to the Association from any sources whatsoever and depositing all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Executive Committee or Board of Directors; (c) distributing Association funds through the payment of bills, invoices, and accounts payable incurred according to Board-approved policies and procedures; (d) making a

regular accounting of all financial transactions to the members of the Association and its Board of Directors; and (e) seeing that an external audit is accomplished. If required by the Executive Committee, the Treasurer shall, at the expense of the Association, give a bond for the faithful discharge of his/her duties in such sum and with such surety as the Executive Committee shall determine.

Section 2.5 - Past President: The Past President advises and assists the President to provide a smooth transition in Association leadership.

Section 2.6 - President–Elect: The President–Elect performs specific duties pertaining to the Guiding Principles of the Association as assigned by the Board of Directors or Executive Committee. The President–Elect assists and learns from the President to provide a smooth transition in Association leadership.

Section 3 - Election: The Governance Committee shall prepare a slate of officer candidates for election at each mid-year Board of Directors meeting. Election of officers shall be by simple majority vote by secret ballot cast by Directors present at the mid year meeting. No more than one (1) office shall be held concurrently by any one (1) person. No more than one (1) officer shall be a voting board member, or trustee, or employee of the same for-profit or not-for-profit business, center, organization, or institution outside of NWRA. Candidates for these offices must be Directors of the Association.

Section 4 - Term of Office: The term of office of an officer shall be one (1) year, except the office of President, which shall be two (2) years. Offices shall be assumed thirty (30) days following the date of election. The thirty (30) days following the election shall be a transition period during which time all records and documents pertaining to each office shall be transferred in good order from the outgoing officer(s) to the newly elected officer(s). The President is limited to two (2) two (2)-year terms, which may or may not be served consecutively. The Past President may serve up to two (2) one-year terms, if his/her terms as President are not consecutive.

Section 4.1 - Extended term of Office: The Past President, having completed a Board of Directors term of office of four (4) years, shall be eligible for an extension of one (1) year as an Honorary Board member, at the discretion of the Board of Directors and subject to a simple majority vote, to satisfy the requirement that all officers must be Directors.

Section 5 - Removal: Any officer may be removed from office by a two–thirds (2/3) majority vote of the Board of Directors in person, by mail, or by electronic means.

Section 6 - Vacancies: Any vacancy shall be expediently filled by appointment by the President of the Association with subsequent approval of the Board of Directors by a simple majority vote in meeting, by mail, or by electronic means. The person filling the vacancy will only serve the remainder of the term of the vacancy. If the vacant office is the President, the appointment(s) to fill the vacancy shall be made by simple majority vote of the Executive Committee, with subsequent approval of the Board of Directors by a simple majority vote in meeting, by mail, or by electronic means.

## **ARTICLE VI**

### Contracts, Loans, Checks, and Deposits

Section 1 - Contracts: The Board of Directors or Executive Committee may authorize any officer(s) or agent(s) to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2 - Loans: No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 3 - Checks: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by either the President, Treasurer, or a designated agent of the Association, and in such manner as shall from time to time be determined by the Board of Directors. No check, draft, or order shall be issued without an authorized, itemized statement having been filed with the Treasurer or a designated agent of the Association.

Section 4 - Deposits: All funds of the Association not otherwise employed shall be deposited by the Treasurer from time to time to the credit of the Association in such banks, trust companies, investment companies, or other depositories as the Board of Directors may select.

## **ARTICLE VII**

### Fiscal Year

The fiscal year of the Association shall commence January 1st (1st month, day 1) and end the following December 31st (12th month, day 31).

## **ARTICLE VIII**

### Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the "General Not For Profit Corporation Act" of the State of Illinois, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE IX**

### Amendments

These Bylaws may be altered, amended, or repealed by the affirmative vote of a simple

majority of the Directors currently in office either in meeting, or in writing by mail, or by electronic means. Any proposed additions, omissions, or modifications of language to the Bylaws must be in writing and distributed to all directors at a Board of Directors meeting, or by mail, or by electronic means. Each motion regarding the Bylaws directly must be stated so as to include the change(s) in word-for-word verbal language citing the article and section number.

## **ARTICLE X**

### Indemnification

All Directors, Executive Committee members, committee designates, appointees, assistants, and agents of the Association shall be indemnified by the Association to the full extent and in the manner permitted by the laws of the State of Illinois heretofore and hereafter enacted for or on account of any threatened, pending, or completed action, suit, or proceeding arising out of or attributable in any manner to having served in any of the aforesaid representative capacities.

The Association, where possible, will purchase and maintain insurance on behalf of any person who is or was a Director or Executive Committee member, committee appointee, assistant or agent of the Association, or who is or was serving at the request of the Association against any liability asserted against him/her and incurred in any such capacity or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability.

## **ARTICLE XI**

### Dissolution

In the event of the liquidation or dissolution of this corporation, whether voluntary or involuntary, or whether by operation of the law, the Board of Directors shall, after paying or making provision for the payment of all 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 primarily for the purpose of wildlife rehabilitation and qualifying at the time as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated primarily for such purposes.

## ARTICLE XII Membership

Section 1 - Membership Categories: Membership categories, requirements, dues, and benefits may be established from time to time by a simple majority vote of the Board of Directors. The Membership Committee shall present any proposals for alteration of these categories to the Board of Directors.

### Section 1.1 - Voting Memberships:

Life Member: Persons who wish to purchase a membership in the Association valid until their death. Persons selected to receive the NWRA Lifetime Achievement Award are awarded Life Memberships at no cost to them.

Individual Member: Persons who wish to take an active part in promoting the purposes and ideals of NWRA.

Family Member: Two (2) persons in the same household who wish to take an active part in promoting the purposes and ideals of NWRA.

Family Life Member: Two (2) persons in the same household who wish to purchase a membership in the Association valid until their deaths.

Student Member: Persons who are full-time undergraduate or graduate college students (including professional students, interns, and residents).

Organization Member: Multiple persons in the same organization who wish to receive membership benefits; the organization pays dues for all and designates the members.

### Section 1.2 - Non-Voting Memberships:

Library Member: Library memberships may be purchased by any organization or group that has an interest in the purposes of NWRA and wishes to be kept abreast of the organization's activities and programs. Additionally, this category is intended to promote cooperative dialogue and dissemination of information on wildlife rehabilitation between universities and wildlife organizations (especially non-rehabilitation oriented ones) and the NWRA.

Section 2 - Annual Membership Meeting: The President or Executive Director of the Association shall preside over an annual membership meeting to be held during the annual Association Symposium. The Symposium Committee shall arrange a time and place after the Board of Directors and Executive Committee meetings and will denote such in the Symposium program. Additional membership meetings may be held by electronic means.

**ARTICLE XIII**  
Executive Director

The Board of Directors may employ an Executive Director to manage affairs of the Association according to a job description approved by the Board. The Executive Director shall work under the general guidance of and be responsible only to the Board of Directors as a group and shall report to the President or other Board-designated supervisor.

**ARTICLE XIV**  
Parliamentary Authority

The current edition of *Roberts Rules of Order Newly Revised* shall be the parliamentary authority for all matters not specifically covered by the Bylaws or other rules of the organization.

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