

BYLAWS
Of
NATIVE ANIMAL RESCUE

I

Name

The name of this Corporation shall be Native Animal Rescue

II

Purpose

The purposes for which this Corporation is formed are charitable and educational; without limiting the generality of the purposes and objectives for which this Corporation is organized and formed, specific purposes also include:

Native Animal Rescue of Santa Cruz County's primary purpose is the rescue, treatment, and rehabilitation of sick, injured, and orphaned wildlife, with the ultimate goal being their release back into the wild.

Additionally, we are committed to educating the general public in the appreciation of, and the regard for challenges created by the interaction between people and wildlife and their decreasing habitat.

Volunteers and staff are committed to excellence in our work, utilizing the highest standards of animal care, remaining current in new advances, and handling all animals with respect and compassion.

We will promote this mission by:

- a. The rescue, treatment, and rehabilitation of injured, sick, and orphaned wildlife.
- b. The education of the community in the ways and needs of wildlife and promoting a deeper understanding of the challenges facing wildlife in an environment which is being rapidly altered by human activities.
- c. The instruction of those in the community who want to become actively involved in wildlife rescue and rehabilitation work.
- d. Being the Santa Cruz County link in the network of wildlife rescue and rehabilitation centers in California.
- e. The provision of service and assistance to organizations and individuals involved in the management, rescue, and medical treatment and rehabilitation of wildlife.

The general purpose and powers of this Corporation are:

- a. To enter into, make, perform and carry out contracts of every kind for any lawful purpose and without limit on amount, with any person, partnership, or corporation; and
- b. To buy, lease, rent or otherwise acquire, hold or use, own, enjoy or sell, exchange, lease as lessor, mortgage, deed in trust pledge, encumber transfer on trust, or otherwise dispose of any and all kinds of property, whether real, personal, or mixed, and to receive property by gift, devise, or bequest; and
- c. To act as Trustee under any trust created to furnish, receive, hold, administer, and expend funds and property subject to such trust;

d. To have and to exercise all the powers conferred by the California General Nonprofit Corporation Law on nonprofit corporations, as that law is now in effect or may be as any time hereafter be amended.

Notwithstanding any of the above statements of purpose and powers, this Corporation shall not engage in activities that in themselves are not furtherance of the purposes set forth in these Bylaws and nothing contained in the forgoing statement of purposes shall be construed to authorize this Corporation to carry on any activity for the profit of its Directors or to distribute any gains, profits, or dividends to any of these Directors as such.

III Nonpartisan Activities

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purposes of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate of public office or for or against any cause or measure being submitted to the people for a vote.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes described above.

IV Dedication of Assets

The Properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, or on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

V Principal Office

The principle office for the transaction of the business of the Corporation is fixed and located in the County of Santa Cruz, State of California. The Board of Directors may at any time or from time to time change the location of the principle office from one location to another in this County.

VI Board of Directors

Section 1. Membership

This Corporation shall be governed by a Board of Directors consisting of up to fifteen (15) members.

Members of the Board shall be personas from the community who have demonstrated an interest in the goals and purposes of the Corporation and who are willing to assume the responsibility of active support of those goals and purposes.

Every effort shall be made in the above selection to abide by the principles of equal opportunity and affirmative action as well as broad community representation.

All Directors of the Board shall agree to represent the interest of the Corporation to the best of their ability. All members shall be voting members. All members shall be residents of NAR's service area and shall receive no compensation for their services as such.

Section 2. Election and Term of Office

Each odd year in September, those directorships designated as "Odd Year Positions" shall be nominated to serve for a term of two (2) years, with election and instillation of the successful candidate at the October meeting.

Each even year in September, those directorships designated as "Even Year Positions" shall be nominated to serve for a term of two (2) years, with election and instillation of the successful candidate at the October meeting.

Death, resignation, or removal of any Director as provided in these Bylaws automatically terminates his/her membership as a voting Director. A successor shall be elected to complete the term in the same manner as the terminated member was elected.

Directors may succeed themselves.

Section 3. Quorum

A majority of the elected directorship shall constitute a quorum for all purposes

Section 4. Duties of Directors

The Directors are the trustees of the Corporation's purpose. They are required to act in a good faith and diligent manner to ensure that this purpose is carried out for the benefit of the community. They shall comply with good faith and reasonable diligence and reliance standards as outlined in the California Corporation Code.

Duties of the Board of Directors which may not be delegated include the following:

- a. The filling of vacancies on the Board or in any committee which has the authority of the Board;
- b. The fixing of compensation of the Executive Director, if applicable, and the Board of Directors for serving on the Board;
- c. The amendment or repeal of bylaws or the adoption of new bylaws;
- d. The amendment or repeal of any resolution of the Board which by its expressed terms is not so amendable or repealable;
- e. The appointment of committees of the Board or the members thereof;
- f. The approval of any self-dealing transaction (as defined in Section 5255 of the California Nonprofit Public Benefit Corporation Law).

Section 5. Powers of the Board of Directors

Subject to the limitations of the Articles of Incorporation, other sections of the Bylaws, and of California law. All corporate powers of the Corporation shall be exercised by or under authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- a. To select and remove all other officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the Bylaws; fix their compensation and require from them security for faithful service, and to devolve the powers and duties of any office upon any other person from the time being, and to appoint and remove or suspend subordinate officers, agents or factions as they may deem necessary, and determine their duties, and from time to time change their salaries or remuneration. The responsibility of employment, compensation, and the termination of employees, except the Executive Director, may be delegated.
- b. To conduct, manage and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporations or these Bylaws.
- c. To borrow money and incur indebtedness for the purposes of the Corporation, and for the purpose to cause to be executed and delivered to the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgage, pledges, hypothecations, or other evidence of debt and securities.
- d. To review and approve new projects and proposals.

Section 6. Liabilities of Directors

No person who is now, or who later becomes, a Director of this Corporation shall be personally liable to its creditors for any indebtedness or liability and any and all creditors of this Corporation shall look only to the assets of this Corporation for payment. This shield from personal liability for acts and omissions involved in serving as Director is specifically set out in the California Corporation Code. These sections protect the Director who acts in good faith in a manner believed to be in the best interest of the Corporation. This protection requires that the Director act with ordinary care of a prudent person and make reasonable inquiry. Directors may rely on information presented by employees, Directors, or outside person within the sphere of their respective expertise as long as they regularly attend meetings, review reports, and utilize competent experts. Directors who stand to profit from a transaction of the Corporation are subject to rules outlined in the Corporation Code. The Director must notify the Board of such self-dealing transactions and abstain from voting on such transactions. The Board must approve and warrant such transactions as beneficial, fair, and reasonable to the Corporation.

Section 7. Removal of Directors

A Director may be removed from office, with or without cause, by two-thirds vote of the remaining Directors. Absence of a Board member from three consecutive meetings or four meeting during a calendar year shall be considered de facto removal from the Board. A successor shall be elected to complete the term in the same manner as the terminated Director was elected.

Section 8. Officers

The offices of the Corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may select. Officers shall be nominated from among members by the Directors in September of each year. Additional nominations, followed by election and installation shall occur at the October meeting. If an officer position becomes vacant during the officer's term, it will be replaced by vote of the Board of Directors at the next meeting of the Board of Directors.

Section 9. Duties of Officers

President: Subject to the control, advice and consent of the Board of Directors, the President shall have general supervision, direction, and control of the business and affairs of the Corporation.

She/he shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Vice President: The Vice President shall consult with the President on the supervision, direction, and control of the Corporation and advise and consent in her/his acts. In the absence or disability of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Secretary: The Secretary or his/her designee, shall act as secretary of all the meeting of the Board of Directors, and shall keep the minutes of all such meetings in books proposed for that purpose. He or she shall attend to the giving and serving of all notices of the Corporation, and shall see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws. He or she shall perform all other duties customarily incident to the office of secretary, subject to the control of the Board of Directors, and shall perform such additional duties as shall, from time to time, be assigned to him or her by the Board of Directors.

Treasurer: The Treasurer, or his/her designee, shall receive and safely keep all funds of the Corporation and deposit them in the bank, or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the Corporation signed by the President, Vice President, Secretary, or Treasurer, or by such others as may be designated by the Board of Directors as authorized to sign them. The Treasurer shall furnish, prepare, and keep a full set of books of accounts, showing every detail of all accounts, and all receipts and disbursements of every name and nature, the amount of cash on hand, and the amount of money owed by the Corporation or owing to it. The Treasurer shall have such other powers and perform such other duties as maybe prescribed from time to time by the Board of Directors, including preparation of monthly financial reports and statements for review by the Board.

VII Meetings

Section 1. Regular Meetings

The Board of Directors shall meet as needed but not less than twice a year. At a time and place designated by the Board.

Section 2. Special Meetings

Special meetings of the Board of Directors may be called for any purpose or purposes by the President or by any three Directors. Notice of the time and place of such meetings shall be mailed or delivered or telephoned to each Director prior to such meeting.

Section 3. Action Without Meeting

Any action required or permitted to be taken without a meeting if all Directors shall individually or collectively consent. Directors may participate in a Board meeting through use of telephone conference telephone, facsimile machine, or similar communications equipment. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though transacted at a meeting held after regular call and notice, if a quorum is present. Any transaction shall be filed with the minutes of the proceedings of the Board.

Section 3. Attendance at Meetings

All Directors are expected to attend all regularly scheduled meetings.

Regular Board meetings are open to the public, as well as to interested staff and volunteers. Closed meetings, or closed portions of regular meetings, may be held to discuss personnel matters.

Section 4. Meeting Protocol

Board meetings shall be conducted under Robert's Rules of Order.

VIII Amendments and Revisions

These Bylaws may be amended or revised by two-thirds vote of members of the Board of Directors at any meetings of the Board provided that all Directors of the Board have been notified in writing of the proposed change no later than one week prior to said meeting. Written copies of such amendments or revisions when passed will be sent to every Board member.

IX Original Copy of Bylaws

The original copy of the Bylaws shall be kept by the Secretary of the Corporation. The original copy of any amendments shall be immediately affixed thereto.

X Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the Corporation shall end December 31.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of Native Animal Rescue, a California Corporation, do hereby certify:

That the within and foregoing bylaws were adopted as the Bylaws of the Corporation on the 7th day of September, 1993, and the same do now constitute the Bylaws of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 7th day of September, 1993.

Heather MacCurdy
Secretary
Board of Directors
NATIVE ANIMAL RESCUE

Revised September 1993