

**WASHINGTON WILDLIFE REHABILITATION ASSOCIATION**  
**BY-LAWS**  
**(revised April 2020)**

**ARTICLE I – GUIDING PRINCIPLES**

The Washington Wildlife Rehabilitation Association supports the science and profession of wildlife rehabilitation and its practitioners through:

1. Fostering continued improvement of wildlife rehabilitation.
2. Disseminating knowledge through meetings, reports, publications, symposia, and other means.
3. Providing support to its members through networking and mentoring.
4. Promoting educational programs, teaching natural history, and explaining the kinship among all living things.
5. Promoting cooperation between professional and governmental agencies, wildlife rehabilitators, and the public at large.

**ARTICLE II – OFFICES**

The principal office of the Association shall be located in the City of Shoreline, County of King, State of Washington, but may be changed from time to time by resolution of the Board of Directors. The Association may have such other offices within the State of Washington as the business of the Association may require.

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

Said organization is organized exclusively for charitable, religious, 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, or corresponding section of any future federal tax code.

**ARTICLE III – BOARD OF DIRECTORS**

**Section 1 – Number of Directors:**

The number of Directors shall be no less than five (5) and no more than nine (9). To ensure a wide representation across the state, the Board shall attempt to recruit Directors from at least four (4) of the six (6) Washington Department of Fish and Wildlife regions.

**Section 2 – Chairman of the Board of Directors:**

The President of the Association shall also serve as the Chairman of the Board of Directors.

**Section 3 – Elections**

The Founding Board constituted the initial Board of Directors. A meeting was held in January 2005 to facilitate a change from the appointed Founding Board to an Association member-elected Board of Directors, when the Founding Board members vacated their board positions and turned control of the organization over to the elected board.

Elections were held in 2004 for the entire first elected board of nine (9) members for 2005. Three members served for one year, three for two years, and three for three years. This applied to the 2005 election year only, to allow three positions to become vacant each subsequent year. Starting in 2005, elections were for three-year board terms.

Call for nominations to the Board of Directors shall be held at the annual Association meeting each year and voting will be completed before the end of that year. Nominations shall be made by voting Association members. Nominees shall be voting members of the Association prior to their nomination. The Board Development Committee shall interview and recommend applicants for the candidate slate for approval by the Board of Directors. Elections shall be determined with a simple majority vote of the Association's voting members responding by survey ballot.

#### Section 4 – Term of Office

The term of office of a Director shall be three (3) years. Director's terms shall begin January 1, and Directors shall be subject to the criteria for removal as defined in Section 5 of this Article. A member of the Board may serve no more than six (6) consecutive years on the board.

#### Section 5 – Removal

The Board may, by a two-thirds (2/3) vote of current Directors, remove a Director whose inability, willful action, or refusal to act is inconsistent with By-Laws, Articles of Incorporation, State or Federal law regarding wildlife rehabilitation, or with any resolutions or rules enacted by the Board. Such Director shall receive written notice by priority mail followed up by an email of impending action no less than 21 days before a meeting for final action and be allowed to respond at that Board meeting. Failure of a Director to attend the conference and at least two-thirds of the Board of Director meetings held throughout the year may constitute grounds for removal.

#### Section 6 – Resignation

Any Director wishing to resign shall give written notice to the President. Such resignations shall be effective upon receipt of the notice unless otherwise specified.

#### Section 7 – Vacancies

Any vacancy occurring due to removal, resignation, or death, which occurs prior to the normal expiration of a Board member's term of office, shall be filled by appointment by the President and approved by simple majority of the Board of Directors via email or videoconference. The appointee shall only serve the remainder of the term of the vacancy.

#### Section 8 – Meetings

The Board shall meet at least two (2) times during each calendar year and may meet additional times at the discretion of the President or at the request to the President of a majority of the current Directors. Reasonable advance notice of all meetings shall be given by the President to all Directors. One meeting shall take place immediately prior to the annual membership meeting of the Association.

#### Section 9 – Quorum

A quorum shall consist of two-thirds (2/3) of the Directors represented in person, by email including proxies, for any vote of the Board of Directors.

#### Section 10 – Voting

Each Director shall be entitled to one (1) vote upon each matter submitted to the Board at any duly called meeting. Voting shall be done by voice unless any Director shall demand that voting be done by email or secret ballot.

#### Section 11 – Proxies

A Director may vote by proxy at any duly called meeting. The Director must file a letter with the Secretary of the Association designating the individual to serve as proxy and this must be received by the Secretary prior to the vote.

#### Section 12 – Parliamentary Procedure

Unless otherwise specified by these By-Laws, the parliamentary procedures outlined in the current edition of Robert's Rules of Order will be used at all meetings of the Association.

### ARTICLE IV – COMMITTEES

#### Section 1 – Executive Committee

The Executive Committee shall consist of the officers of the Association and shall be chaired by the President. The Executive Committee may, when necessary, act between Board meetings with full powers of management of the affairs of the Association in accordance with the By-Laws, the Articles of Incorporation, and any resolutions and rules enacted by the Board.

#### Section 2 – Board Development Committee

The Board Development Committee shall consist of two co-chairs, one (1) of whom is a Board Vice-President and the other a Board member, and four (4) other WWRA members, not more than two (2) of whom shall be Directors. The President shall appoint, subject to approval by the Board, all Board Development Committee members. The Board Development Committee shall receive nominations and recommend candidates for Board vacancies created by expiring terms.

#### Section 3 – Other Committees

Other committees that may be deemed necessary or helpful to further the functions and goals of the Association may be established by the Board or by the President subject to approval by the Board. The Board shall appoint a chairman for each committee.

Committee members shall be members of the Association. A short, written report of the expenditures, activities, and accomplishments shall be made to the Board at the next meeting of the board.

## ARTICLE V – OFFICERS

### Section 1 – Authority and Responsibilities

The officers shall conduct the affairs of the Association and be responsible for the administration of the Association as specified in the By-Laws and as delegated by the Board of Directors.

### Section 2 – Election

The Board shall meet following the election for Board of Directors to elect officers from among the Directors. The Board Development Committee shall recommend officers for the candidate slate for approval by the Executive Committee. Other candidates may be added on the floor. Each officer shall be elected by simple majority vote of the Directors responding by survey ballot during the meeting. The outgoing officers shall preside over the Board through the end of the year.

### Section 3 – Term

Each officer shall be elected for a one (1) year term and shall begin serving that term on January 1.

### Section 4 – Resignation

Any officer may resign by giving written notice to the President. Such resignation shall be effective upon receipt of the notice unless otherwise specified.

### Section 5 – Removal

The Board may, by a two-thirds (2/3) majority vote of current Directors, remove any officer whose inability to act, willful action, or refusal to act is inconsistent with the By-Laws or the Articles of Incorporation, State or Federal law regarding wildlife rehabilitation, or with any resolutions or rules enacted by the Board. Such officer shall receive written notice by priority mail followed up by an email of impending action no less than 21 days before a meeting for final action and be allowed to respond at that Board meeting.

### Section 6 – Officers

Officers of the Association shall be the President, Vice-President(s), Secretary, and Treasurer.

### Section 7 – Duties

A. PRESIDENT: The President shall be the principal officer and shall supervise all business and affairs in accordance with the By-Laws and the resolutions and rules enacted by the Board of Directors. The President shall:

1. Preside at all membership, Board, and Executive Committee meetings.

2. Cause to be carried out the resolutions and rules adopted by the Board.
3. Be authorized to sign checks for the Association.
4. Deliver, at the annual membership meeting, a report of activities and accomplishments during the past year.
5. Perform other tasks as directed by the Board of Directors.

B. VICE-PRESIDENT: The Vice-President shall perform specific managerial duties as directed by the Board, and in the case of the President's resignation or removal, shall assume the duties and powers of the President. The Board may, at times, determine the need to have more than one Vice-President to share the responsibilities of the office. If there is more than one Vice-President at the time of the President's resignation or removal, the Board shall elect the individual to assume the position of President until the next annual election of officers. The Vice-President(s) shall:

1. Chair the Board Development Committee.
2. Perform all duties as assigned by the Board, the President, or the Executive Committee.

C. SECRETARY: The Secretary shall:

1. Accurately record and preserve the proceedings of all membership, Board and Executive Committee meetings, and make such records available to members upon request.
2. Publish and distribute notices in accordance with the By-Laws.
3. Receive and respond to correspondence as directed by the President or the Board.
4. Be responsible for the safekeeping of records of meetings and correspondence of the Association.
5. Perform other duties as directed by the By-Laws, the Board, the President, or the Executive Committee.

D. TREASURER: The Treasurer shall:

1. Keep an accurate account of all monies received and disbursed.
2. Deposit all receipts in accounts approved by the Board.
3. Present a written financial report at each Board meeting.
4. Present a yearly written financial report at the annual membership meeting.
5. Be authorized to sign checks for the Association.
6. Be responsible for the safekeeping of financial records of the Association.
7. Perform other duties as directed by the By-Laws, the Board, the President, or the Executive Committee.

E. VACANCIES: Any vacancy occurring due to removal, resignation, or death, which occurs prior to the normal expiration of an officer's term of office, shall be filled by appointment by the President and approved by simple majority of the Board of Directors via email or videoconference. The appointee shall only serve the remainder of the term of the vacancy.

## ARTICLE VI – MEMBERSHIP CATEGORIES

#### Section 1 – Voting Member

Any person supporting the stated purpose of the organization and making a contribution of the current annual dues shall be a member for a period of one (1) year. The membership year shall run for a year from when dues are paid.

#### Section 2 – Non-Voting Member

Categories of non-voting membership may be established by the Board of Directors.

#### Section 3 – Further Categories

Further Categories of memberships consistent with the By-Laws of the Association may be made from time to time by the Board of Directors.

### ARTICLE VII – MEMBERSHIP MEETINGS

#### Section 1 – Annual Meetings

The annual meeting of the general membership shall be held as part of the annual conference at a date, time, and place to be determined by the Board of Directors.

#### Section 2 – Notice

Notice of the meeting date, time, and place shall be emailed under the direction of the Secretary of the Association to the membership at the addresses shown on the Association's records. The notice of annual meetings shall be emailed at least sixty (60) days prior to the meeting date.

#### Section 3 – Voting

Each member shall be entitled to one (1) vote at the annual meeting. Any action at the annual meeting shall require a majority vote of members present.

#### Section 4 – Parliamentary Procedure

Unless otherwise specified by these By-Laws, the parliamentary procedures outlined in Robert's Rules of Order, most current edition, will be used at all annual membership meetings of the Association.

### ARTICLE VIII – FINANCIAL ROUTINE

#### Section 1 – Fiscal Year

The fiscal year of the Association shall be from 1 January to 31 December.

#### Section 2 – Finances

Control of the finances of the Association shall be in the Board of Directors.

#### Section 3 – Checks, Drafts, Etc.

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 such person or

persons in such manner as shall be from time to time determined by the Board of Directors.

#### Section 4 – Deposits and Disbursements

All funds of the Association shall be deposited promptly to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may designate and shall be disbursed under such rules and regulations as the Board of Directors may determine.

#### Section 5 – Revenue

The revenue to support the Association shall be derived from memberships. Amounts of dues shall be determined by a majority of the Board of Directors. Additional revenue shall be acquired by donations, grants, and other fundraising methods as shall be approved by the Board of Directors.

### ARTICLE IX – AMENDMENTS

These By-laws may be amended when necessary by a vote of two-thirds (2/3) of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with the regular Board announcements.

### ARTICLE X – DISSOLUTION

In the event of dissolution, the Board of Directors, or person or persons designated by the Board of Directors, shall see that all corporation assets are used to pay any outstanding bills or debts, and shall see that any remaining assets are donated to a non-profit organization or organizations operated for purposes similar to this corporation. Such organizations must qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### DOCUMENT HISTORY

June 2006

Article II; Offices; paragraph 3. Modified text to meet the requirements of the application for 501(c)(3) status.

October 2004

Article III; Section 3 Elections; modified for clarification of the transition from the founding board to the elected board.

Article III; Section 4 Term of Office; limitation of six (6) years added.

April 2020

Multiple updates to the By-Laws.

Approved by vote of the Board of Directors on 8 April 2020.