

Illinois Raptor Center

(Formerly known as Wildlife C.P.R.)

Bylaws

ARTICLE I

Purposes and Policy

Section 1. Illinois Raptor Center is a corporation exclusively for charitable, educational and scientific purposes within the meaning of section 501©(3) of the Internal Revenue Code.

Section 2. The purpose of Illinois Raptor Center is: The rehabilitation of orphaned and injured raptors and other wildlife for their return to the wild; the extension of wildlife and environmental education; to protect threatened and endangered species through education and propagation; to promote humane and responsible treatment of animals; all within the guidelines of local, state and federal laws and regulations.

Section 3. It is the policy of Illinois Raptor Center to provide humane care and treatment for raptors and other wildlife needing protections in the area served by Illinois Raptor Center; to seek to return all injured and orphaned wildlife to their natural habitat; to seek suitable homes for permanently injured wildlife; to provide euthanasia when necessary; and to take all actions necessary to protect the welfare of state and federally protected wildlife.

It is the policy of Illinois Raptor Center, that in its care and disposition of wildlife, efforts will be made to maintain the minimum standard of care and/or care taking prescribed by the National Wildlife Rehabilitators Association, the International Wildlife Rehabilitation Council and the International Association of Avian Trainers and Educators.

It is the policy of Illinois Raptor Center to promote education of wildlife and environment and the humane, responsible and lawful treatment of animals through referrals, newsletters, educational programs, the possession of permanently injured and unreleasable wildlife for education, videos, instructional materials and community service.

Section 4. Non-profit Status. Illinois Raptor Center shall be a non-profit organization. Illinois Raptor Center shall not be conducted or operated for profit and no part of any profits or remainder or residue from Illinois Raptor Center monies shall inure to the benefit of any member or individual.

Section 5. Code of Ethics: *Serve the people and wildlife of Illinois with dedication, concern, respect, courtesy and responsiveness. *Maintain the highest standards of personal integrity and conduct with the public.

ARTICLE II

Headquarters and Branches

The principle headquarters of Illinois Raptor Center shall be in Macon County and located at 5695 West Hill Road, Decatur, Illinois 62522-9728.

ARTICLE VI

Directors

Section 1. The Board of Director's role is to govern the organization.

A). The first function of the board is to protect the public interest.

Nonprofits receive preferential tax treatment because they provide a public service that would not otherwise be available without subsidy. It is the board's job to represent the public's interest in ensuring that Illinois Raptor Center serves effectively, and serves more than narrow, selfish interests. The board shall:

1. Require/Review information
2. Evaluate the information received
3. Make sure the public is informed

B). The second function of the board is to enable the organization to effectively and successfully achieve its purpose. To achieve this end, the board has formal and helping responsibilities.

1. Formal Responsibilities

a.) Hire, appoint, fire, evaluate and/or compensate staff members who include the top managers, the Executive Director, and the second in command, the Program Director.

b.) Delegating the organization's management functions -including wildlife rehabilitation, education, planning, organizing, volunteers, staffing, directing, policies, and the business office -to the Executive Director and the Program Director.

c.) Reviewing and/or approving reports, corporate plans, major commitments, recommendations, budgets, progress, programs and special projects and correspondence presented by the Executive Director and/or the Program Director.

d.) Ensuring the continuity of the organization through planning and commitment.

e.) Maintain the board as a healthy, well-organized governing body capable of helping the organization achieve success and progress toward fulfilling its purpose.

2. Helping Responsibilities:

a.) The board will take an active involvement in the areas of planning, fundraising, community relations and by appointing committees as needed.

b.) The board will support the staff. The organization and its cause will be better served if the notion of a 'team' is the integral part of the board/staff concept.

ARTICLE III

Seal

The corporate seal is designated to be the Barn Owl. Barn Owls are protected by the Illinois Endangered Species Act and demonstrate the frailty of our wildlife and the environments they live in.

ARTICLE IV

Members

Section 1. Memberships shall be in 5 classes:

- Benefactor
- Patron
- Sponsor
- Family
- Friend
- Student

Section 2. Members will be entitled to special benefits as prescribed by the Executive Director, Program Director and Board of Directors and changed/updated as necessary. Members shall NOT be entitled to vote and hold no power within the organization.

ARTICLE V

Meetings

Section 1. The fiscal year of Illinois Raptor Center shall commence with January 1st of each year. The Board of Directors are to meet monthly if at all possible within the schedules and obligations of the directors but shall meet no less than 2 time per year at a time and place designated by a majority of the members of the board.

Section 2. The Executive Director will coordinate and notify all board members, by phone or in writing, of the time and place of an upcoming board meeting.

Section 3. Special and/or emergency meetings of the Board of Directors may be called by any member of the staff or the board upon stating the purpose in writing to the Executive Director. The Executive Director will notify all board members by phone or in writing, giving the members adequate notice of the time, place and subject of the special or emergency meeting.

Section 4. At any meeting of Illinois Raptor Center Board of Directors, those present in person shall have authority to transact all business that may come before the meeting. Voting by proxy shall be permitted only if issues are presented in writing to the directors prior to the meeting and the proxy vote shall be in writing, signed, dated and sealed in an envelope to be opened only during the voting procedure.

Section 2. To be eligible for election to the Illinois Raptor Center Board of Directors an individual must:

- A. Be familiar with the organization's purpose, mission, goals and programs
- B. Must agree with and believe in the organization's purpose, mission, goals and programs
- C. Be willing and able to contribute of their time, knowledge, creativity and experiences in good faith toward the organization's purpose, mission, goals, programs and future growth
- D. Regularly attend meetings, keeping themselves informed of the organization's business
- E. Must be reasonable, prudent, respectable person and law-abiding citizen

Section 3. The members of the Board of Directors shall be appointed by majority vote at annual or other designated meetings by the other members. Members shall serve for terms of one year except for the founding board whose terms will automatically renew each year. There are no limits on the number of years a member can serve.

Section 4. The Board of Directors shall be composed of no fewer than 3 and no more than seven directors. No act of this society shall be void at any time merely because there are fewer than two directors in office.

Section 5. In case any director shall for any reason lose the capacity to act as director during his or her term, his or her successor may be chosen by the board to serve only until the election of the Board of Directors at the next annual meeting.

Section 6. Directors and staff may be fired by majority vote of the remaining directors and volunteers may be discharged by the Executive Director for the following reasons:

- A. Incompetence and showing no improvement
- B. Constant unexplained tardiness and/or no-shows
- C. Inattention to details causing harm to animals
- D. Constant conflict with or disrespect for others
- E. Disrespect to or abuse of animals
- F. Long term personnel or health problems having detrimental affects to the person or the IRC facility and/or its operation/s
- G. Abusing other directors or volunteers
- H. Arriving for duty under the influence of drugs
- I. Any actions or behaviour detrimental to the health, safety, reputation, mission or goals of Illinois Raptor Center, its directors, staff, volunteers, patients or educational

animals,

J. Stealing or any other immoral or illegal action

Section 7. Except as otherwise prescribed in these bylaws, decisions at any meeting of the Board of Directors, an appointed executive committee, or other appointed committee shall be by majority vote of those present and voting. Each director shall have one vote, and voting by proxy shall be permitted as explained in Article V, Section 4 of the bylaws.

Section 8. The Board of Directors may appoint an executive committee composed of a president, secretary, and/or treasurer, and such other members as may be elected by the board at its organizational meetings by a majority vote. The executive committee shall have and may exercise all of the powers of the Board of Directors when the board is not in session, except such powers, if any as the board may specifically reserve to itself, or as may be specifically assigned to any other committees or any officer of Illinois Raptor Center. The executive committee shall adopt such rules and regulations as it may deem prudent for its management. The Board of Directors may provide for such other committees as the board deems desirable and may delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable.

Section 9. Board of Directors, as such and members of committees, shall be classed as volunteers and shall not receive any salaries or fees for their service but may be reimbursed for any expenses incurred in fulfilling their duties or while pursuing education in the fields of rehabilitation, education or veterinary medicine.

ARTICLE VII
Officers

Section 1. At each annual meeting of the Board of Directors, or in default of election at such meeting, then at an adjournment thereof, or at any meeting of the Board of Directors called for the purpose of election of officers, the board shall elect a president, a secretary and/or treasurer. It may choose such other officers as the business of Illinois Raptor Center may require. All the officers shall hold office at the pleasure of the board but in no case beyond the time when their respective successors shall be elected and shall qualify. Members of the Board of Directors may also be members of the executive committee and/or other committees or the staff.

Section 2. If a vice president has been elected, the vice president shall fill all functions of the president when the latter is incapacitated, is unavailable or for any reason cannot serve.

Section 3. The secretary and/or treasurer shall take and preserve minutes of all meetings of the board. The secretary will perform other duties assigned by the board. The secretary shall cause the minutes of all board meetings to be published in a form that shall be available, upon request.

Section 4. The secretary and/or treasurer shall receive updated reports from the Executive Director who shall receive and deposit in a bank designated by the board all monies and securities, disburse funds in accordance with a budget approved by the board and shall furnish the secretary and/or treasurer with an annual Federal 990 report, audited or prepared by an independent person selected by the board. Large expenditures outside the approved budget such as property acquisition, renovations or an emergency situation shall require notification of all board members and/or the calling of an emergency meeting.

ARTICLE VIII
Miscellaneous

All meetings of Illinois Raptor Center shall be conducted pursuant to Robert's Rules of Order as set forth in the last published revision thereof.

ARTICLE IX
Amendments

These bylaws may be amended by the Board of Directors at any meeting. The proposal to amend shall be submitted in writing to each board member for their perusal and consideration, along with the notification of the meeting, at least 10 days prior to date the meeting.

ARTICLE X
Dissolution

Illinois Raptor Center may be dissolved at any time by the written consent of not less than two-thirds of the voting board. In the event of the dissolution, other than for the purpose of reorganization, whether voluntary or involuntary, or by operation of law, none of the property of the organization or its proceeds thereof, nor any assets shall be distributed to any members, but after payment of the debts, its property and assets shall be given to a non-profit charitable organization for the benefit of raptors and other wildlife or set up in a trust and preserved for wildlife and habitat as selected by the board.

Upon the dissolution of the corporation, the board shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the board shall determine. Any 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 exclusively for such purposes.