Article I. Name

This organization shall be known as Blue Mountain Wildlife.

Article II. Purposes

The purpose of this organization is to treat and rehabilitate sick, injured and orphaned native wildlife; to organize and train a network of volunteers to retrieve and care for the wildlife; to present educational programs to schools and groups on the value of wildlife and on conservation practices.

Article III. Membership

Any individual interested in the purposes of this corporation is eligible for membership. Membership shall be effective from date of payment of dues and renewable yearly on that date. Membership will be terminated if dues are delinquent for three months. All members shall be entitled to vote at all meetings of the corporation, including the election of officers and directors.

Article IV. Board of Directors

A. The Board of Directors shall be the governing body of the organization and shall be responsible for making policy. The Board will consist of not more than 12 Directors.

B. The term for a Director shall be two years.

C. A vacancy on the board shall be filled by majority vote of the members present at the annual membership meeting in January. The Board may appoint interim Board members whose term shall expire at the next annual membership meeting in January.

D. Those Directors present at board meetings will constitute a quorum for the transaction of business. The Directors will keep accurate records of all decisions made at their meetings.

E. The acceptance of gifts and bequests shall be at the discretion of the Board. The Board will be responsible for the manner in which such gifts and bequests shall be managed in accord with the donor’s wishes.

Article V. Officers

1/08/05

Updated: 1/26/19
A. The officers of the corporation shall be a president, vice-president, secretary and treasurer. They shall be elected by majority vote of the members present at the annual January meeting of the corporation and shall hold their respective offices until the end of the year for which they are elected. The newly elected officers will cooperate and meet with the outgoing officers to effect an orderly transition and better accommodate future planning. Officers may be elected for one or more consecutive terms.

B. Officer’s duties will include:

1. The president shall have general supervision of the affairs of the corporation. He/she will preside at meetings of the corporation and will appoint all committee chairs not otherwise provided for, and will be an ex-officio member of such committees with the exception of the nominating committee. The president and the secretary will sign all contracts and other written obligations of the corporation that have been approved by the board. The president shall present a report covering the activities of the corporation for the current fiscal year. This report will be printed and read at the annual meeting.

2. The vice-president shall preside at meetings in the absence of the president. Should the office of the president become vacant, the vice-president shall assume the duties of the office. The vice-president shall represent the president as an ex-officio member of any committee when so appointed by the president.

3. The secretary, or in the secretary’s absence, a member appointed by the presiding officer, shall keep a record of all meetings and proceedings of the corporation, and of the board. He/she shall notify directors, committees and members of upcoming meetings. The secretary will periodically transfer old records to a proper storage facility for safe-keeping.

4. The treasurer shall receive the funds of the corporation and deposit them in the bank as designated by the board. He/she shall be responsible for maintaining accurate records of transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements. The treasurer will distribute the funds as requested by the board.

**Article VI. Fiscal Year**

The fiscal year of the corporation will be from January 1 to December 31.
Article VII. Meetings

Meetings of the membership will be on a yearly basis unless changed by a majority vote of the registered membership. Other meetings may be called at any time by the board or the officers of the corporation.

There will be a yearly meeting of the board of directors. Notice of the date, time and place of the meeting shall be given by the secretary to each director at least one week prior to the meeting time. Additional meetings may be called by a majority vote of the directors and may be held at any time as needed.

Article VIII. Trainee Work

Training sessions for volunteers will be offered when possible. A library of reference books and articles concerning wildlife rehabilitation will be made available. All trainees must sign an appropriate release form. Volunteers will be encouraged to obtain State and Federal Rehabilitation Permits.

Article IX. Committees

Committees may be appointed at any time by the board of directors or the president.

Article X. Amendments

Amendments to the by-laws may be proposed by the vote of two-thirds of the registered membership of the corporation at any regular or special meeting. All proposed amendments must be ratified by the vote of the majority of the board of directors present at the next regular or special meeting of the board. Notice of the proposed amendment must be furnished to the board and the membership at least thirty days prior to the meeting at which it is to be considered.

Article XI. Non-profit Status

This organization is set up exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and related Oregon income tax law.

This organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal
Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

In the event that this organization shall be disbanded or discontinued, all assets and monies shall be donated to another organization within the State of Oregon, which is involved in the same or similar work with wildlife.

**Article XII. Board of Advisors Charter**

A. **Charter:** The Board of Advisors is responsible for providing leadership, support, and advice to Blue Mountain Wildlife.

B. **Leadership:** The Executive Director is Chair of the Board of Advisors and liaison between the Board of Advisors and the Board of Directors.

C. **Membership:** The Board of Advisors consists of the Executive Director, together with community members, volunteers, and other non-Board member supporters of Blue Mountain Wildlife as may be appointed by the Board of Directors. Board Advisors shall serve a one (1) year term, which term may be renewable as mutually agreed by the Board Advisor and the Board of Directors. Members shall represent various disciplines that work to support the Blue Mountain Wildlife mission and have the requisite expertise to fulfill those roles, including in biology, law, and finance.

D. **Meeting Frequency:** N/A; the Board of Advisors is not anticipated to meet as an independent body.

E. **Responsibilities:** Board Advisors shall:

1. Attend regular meetings of the Board of Directors, review Board meeting materials, participate in Board discussions, and provide advice and consultation to the Board in the conduct of the business of Blue Mountain Wildlife

2. Serve as a voting member of at least one committee

3. Maintain active membership at the $100 level throughout the term

F. **Authority** The Board of Advisors and its respective members do not have voting authority or responsibilities at meetings of the Board of Directors, but are solicited and encouraged to provide input and otherwise contribute to discussions of the business and governance of Blue Mountain Wildlife. Individual Board Advisors have authority to vote on all matters at the committee level to the same degree as other members of the same committees. The Board of Advisors is not
authorized to bind, represent, or otherwise act on behalf of Blue Mountain Wildlife or its Board of Directors.