

BYLAWS OF THE
PEACE RIVER WILDLIFE CENTER, INC.
AS AMENDED

ARTICLE 1- NAME

The name of this corporation shall be PEACE RIVER WILDLIFE CENTER, INC.

ARTICLE 2- GENERAL STATEMENT

This is a non-profit Corporation organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act (F.S. 617 and applicable parts of F.S. 607).

ARTICLE 3- PURPOSE

Section 1. The objective and purpose of this Corporation is to engage in any such educational, scientific, investigative, philanthropic and charitable pursuit in the preservation, rescue, rehabilitation and release of Florida wildlife.

Section 2. This Corporation shall not, as a substantial part of its activities, participate in, nor attempt to influence legislation; however, the Corporation may advocate for the passage or defeat of specific legislation which directly impacts the Corporation. It shall not in any case participate in any campaign on behalf of any candidate for public office.

Section 3. This Corporation will operate exclusively in such a manner as to qualify it as an exempt organization under Sec. 501(c) (3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax law.

ARTICLE 4- MEMBERSHIP

Section 1. Any person interested in the objective and purpose of this Corporation and agrees to abide by its Bylaws is eligible to apply for membership and pays applicable annual membership fee.

Section 2. Classes of Membership and related fees can be found in the Corporation's Standard Operations Procedure manual.

Section 3. Membership dues shall be established by the Board of Directors and reviewed from time to time.

Section 4. The Board shall prescribe the form and manner in which application may be made for membership.

Section 5. Dues shall be payable annually on the member's renewal date.

Section 6. Should the renewal dues for membership not be paid in thirty (30) days after the due date, the member in default may be dropped from the membership rolls and will lose voting privileges.

ARTICLE 5- MEETINGS

Section 1. The annual Meeting of Members, will be held during a winter month (preferably February) when more members are in residence. Membership meetings include Annual and Special meetings, but do not include Board of Directors meetings. Any membership shall be considered as one single member for the purpose of establishing a quorum.

Section 2. A quorum of any membership meeting, where business is being conducted shall be the lesser of either 1/10 of the membership or 100 members present. Each member present or by proxy shall be eligible to cast one vote at the Annual or Special meeting for the purpose of electing new Board members. If a member quorum does not exist for this purpose, the candidates proposed by the Nominating Committee shall be deemed to be approved. Nominations from the floor for Board candidates shall not be permitted. Any member may submit his/her own name or the name of another member as a candidate, so long as submissions are received by the Nominating Committee at peacriverwildlife@yahoo.com not later than sixty (60) days prior to the date of the annual Members Meeting. The list of candidates together with pertinent biographical information on each shall be provided to the members not later than fifteen (15) days prior to the date of the annual meeting. Candidates selected by the Nominating Committee shall be identified as such; candidates otherwise submitted shall be identified as such.

Section 3. A Board report to the membership shall be made by the President or his/her designee.

Section 4. Special meetings of the membership will be called by the President.

Section 5. Members will be notified of meetings through electronic mail and or PRWC web site only. Members who do not have e-mail addresses on file with the Corporation can locate meeting schedules at the PRWC website.

ARTICLE 6- BOARD OF DIRECTORS

Section 1. The Board of Directors (referred to as the Board of Trustees in the Articles of Incorporation) shall exercise all the powers and authority conferred on a corporate board of directors by Florida Law and shall directly control all the affairs of the Corporation; however, the Board may delegate day-to-day operational authority to Staff. The Board may consist of up to eleven (11) Directors including any appointed Officers. The minimum number of Directors shall be 5.

Section 2. Directors shall serve a minimum term of two (2) years. When possible, elections should be staggered. For example, six (6) Directors shall be elected in one year and five (5) shall be elected in the alternate year. Directors will be elected by a majority of the sitting Board before being presented to the membership for approval at either a Regular or Special membership meeting. The Board of Directors will strive to maintain eleven (11) members.

Section 3. The elected Directors shall normally meet once a month and immediately following the Annual Meeting/Volunteer Appreciation Dinner at times determined by the Board. Special Meetings of the Board may be called by the President or Executive Director upon a written request.

Section 4. Notification of any Special Meetings of the Board should be given at least five (5) days before the established date with an explanation as to the nature of the meeting. The method by which electronic meetings are conducted may be found in the Standard Operation Procedure manual.

Section 5. A quorum for conducting business at any Board Meeting shall be a two-third (2/3) majority of the Board Members. Action may be taken by a simple majority of the Board Members present if a quorum of the Board is met. Board Members on an approved leave of absence shall not be considered to be a Board Member for the purpose of establishing a quorum.

Section 6. Unexpected vacancies on the board shall be filled for the unexpired term portion by the majority vote of the Board Members; new board members so selected are not required to be approved by the members at an annual meeting until such time as the original unexpired term expires. A sitting Board Member may be granted a leave of absence from Board activities and responsibilities for a period of time approved by the Board. A Member-On-Leave shall not vote, serve on Board committees, or perform any other Board duties, and shall not be included in the total number of Board Members required to establish a quorum for conducting Board business. The term of a Member-On-Leave shall continue to run and shall not be abated during said his/her leave of absence.

Section 7. Three (3) unexcused, consecutive absences by a Board Member may result in termination and the vacancy will be filled as set forth in Section 6 of this Article.

Section 8. Resignation from the Board shall not preclude future appointment to the Board.

Section 9. A Board member maybe removed for any reason by a majority vote of the remaining Board members and the vacancy will be filled as set forth in Section 6 of this Article. Voting will be conducted by closed ballot.

Section 10. Names of candidates to fill vacancies on the Board which occur as a result of term expiration shall be those selected by the Nominating Committee or as submitted pursuant to Article 5, Section 2 above, and shall be voted upon by the Members at the annual meeting.

ARTICLE 7- OFFICERS

Section 1. The Officers of this Corporation shall be: President, Vice President, Treasurer, and Secretary.

Section 2. All Officers of the Corporation shall be elected annually by the Board of Directors.

Section 3. Officers must be members in good standing with the Corporation.

Section 4. The duties of the Officers of this Corporation shall be:

A. President

The President shall: preside at all Board and Membership meetings; call all regular and special meetings of the Board and Members; remove or employ the Executive Director of the Corporation with the approval of the Board, and fix the compensation of all employees of the Corporation, subject to the approval of the Board and with assistance from the Executive Director. The President, together with the Executive Director (see below), shall sign and make all contracts and agreements in the name of the Corporation with Board approval. He/she shall see that the books, reports, statements and certificates required by the Statutes are properly kept and filed according to the law. He/she shall enforce these By-Laws and perform all duties required by the position and as required by law. The president, with the approval of the board, may appoint a chairperson of any special committee or task force committee deemed necessary or useful. The term of office will be determined by the length of the assignment.

B. Vice-President

Unless the President has designated a specific Board Member to preside at a specific function in his/her absence, during the absence or inability of the President to render and perform his/her duties or exercise his/her power as set forth in these By-Laws, the Vice-President shall assume the President's responsibilities. The acting President shall have all the powers and be subject to the responsibilities given or imposed upon the President.

C. Executive Director

The Executive Director is the Chief Operating Officer of the corporation and shall not be a Board member. The Executive Director shall attend all Board meetings. Transactions in excess of \$2,000 made by the Executive Director requires notification of the President. He/she shall present to the Board at their stated meeting all crucial communications addressed to the Executive Director. The Executive Director shall join with the President in signing all contracts and agreements in the name of the Corporation with Board approval. The Executive Director shall have the authority to endorse in the name of the Corporation, all checks, drafts, warrants and orders for payment under the direction of the President or Board of Directors. The Executive Director shall be evaluated annually by the Board of Directors. All staff report directly to the Executive Director or designated staff approved by the President or Board. The Executive Director is responsible for annual staff evaluations.

D. Treasurer

The Treasurer shall have the custody of and be responsible for all the funds and securities of the Corporation. The Treasurer or designated staff shall deposit all funds in the name of the Corporation into one or more accounts as designated the Board. The Corporation maintains several bank and investment accounts. The payment of lawful debts properly invoiced to the Corporation in the ordinary course of business shall be made from the Corporation's operating account. Checks written from this account may be signed by one of the following: Executive Director, President, Treasurer, or designated staff if approved by the Board. Proofs of payment and/or receipts for payment from a vendor shall be retained by the Treasurer. Funds may be transferred among the Corporation's accounts only with Board approval; cash withdrawals from any account shall be permitted only after Board approval and upon the signatures on the account withdrawal slip of two of the following officers: President, Executive Director, Treasurer, or designated staff who have been approved by the Board. The Treasurer shall produce at reasonable times his/her books and records to any Director of the Corporation during business hours. He/she shall render a statement of the condition of the finances of the Corporation at each regular Board meeting and at other required times. The Treasurer shall make a full financial report at the Annual Meeting of members. He/she shall keep at the office, or where directed by the Board, accurate records of all the accounts of the Corporation. He/she shall do and perform all duties specific to the office of Treasurer. The Treasurer shall choose at least two but not more than four other persons, to be approved by the Board, to comprise the Finance Committee, which shall convene quarterly for the purpose of reviewing the Corporation's financial records. Said Committee shall prepare an appropriate written report which shall be presented to the Board by the Treasurer at the next Board meeting following each quarterly Committee review. These reports shall be kept by the Secretary among the books and records of the Corporation. The Treasurer may enlist the support of an assistant acceptable to the Board of Directors

E. Secretary

The Secretary of the Corporation shall be the custodian of the books and records of the Corporation, shall attest the signature of the President or Executive Director on all corporate documents requiring the signature of either of the above officers, shall maintain and keep current the membership rolls, and, unless the President shall have designated a specific board member or officer to preside at a specific function, shall perform the duties of the President if the Vice President is unable to preside at any corporate function requiring the presence of the President. The Secretary shall attend all Board meetings.

Section 5. If required by the Board, the Executive Director and the Treasurer shall give to the Corporation security for the faithful discharge of their duties and if a bond shall be required, it shall be paid by the Corporation.

Section 6. The Board of Directors may remove any Officer by a majority vote at any time. This will be accomplished by closed ballot. Any such vacancy shall be filled by majority vote of the Board for the unexpired term of the removed officer.

ARTICLE 8- CORPORATE SEAL

The Board has determined no Corporate Seal is required

ARTICLE 9- COMMITTEES

Section 1. The President, with the approval of the Board, shall appoint chairpersons of Standing Committees, who may select their own committee members with the recommendations and suggestions of the Board. Term of office shall be for a minimum of one (1) year, or until their successors are appointed. Standing Committees shall be:

A. Fundraising Committee- Shall plan and coordinate fundraising projects and an annual membership drive.

B. Legal Committee- Shall at the Board's request notify the Board regarding any legal matters that may arise.

C. Finance Committee- Shall consult and advise the Officers of the Corporation in regard to budget and financial affairs of the Corporation; prepare an annual expense budget; recommend to the Board fire insurance, workers compensation insurance and other necessary insurances; and carry out other such duties and assignments as the Board may require.

D. Education/Outreach Committee -Shall work in accordance with the PRWC mission statement to educate the community about the creatures that share the environment with us. Presentations will be given upon request at clubs, service organizations, schools and other entities requesting presentations. Standard Operating Procedures will be developed discussing how to obtain and handle animals taken to presentations

for display and how to manage school groups and other topics as needed.

E. Publicity/Publication Committee - The publicity arm of this committee shall endeavor to assist the staff to keep people informed of PRWC activities, the mission of the PRWC and its benevolent pursuits. All forms of public media will be utilized from social media to television, radio and publications.

F. Membership Committee - Shall keep the organization's membership records current specific to membership classifications, emails, phone numbers, mail addresses and also the membership expiration dates. This committee will coordinate with the Fundraising and Publicity/Publication committees to conduct membership campaigns. The Committee shall provide a monthly report to the Board indicating membership statistics as required by the Board.

G. Nominating Committee - Shall consist of three persons, two of whom shall be Board members and one member at large, to select candidates for vacancies occurring on the Board as a result of the normal expiration of a Board member's two-year term. The chairmanship of the Nominating Committee shall be selected by the Board and need not be the president of the corporation. The Committee shall present its recommendations to the Board for its approval not later than forty-five (45) days before the members are notified, pursuant to Article 5, Section 2, of the date of the Annual Meeting.

Section 2. Temporary or task-specific committees. The president is empowered to create temporary committees for the limited purposes of accomplishing the task for which they are created. The president shall accomplish this by appointing a Board member to chair any such committees; the chairperson may thereafter select his/her committee members, coordinate meetings, assign tasks, and do all other things expected of a committee chairperson. All committee members who are not Board members shall be cautioned by the chairperson to not discuss committee business with anyone not on the committee, unless such committee member is tasked with meeting with an outsider for the purpose of transacting committee business.

ARTICLE 10-STANDING BILLS

The Board of Directors shall maintain a manual of Standard Operating Procedures (SOP) to expedite the day-to-day activities of the Corporation. This Standard Operating Procedure can be changed by a simple majority of a quorum of Board Members present at any regular or special Board meeting.

ARTICLE 11-AMENDMENTS

These Bylaws may be revised, restated, altered, amended, repealed or added to by an

affirmative vote of the majority of the Board of Directors at either a Regular meeting or a Special meeting. A written notice or email may be sent to each Board Member of record which notes the alteration, amendments, or changes proposed to be made to these Bylaws. In the event that all Board members are present at a meeting, these Bylaws may be amended as provided herein. Bylaws may be temporarily suspended by a majority vote of the Members of the Board as deemed necessary due to unforeseen circumstances, as permitted by Florida law.

ARTICLE 12-RULES OF ORDER

Robert's Rules of Order, latest edition, shall govern the conduct of business at all meetings when applicable and consistent with the rules of order of these By-Laws.

ARTICLE 13- EFFECTIVE DATE

These Bylaws shall become effective upon the approval of the Board of Directors of the Peace River Wildlife Center, Inc.

ARTICLE 14 – INDEMNIFICATION

The Corporation shall carry a policy of liability insurance to protect itself and its directors, officers, employees, and volunteers against any financial injury they may suffer resulting from any act, done in good faith on behalf of the Corporation, which gives rise to a lawsuit being filed against the Corporation, its directors, officers, employees, and/or volunteers, or any or all of them. To the extent that said insurance policy does not pay any or all of the expenses associated with defending any of the above-mentioned persons in any litigation, the Corporation shall timely pay or reimburse such persons said expenses.

Bylaws adopted pursuant to Motion duly made and seconded at a regular/special meeting of the Board of Directors on _____.

PAT CAMPAGNA, As President

Attest: CALLIE STAHL, As Secretary