

Blue Mountain Wildlife, Inc. Bylaws

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Membership Approved

BY-LAWS OF BLUE MOUNTAIN WILDLIFE

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Article I. Name

- A. This organization shall be known as Blue Mountain Wildlife (BMW), Incorporated.

Article II. Purposes

- A. The purpose of this organization is to
- Treat and rehabilitate sick, injured and orphaned native wildlife
 - Organize and train a network of volunteers to retrieve and care for wildlife BMW will treat
 - Present educational programs to schools and groups on the value of wildlife and on conservation practices
 - Support research into wildlife health and rehabilitation
- B. The organization may operate in one or more locations according to the direction of the Board of Trustees.

Article III. Fiscal Year

- A. The fiscal year of the corporation will be from January 1 to December 31.

Article IV. Membership

- A. A member is any individual who pays annual dues to the organization and adheres to policies in accordance with the membership program.
- B. 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.
- C. All members shall be entitled to vote at the annual membership meeting of the corporation and any special meetings requiring the vote of the membership.

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- D. The Secretary shall maintain a current list of all members with their default contact method (email or postal mail).

Article V. Board of Trustees

- A. The Board of Trustees is appointed through the annual membership meeting by voting members of the organization.
 - A. The Board of Trustees includes a Chair, Vice-chair, Secretary, and Treasurer, plus general board members. The term for a Trustee shall be two years and may be re-elected at his/her term's end.
 - B. The Board of Trustees shall be the governing body of the organization and shall be responsible for making policy, hiring and terminating the officers of the corporation, and management of specific funds. The Board will consist of at least three (3) and not more than 12 Trustees. A Trustee can also be an officer of the organization.
 - C. Trustees are nominated through a nominating committee whose members are appointed by a majority vote of the Board. Newly elected Trustees will cooperate and meet with the outgoing Trustees to effect an orderly transition and better accommodate future planning.
 - D. A 'normal' vacancy on the board shall be filled by majority vote of the members present at the annual membership meeting.
 - E. To fill one or more 'unexpected' vacancies, the Board, by majority vote, may appoint interim Board members, without vote of the membership, whose terms shall expire at the next annual membership meeting.
 - F. Any Trustee may be removed from the Board through a 2/3 majority vote of **all** Trustees.
 - G. Those Trustees present at board meetings will constitute a quorum for the transaction of business, except for removal of a Trustee from the Board. The Secretary will keep accurate records of all decisions made at Board meetings.
 - H. Trustees' duties include:

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1. The **Chair** shall have general supervision of the affairs of the Board of Trustees. The Chair will preside at Board meetings of the corporation, will appoint all committee chairs not otherwise provided for, and will be an ex-officio member of such committees. The Chair and the Secretary will sign all contracts and other written obligations of the corporation that have been approved by the Board. The Chair shall present an annual report at the annual membership meeting covering the activities of the corporation for the prior fiscal year. This report will be printed and made available to the membership prior to the annual meeting.
2. The **Vice-chair** shall preside at meetings in the absence of the Chair. Should the office of the Chair become vacant, the Vice-chair shall assume the duties of the office. The Vice-chair shall represent the Chair as an ex-officio member of any committee when so appointed by the Chair.
3. The **Secretary**, or in the Secretary's absence, a member appointed by the presiding officer, shall keep a record of all Board meetings. The Secretary shall notify Trustees and members of upcoming corporate meetings at which they are invited to attend. The secretary will periodically transfer old records to a proper storage facility for safe-keeping.
4. The **Treasurer**, or the Executive Director appointed by the Treasurer, shall receive the funds of the corporation and deposit them in the bank as designated by the board. The Treasurer shall be responsible for maintaining accurate records of transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements.

Article VI. Officers

- A. The officers shall be Executive Co-Director (ED) and Rehabilitation Co-Director (RD). The Board of Trustees shall hire and terminate officers. Officers shall implement the strategic plans of the Board of Trustees. Each officer will be responsible for drafting internal operational policies for her/her departments, which

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will be presented to the board for approval. All such documents shall be maintained by the organization in electronic, ready-to-print format.

B. Officers' duties shall be

1. Executive Co-Director (ED)—The ED is responsible to manage the general business of the organization and collaborate with the Rehabilitation Co-Director to fulfill the wildlife health objectives of the organization. The ED will be responsible for managing all non-medical activities and functions at all locations, including human resources, volunteers, programs, fund raising, facilities, and outreach. The ED will be responsible for management of all non-medical management personnel. The ED shall report activities of his/her departments to the board at the next Board of Trustees meeting.
2. Rehabilitation Co-Director (RD)—The RD is responsible for the treatment and care of patients admitted to the hospital(s) and the hiring and management of personnel providing such care. The RD will collaborate with the ED to help ensure smooth delivery of rehabilitation services. The RD shall report activities of the department to the board at the next Board of Trustees meeting.

Article VII. Gifts and Donations

A. For the purpose of managing funds, the following are defined:

1. **Donations** and **grants** are monies given as membership dues, raised through general and specific campaign fund raising, and gifts not defined by the donor for a specific purpose in the amount of less than \$10,000. These monies are intended for the general operating fund or for the purpose for which they were raised, such as capital campaigns, education, equipment, etc. The ED and RD will use these funds through normal budgetary processes and policies.
2. **Gifts** and **bequests** are either so noted by the donor (whether individual or estate trustee) and are intended by the donor for a specific purpose, or they are donations or gifts in amount of \$10,000 or more not raised through campaign fund raising and with no specific purpose intended by the donor. Such funds

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shall be used either for the purposes intended by the donor, or, if the donor did not specify a purpose for the funds, the Board will be responsible for the manner in which such gifts and bequests shall be managed for the good of achieving the objectives of the organization.

B. Monies shall be generally managed in the following manners:

1. Any amounts under \$10,000 shall be dispersed according to the needs of the managing director (ED or RD).
2. Single expenditures of \$10,000 or more shall require board approval, either at the next Board of Trustees meeting or by majority vote by email.
3. The Secretary shall record the results of the vote. The managing director for whom the funds were approved will report on how they were used in the department's next report to the Board of Trustees.

Article VIII. Meetings

- A. An annual membership meeting will be held in January of each year unless changed by a majority vote of the registered membership. The Secretary will notify members of the annual meeting at least 30 days in advance through email or postal mail according to the member's default contact method. Other membership meetings may be called at any time by the Board of Trustees. All meetings may be held in-person or online.
- B. There will be a yearly meeting of the Board of Trustees. Notice of the date, time and place of the meeting shall be given by the Secretary to each Trustee at least one week prior to the meeting time. Meetings may be held in-person or online. Additional organization meetings may be called by the Chair or by majority vote of the Board of Trustees and may be held at any time as needed.
- C. The Secretary will retain all records of the meetings of the Board of Trustees and annual membership.
- D. Department Directors may request meetings with the Board of Trustees as needed. The Board of Trustees will determine the date, time, and method of such meetings, or may

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address the topic of the meeting offline with the requesting director. Such requests, discussions, and resolutions will be recorded by the Secretary.

Article IX. Committees

- A. Committees may be appointed at any time by the Chair and only during a meeting of the Board of Trustees. Each committee shall be chartered for a specific purpose and outcome and managed by committee members. A committee chair shall be appointed by members of the committee. All committees shall create and retain records of meetings, discussions, and decisions made. Such records can be electronic and shall be archived with other organization documents.
- B. Each committee shall have an electronic list service for communication among its members. Only committee members will be allowed to communicate through the service with exceptions allowed by the committee chair. The contents of the list can serve as meeting minutes.

Article X. Amendments

- A. Amendments to the bylaws 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 Trustees 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

- A. 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 or any other state income tax law in which state a Blue Mountain Wildlife hospital operates.
- B. 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

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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).

- C. In the event that this organization shall be dissolved, prior to dissolution, the Board of Trustees shall distribute all assets and monies to other organizations within the United States that are involved in the same or similar work with wildlife.

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Appendix A Organizational Model

