

# Second Chance Parrots Bylaws

## **Article I: Name and Purpose**

1. **Name:** The name of the organization shall be Second Chance Parrots (hereinafter referred to as "the Organization").
2. **Purpose:** The Organization is dedicated to the rehoming and adoption of parrots, providing education on bird ownership, and promoting the welfare of birds through outreach and support programs.

## **Article II: Board of Directors**

1. **Composition:** The Board of Directors (hereinafter referred to as "the Board") shall consist of three (3) directors.
2. **Terms:** Directors shall serve indefinite terms until resignation, removal, or incapacity.
3. **Duties:** The Board shall be responsible for the overall governance and strategic direction of the Organization, including setting policies, approving budgets, and ensuring compliance with legal and ethical standards.
4. **Annual Meeting:** An annual meeting of the Board shall be held each year for the purpose of electing officers and conducting other business as necessary.

### **Section 1: Regular Meetings**

Regular meetings of the Board of Directors shall be held at such time and place as shall be determined by the Board.

### **Section 2: Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings may fix the place for holding any special meeting called by them.

### **Section 3: Notice of Meetings**

Notice of any regular or special meeting of the Board of Directors shall be given at least five (5) days in advance thereof by written notice delivered personally or sent by mail or email to each director at their address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is sent.

### **Section 4: Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

### **Section 5: Manner of Acting**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

### **Section 6: Minutes**

Minutes of all meetings of the Board of Directors shall be recorded and maintained. The minutes shall include the time and date of the meeting, a list of those present, a summary of discussions, and any resolutions or decisions made. The minutes shall be approved by the Board of Directors at the next regular meeting.

### **Section 7: Attendance by Telephone or Electronic Means**

Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting.

## **Article III: Officers**

1. **Officers:** The officers of the Organization shall be a President, a Secretary, and a Treasurer. Additional officers may be appointed as deemed necessary by the Board.
2. **Election and Terms:** Officers shall be elected by the Board and shall serve indefinite terms until resignation, removal, or incapacity.
3. **Duties of Officers:**
  - **President:** The President shall preside at all meetings, act as the chief executive officer, oversee the implementation of the Board's policies and decisions, and perform other duties as assigned by the Board.
  - **Secretary:** The Secretary shall keep minutes of all meetings, maintain records, handle correspondence, and ensure proper notice of meetings.
  - **Treasurer:** The Treasurer shall oversee the financial affairs of the Organization, including the preparation of budgets and financial reports, and ensure the maintenance of accurate financial records.

## **Article IV: Paid Positions**

1. **Eligibility:** Directors are eligible to hold paid positions within the Organization.
2. **Compensation:** Directors may receive reasonable compensation for their services, provided such compensation is approved by the Board and does not result in a conflict of interest.

## **Article V: Committees**

1. **Formation:** The Board may create committees as needed. Each committee shall have a chair appointed by the Board.
2. **Duties:** Committees shall perform tasks assigned by the Board and report their findings and recommendations.

## **Article VI: Fiscal Year**

1. **Fiscal Year:** The fiscal year of the Organization shall begin on January 1 and end on December 31.

## **Article VII: Gifts**

1. **Acceptance of Gifts:** The Board may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization.

## **Article VIII: Books and Records**

1. **Maintenance:** The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees.
2. **Inspection:** All books and records of the Organization may be inspected by any Director for any proper purpose at any reasonable time.

## **Article IX: Contracts, Checks, Deposits, and Funds**

1. **Contracts:** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.
2. **Checks and Drafts:** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, agent or agents, of the Organization and in such manner as shall from time to time be determined by resolution of the Board.
3. **Deposits:** All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board may select.
4. **Funds:** The Board may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization.

## **Article X: Non-Discrimination Policy**

1. **Policy:** The Organization does not discriminate on the basis of race, color, religion, sex, national origin, age, disability, or any other characteristic protected by law.

**Article XI: Conflict of Interest Policy**

1. **Policy:** No member, officer, or employee shall benefit personally from the Organization’s activities beyond reasonable compensation. Any potential conflicts of interest must be disclosed and addressed in accordance with the Organization's conflict of interest policy.

**Article XII: Indemnification**

1. **Policy:** Directors and officers shall be indemnified to the fullest extent permissible under the laws of this state for any liability incurred while acting on behalf of the Organization.

**Article XIII: Amendments**

1. **Procedure:** These bylaws may be amended by a two-thirds (2/3) majority vote of the Board at any regular or special meeting, provided that notice of the proposed amendment(s) has been given to all Directors at least ten (10) days prior to the meeting.

**Article XIV: Dissolution**

1. **Procedure:** Upon the dissolution of the Organization, any remaining assets shall be distributed in accordance with state and federal laws governing nonprofit organizations.

**Supplemental Provisions/Information for Form 202**

1. **Non-Discrimination Policy:** The organization does not discriminate on the basis of race, color, religion, sex, national origin, age, disability, or any other characteristic protected by law.
2. **Conflict of Interest Policy:** No member, officer, or employee shall benefit personally from the Organization’s activities beyond reasonable compensation.
3. **Indemnification:** Directors and officers shall be indemnified to the fullest extent permissible under the laws of this state.
4. **Term of Directors:** Directors shall serve indefinite terms until resignation, removal, or incapacity.

**Certification**

These bylaws were approved at a meeting of the Board of Directors by a two-thirds (2/3) majority vote on 8/10/24.

**Signature of Secretary:**



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**Date:**

8/10/2024

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