

UNDER MY WING AVIAN REFUGE, INC.  
A NOT-FOR-PROFIT CORPORATION  
By Laws

Effective November 28, 2007

ARTICLE I ORGANIZATION

1. The name of this organization shall be Under My Wing Avian Refuge, Incorporated under the laws of the state of New Jersey; this name and/or the dba, UMWAR, Inc. shall be used as the name of the organization for all corporate matters.
2. The organization shall have a seal which shall be in the following form: To be determined.
3. The organization may at its pleasure by a vote of the membership body Change its name.
4. The Board of Directors (sometime referred to as "the Board") may change the principal office of the Corporation from one location to another within Sussex County by noting the address change and effective date in the spaces provided below until filled. Thereafter, address changes are to be noted in the Change of Address Form attached to these Bylaws as Exhibit "A." Such address changes shall not be deemed an amendment of these Bylaws:

ARTICLE II PURPOSES

1. Under My Wing Avian Refuge is a permanent "No-kill" Exotic Bird Sanctuary that offers a safe, comfortable refuge for the small fraction of the thousands of Exotic Birds who have been abused and neglected, are handicap, are unwanted and unloved.
2. The primary objective of this organization is be to maintain a "No-kill" Exotic Bird Sanctuary and to aid in the rescue and rehabilitation of abused and abandoned Exotic Birds and to safeguard them from becoming extinct. To provide humane care and treatment for Exotic Birds needing protection in the area served by the organization as well as to seek to return lost birds to their owners and to seek suitable homes for the adoptable birds without owners.
3. As unpaid guardians to surrendered birds, Under My Wing Avian Refuge is to serve and fulfill the needs of the behaviorally, physically challenged, the sick and the older by offering a safe, comfortable living environment for this small fraction of the thousands of Exotic Birds who have been abused, neglected are unwanted and emotionally scarred for life. We provide birds with a trusting relationship, a healthy diet and proper Avian Veterinary Care. We administer compassion and humane care while protecting and providing them with a safe refuge from harm and abuse. We provide hospice care also for the terminally ill and physically challenged birds by nurturing their well being and welfare, not have them lack the proper comfort and care. We do NOT foster Exotic Birds but keep the responsibility of their life and well being of the many relinquished yet adoptable parrots to live with us on premises until such time as a safe and healthy home may be secured. Under My Wing Avian Refuge is a NOT a KILL refuge and does NOT have birds euthanized. Unadoptable birds will reside permanently under our care due to

various reasons. We do NOT sell birds nor breed. We do not adopt bird for Hobby purposes or to Breeders.

4. Under My Wing Avian Refuge is to remain a charitable organization providing companion birds with temporary and long term complete care. We expect to expand the existing accommodations with a standalone building which will include an indoor/outdoor flight space for the many species of birds under our care and for the comfort of the *special need birds* as well as the unsuitable for adoption birds to live permanently in. We intend to secure a trained staff of volunteers to care for the numerous crisis at hand and emergency situations that continually arise such as; owner illness, death, emergency relocation, abuse or neglect. We want to ensure that each bird will receive proper veterinary care and that the handicap will not lack the proper comfort and care. We shall do our best to restore the health to the under-nourished parrots by providing proper veterinary vet care and a high protein diet that includes fresh fruits and vegetables as part of a healthy diet. We shall show forth patience and unconditional love to the many unwanted and neglected parrots that have been refused to be accepted or loved and restore their trust by giving them the respect they deserve. We intend to provide freedom to the imprisoned cage parrots and allow adequate time away from a cage setting and by reconditioning them to the use of the cage only a comfort zone. We are committed working to gaining the trust of the untamed parrots and apply training methods that will not harm or cause additional fears in order to gain a minimal outcome from the untamed bird to become a manageable bird and no long trapped in fear of humans. We shall undertake the responsibility for the many adoptable parrots' lives and well being until such time as a safe and healthy home may be secured.
5. To meet the objectives of this organization it shall:
  - a. Raise money for its operation through appropriate fund raising and donations.
  - b. Expanding our fundraising by offering memberships, newsletters and more.
  - c. Educate the public and bring awareness of Exotic Birds traits, care and maintenance with written and verbal data.
  - d. Form a relationship, educate and counsel with understanding and compassion to Exotic Bird owners who are in need.
  - e. Offer services, programs and community activities allowing parrots and owners all across United States to benefit from our mission.
  - f. Educate youngsters all about parrots and philanthropy to benefit and preserve the future of the Exotic bird, their life and their future owners.
  - g. We intend to increase the quality of life for the forsaken, unwanted, and orphan or homeless Exotic Birds by obtaining a dependable new owner for each adoptable bird in our care.
  - h. To build and equip a permanent sanctuary for the birds.
6. This organization shall not conduct or operate for profit and no part of any profits or remainder of residue from donations to the group shall endure to the benefit of any members or individuals.

### ARTICLE III GENERAL MEMBERSHIP

1. Under My Wing Avian Refuge, Inc. membership is open to any individual or group of individuals interested in the aforementioned objectives. Membership shall be open to any dues paying person over 16 years of age. Individuals wishing to become a member, who are under the age of 16, are to be classified as Junior Members. Membership shall neither be rendered nor denied on the basis of race, color, religion, national origin, sex or physical handicap.

2. Nonvoting membership is a contribution to the livelihood of all birds at Under My Wing Avian Refuge and assuring them a high standard of care and does not entitle a member to vote for the annual elections, officers, and board of trustees of the organization.

3. Non voting members over 16 years of age are required to pay a membership fee of \$100.00 per year from the date they joined.

4. Junior members under 16 years of age are exempt from membership dues.

### ARTICLE III VOTING MEMBERSHIP

#### **Voting Membership**

To be eligible for voting for the annual elections, officers, and board of trustees of the organization a person shall be over age 18 and a resident of the State of New Jersey and a Citizen of the United States.

Eligibility must be approved for voting membership by the Board of Trustees, which may reject any application for good cause. Good cause shall include, but not be limited to:

1. Prior convictions of criminal violations or citation violations for animal cruelty, animal neglect, or associated violations of law; any such pending charges against a person seeking membership; prior actions taken by any governmental agency, or organization authorized to do such by any governmental agency, involving civil actions resulting from neglect and/or cruelty to animals, and/or any allegations of such. Any such person may reapply for membership should such charges, criminal or civil, be found to be without merit, after a final judgment and/or appropriate finding.
2. All voting membership applicants must have obtained a nonvoting membership for a minimal of 1 year prior to applying.
3. A voting member must agree to the objective of the organization, and taking an active role with a minimal of 20 hrs per week to contribute practical help in the interest of the organization and to promote its cause.
4. Any person currently a voting member of the organization who is convicted of any criminal action resulting from neglect and/or cruelty to animals, or who has a final determination that animals are to be permanently removed by appropriate governmental agency, or organization authorized by such agency, when such removal is predicated upon a finding of cruelty and/or neglect, and/or abandonment, shall be dismissed as a member upon a final determination of such. Any current member being charged with a criminal act resulting from cruelty, neglect, and/or abandonment of animals shall have such membership suspended, and all entitlements of such membership suspended during the pendency of any such action. Membership may be

reinstated with full entitlement upon a finding that such charges were unfounded by the appropriate government agency involved or as a result of a court's judgment, upon the Board being notified by the member.

5. All voting members, in good standing with the organization and current with their dues, shall be entitled to cast one vote at any general meeting of the organization for the purposes of all motions, and/or elections properly before the organization.
6. The organization shall keep a written roll of membership, indicating the desire of such person to become a member, and the approval thereof by the Board of Trustees. Such writing shall include a request to become a member, the date thereof, a notation as to the approval by the Board of Trustees of such membership, and the date of such approval. Voting Members dues amounts are as follows:
  - a. A member (ages 18-59) will pay \$100.00 annually.
  - b. Each additional member per same household (age 18-59) will pay \$75.00 annually.
  - c. Senior Member (ages 60 and older) will pay \$50.00 annually.
7. Within fifteen (15) days after the 2008 annual meeting, the Treasurer shall send notice to all members in good standing of membership dues owed to Under My Wing Avian Refuge for 2008. Payment will be due no later than forty-five (45) days after the 2008 annual meeting. If unpaid by December 31, 2008, member will be considered delinquent and shall be automatically removed from the membership role.
8. Each year, no later than December 1, the Treasurer shall send notice to all members in good standing of membership dues which are owed to Under My Wing Avian Refuge. These dues will cover the twelve (12) month period of January 1 to December 31 of the following year and will be due no later than January 31 of the year covered.
9. New members added in a month other than January shall pay dues, if applicable, based on the month in which they submit their membership request. Dues will be assessed at 1/12<sup>th</sup> the annual rate times the number of months remaining in the year and shall be submitted with their membership request. If membership is not granted, said dues shall be returned.
10. Members who have not paid their dues by January 31 shall be considered delinquent and ineligible to vote on any matters put before the organization.
11. Any individual removed from the membership role for failure to pay dues who reapplies for membership must remit the full amount of the delinquent dues along with the current amount due, if applicable. Said dues will be returned if membership is not granted.
12. Additional related dues may be added at the discretion of the Board of Trustees.
13. The amount of the membership dues may be changed only by the membership at an annual meeting per the provisions set for in Article VII, Section 1.

#### ARTICLE IV MEETINGS

1. The annual membership meeting of this organization shall be held on the First day of February each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.
2. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.
3. Regular meetings of this organization shall be held at such time and place as shall be specified by the Board of Trustees except as limited herein.
4. The presence of not less than fifty 50% percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than eight weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.
5. Special meetings of the members may be called at any time by the Board of Trustees, voting to do so by majority, or by 25% of members qualified to vote, in good standing with the organization and current with their dues, upon their filing with the secretary of the organization a written request for the meeting, stating the purpose or purposes of the proposed meeting, and the date, time and place of which the meeting is to held. Special meetings for which written request is made shall be held not less than thirty days, no more than sixty days after of the request at the time and place requested, unless the Board of Trustees shall designate otherwise, with regard to the place and the time of the meeting, within the restrictions set forth herein.
6. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.
7. At each annual meeting, a quorum of 50% of all members in good standing with the organization and current with their dues shall be required to be in attendance to nominate and elect a Board of Trustees.
8. Membership, at the annual meeting, shall nominate candidates to vacancies on the Board of Trustees, upon motion and seconding of the motion. No vote to nominate shall be required, however, each nominee must indicate his or her willingness to serve at the time of the nominations, or if they are not present, by pre-written letter so indicating. The number of nominations shall be unlimited, provided that any such nominees shall be members in good standing, and shall indicate their willingness to serve. Elections shall be held, upon a determination that a quorum exists, and, said elections shall be held by secret written ballot except when the number of nominations do not exceed the vacancies to be filled. The Board of Trustees so elected shall consist of the six nominees receiving the most votes, whether or not such votes represent a majority of the electing membership. The Board of Trustees shall assume their duties immediately upon the close of the annual meeting, or earlier upon an appropriate motion made, seconded and passed by a majority of the members present.

## ARTICLE V ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

## ARTICLE VI BOARD OF DIRECTORS

1. At the first annual meeting after the adoption of these by-laws there shall be elected six members to the Board of Trustees.
2. Nominations for, and election to the Board shall be made as follows:
  - a. Two (2) Trustees to be elected for a one-year term;
  - b. Two (2) Trustees to be elected for a two-year term;
  - c. Two (2) Trustees to be elected for a three-year term.
3. At all annual meetings thereafter, elections to vacancies on the Board resulting from the expiration of term shall be for a three (3) year term.
4. Should a vacancy on the Board occur, resulting from any reason other than expiration of term, the remaining Trustees may elect to: A) leave such vacancy open until the next annual meeting, at which time the membership shall nominate and elect a Trustee to complete the original term; or B) appoint a member, otherwise eligible, to the position for the remainder of the original term.
5. A quorum necessary to conduct business of the Board of Trustees shall be two-thirds of the total number of Board members.
6. After each annual election, the Board of Trustees shall by agreement, or nomination and election within the Board, select a Chairman, *pro tem* and Secretary, *pro tem*, for the purposes of electing officers of the organization. This shall be their first order of business. Their second order of business shall be said election. Officers to be elected by the Board shall be President; Vice President; Recording Secretary; and Treasurer. Only members of the Board of Trustees shall be eligible for such offices. The Board of Trustees shall nominate such of their members for office, and no second shall be required, however, each Trustee so nominated shall indicate a willingness to serve as an officer pursuant to such nomination. Should more than one person be nominated for any office, a vote of the Board of Trustees, by written ballot shall be held. No majority for election shall be required, and the persons receiving the most votes from the Board of Trustees shall be elected to the office for which he or she was nominated. Tie votes for any officer's position shall be decided by a coin toss.

7. Should the office of President become vacant, for any reason, the Vice President shall automatically become the President of the organization; should any other office become vacant during the annual year, such vacancy shall be filled by a majority vote of the Board. All nominees for office shall acknowledge their willingness to comply with the duties of officers as set forth herein, and as may be otherwise required.
8. The initial meeting of the Board of Trustees, for the purposes of electing officers shall occur not more than fifteen days after the close of the annual meeting at which said Board of Trustees

#### ARTICLE VII DUTIES OF OFFICERS

1. The President shall preside over all meetings of the organization, the Board, and shall be *ex officio*, without vote, a member of all committees of the Board, shall deliver to the annual meeting of the members of the organization a comprehensive report of the program and policies followed by the Board in the preceding year, to include a valuation of the organizations objectives, goals, and programs in effect to achieve such objective and goals. The President shall have no vote at either a general meeting of the organization, or at any Trustee's meetings, except in the case of a tie amongst the voting members. Under such circumstances, the President may, and shall cast a deciding vote. A tie vote is defined as a situation in which any voting requiring a majority results in equal votes.
2. Vice President shall fulfill all functions of the President when the latter is incapacitated, unavailable, or for any reason cannot temporarily serve, and to become President and assume all such duties of the President should the presidency become vacant for any reason.
3. The Recording Secretary shall take and preserve minutes of all meetings of the members of the organization and of the Board, notify members and Trustees of annual, regular and special meetings, and perform other duties as assigned by the Board. The Secretary shall cause the minutes of all membership and board meetings to be published in a form which shall be made available upon request, to any and all members. The Secretary shall receive and report all correspondence to the Board or the appropriate committee, shall answer all correspondence unless otherwise directed by the Board, upon approval of response as authorized by the Board, and shall have custody of all files, records, and other documents and be responsible for their safekeeping, except where otherwise designated by the Board.
4. The Treasurer shall be responsible for receiving and depositing in a bank designated by the Board, all monies and securities, to disperse funds in accordance with the budget approved by the Board of Trustees, and to submit to the Board and to the annual meeting of the organization an annual report, audited by an independent accountant selected by the Board, or alternatively by a committee selected from the membership, of the income and expenditures of the organization for the preceding year, and of liabilities and assets. Upon approval of a majority of the Board members, any member other than the Treasurer shall be authorized to assist the Treasurer in these duties. The Treasurer shall establish a bank account or accounts as necessary, to include a checking account for the disbursement and payment of items as authorized by the Board of Trustees. Such checking account will be required to be a dual signature account, requiring the signature of the Treasurer, or authorized individual acting on behalf of the Treasurer, and such other officer as the Board of Trustees may designate. The Board of Trustees shall have full authority to add or delete any authorized signature, other than the Treasurer.

5. The Board of Trustees shall establish a schedule for the holding of general meetings and board meetings as it deems appropriate, other than the required meetings of the membership and the Board for the purpose of elections. The Board will be required, by and through the Secretary, to provide advance notice of all general meetings of members at least ten days in advance of the date set for the meeting, to the last known address of each member in good standing at the time such notice is sent, and that such notice shall note the date, time and location of such meeting. Such notice shall be in writing, however, need not be an exclusive notice of the meeting, but may be included in other correspondence, newsletters, announcements, or other documents as appropriate.
6. At any meeting of the organization, those members present, in good standing, current with their dues and in person shall have authority to transact all business that may come before the meeting. Voting by proxy shall not be permitted.

#### ARTICLE VIII AMENDMENTS

1. These Bylaws may be amended by the members at any annual meeting providing that a proposal to amend shall be submitted in writing to the Secretary with signatures of at least 25% of members in good standing with the organization and current with their dues, at least forty days prior to the annual meeting. The Secretary shall include the text of proposed amendments in the notice of the meeting.
2. Bylaws properly presented as set forth in Article VII, Section 1, shall be adopted or rejected by a simple majority of members voting.
3. The Board may from time-to-time establish standing rules applicable to the details of the administration of the organization, provided that such standing rules do not violate any bylaw, constitutional provision, corporation objective, law, or objective set forth in the purpose forehand listed of Under My Wing Avian Refuge, Inc.

#### ARTICLE VIII DISSOLUTION OF CORPORATION

The Under My Wing Avian Refuge., Inc. may be dissolved at any time by a vote of the Board, requiring a two-thirds approval. In the event of dissolution, whether voluntary, or by operation of the law, the property, proceeds thereof, assets of the corporation, shall not be distributed to any members of the organization but after payment of debts, all property and assets shall be donated to a similar charitable organization for the benefit of Exotic Bird selected by the Board members. Appropriate legal actions shall be required to complete the dissolution of the corporation, as may be required by any governmental agency and/or statutory requirement.