



# Center for Avian Adoption, Rescue, and Education

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## MEMBERSHIP APPLICATION

\_\_\_\_\_ New Application \_\_\_\_\_ Renewal Application

Date \_\_\_/\_\_\_/\_\_\_

NAME(s): \_\_\_\_\_

STREET ADDRESS: \_\_\_\_\_

CITY, STATE, ZIP: \_\_\_\_\_

TELEPHONE: HOME: \_\_\_\_\_ CELL: \_\_\_\_\_ WORK: \_\_\_\_\_

E-MAIL: \_\_\_\_\_

May we publish your contact information in our organization's directory of members? \_\_\_\_\_

Other organizations or societies you belong to: \_\_\_\_\_

Do you presently own birds? \_\_\_\_\_ Species: \_\_\_\_\_

Are you a hobbyist or breeder: \_\_\_\_\_

New member(s) indicate the functions you would be interested in volunteering for as a CAARE member:

- |  |  |
|--|--|
| <input type="checkbox"/> Fostering birds       | <input type="checkbox"/> Events committee      |
| <input type="checkbox"/> Adoption committee    | <input type="checkbox"/> Newsletter committee  |
| <input type="checkbox"/> Fundraising committee | <input type="checkbox"/> Education committee   |
| <input type="checkbox"/> Library committee     | <input type="checkbox"/> Hospitality Committee |

How did you hear about CAARE: \_\_\_\_\_

Annual Dues/Membership fee: \_\_\_\_\_ Single membership - \$25.00 (allows one vote) \_\_\_\_\_ Family membership - \$30.00 (allows two votes)

MEETINGS: Usually the third Sunday of every month with advance notice.

### CAARE MISSION STATEMENT:

To reach out and educate the public on the appropriate health care and general well-being of exotic birds;  
To find homes for unwanted and/or abused birds through our adoption program; and  
To provide a friendly and caring environment for members and guests to socialize and learn from one another.

I \_\_\_\_\_ have read and received a copy of CAARE Bylaws.

For CAARE use:

Received dues on: \_\_\_/\_\_\_/\_\_\_

Approved by: \_\_\_\_\_ Date: \_\_\_/\_\_\_/\_\_\_

Check number: \_\_\_\_\_ Cash: \_\_\_\_\_

## RELEASE FORM

I, the undersigned, acknowledge there are risks in visiting and/or handling exotic birds, including illness or injury to pets or myself and/or damage to my property.

I agree to release the Center for Avian Adoption, Rescue, and Education ("CAARE") from any liability in the event illness, injury, or property damage occurs as a result of my exposure to, fostering of, or adoption of CAARE birds.

I have read this Release and understand its terms. I acknowledge that this Release is legally binding.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Date

# CENTER FOR AVIAN ADOPTION, RESCUE, AND EDUCATION

## BYLAWS

### ARTICLE I.

#### Name

The name of the organization shall be Center for Avian Adoption, Rescue, and Education.

### ARTICLE II.

#### Purposes and Objectives

The purposes and objectives of the organization shall be:

1. To reach out and educate the public on the appropriate health care and general well-being of exotic birds;
2. To find homes for unwanted and abused birds through our adoption program; and
3. To provide a friendly and caring environment for members and guests to socialize and learn from one another.

### ARTICLE III.

#### Membership

Section 1. Eligibility. Any person interested in promoting the purposes and objectives of this corporation shall be eligible for membership upon approval of the Board of Directors and payment of the prescribed dues.

Section 2. Classifications. Membership classifications shall be:

- A. Individual (One vote)
- B. Family (Two votes)

Section 3. Cancellation. Any person's membership may be cancelled by a majority vote of the Board of directors at any regular or special meeting of the Board of Directors, or by failure to pay dues.

Section 4. Rights. All members shall have the right to attend all regular and special meetings. Any member may inspect all books and records of the corporation at any reasonable time. Members may request copies via email or may purchase copies at member's expense.

### ARTICLE IV.

#### Meetings of Members

Section 1. Annual Meetings. The regular meeting in October shall be known as the annual meeting for purposes of nominating and electing officers and directors. Such elected officers shall assume their duties January 1st.

Section 2. Regular Meetings. Regular meetings shall be held on the third Sunday of each month or at such other time as may be specified; the time and place as designated. All meetings will be open meetings and guests will be welcome.

Section 3. Special Meetings. Special meetings of the members of the Corporation may be called by the President or any two Directors.

Section 4. Notices. Notice of each regular meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting: verbally; by email to those members with an email address; in the newsletter of the corporation; and on the website of the corporation. In addition, notice of each special meeting of the members shall be given by regular mail to those members not having an email address.

Section 5. Quorum. At any previously announced meeting of the organization those members present shall constitute a quorum, and by simple majority shall pass on such business as comes before them.

### ARTICLE V.

#### BOARD OF DIRECTORS

Section 1. Governing Body. The control and management of the business affairs and activities of the corporation shall be vested in the Board of Directors (hereafter the "Board").

Section 2. Number of Directors. There shall be a minimum of four members of the Board.

Section 3. Election. The officers elected at the annual meeting in October shall also be deemed directors.

Section 4. Duties and Powers. The Board shall:

1. Conduct, manage, and control the affairs and business of the corporation, including the implementation of such rules and regulations, as they may deem best.
2. Establish the qualification of members and fix the amount of dues to be paid by the members and to control the dismissal and expulsion of members.
3. Approve and appoint members to such committees with such titles and duties as determined by the Board.

Section 5. Regular Meetings and Special. The Board shall meet for regular and/or special meetings at a time and place designated by the Board or on call of the President.

Section 6. Agenda. An agenda of all regular and/or special meetings of directors shall be prepared for each meeting.

Section 7. Quorum. A majority of the numbers of directors present shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 8. Notice. Oral or written notice of any regular or special meeting of the Board shall be given at least one (1) day prior to the meeting. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Attendance. Directors may participate in a meeting through use of conference telephone or similar communications, so long as all Directors participating in such meeting can hear one another. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting.

Section 10. Vacancies. The Board shall fill all vacancies in the Board occurring during the year, for whatever reason. The new director shall serve the unexpired term of the former director.

Section 11. Compensation. The directors as such shall not receive any salaries for their services.

Section 12. Reimbursement of Directors' Expenses. Directors may be reimbursed for reasonable expenses associated with travel, hotel, and transportation expenses on behalf of the corporation if the Board approves such reimbursement. The Board may deny any and all expenses.

## **ARTICLE VI.**

### **Officers**

Section 1. Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, whose election shall take place at the annual meeting held in October of each year.

Section 2. Term of Office. Each officer shall hold office until his successor shall have been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office shall be filled by the Board for the unexpired portion of the term.

Section 5. Powers and Duties:

President – The President shall be the principal executive officer of the corporation. The President shall preside at all meetings of the Board. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board, any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws or in statute to some other officer or agent of the corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time, and shall supervise the day-to-day management of the corporation. The President shall appoint all committee chairpersons.

Vice-President – In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Secretary – The Secretary shall keep and maintain, or cause to be kept and maintained, the minutes of the meetings of the Board of Directors in one or more corporate books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required

by law; be custodian of the corporate records; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

Treasurer – The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the business transactions of the Corporation. The book account shall at all times be open to inspection by any Director. The Treasurer shall promptly deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation, with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation or cause the same to be disbursed, as may be ordered by the Board of Directors, and shall render, or cause to be rendered, to the President and Directors upon request, an accounting of all transactions as Treasurer and of the financial conditions of the Corporation. The Treasurer shall present to the Board of Directors, at each regular meeting thereof, a monthly operating statement and report of any and all purchases and sales made by and on behalf of the Corporation since the last preceding meeting of the board. The Treasurer shall also have such other powers or duties as may be prescribed by the Board.

## **ARTICLE VII.**

### **Committees**

Section 1. Standing Committees. The following Standing Committees are designated by these Bylaws to assist the Board in the management of the corporation. The Standing Committees shall have and exercise the authority of the Board but shall not operate to relieve the Board or any individual Director of any responsibility imposed by North Dakota law. The Standing Committee shall consist of at least one or more Directors and may consist of general members of the Corporation. The Standing Committees are designated as follows:

Executive – The Executive committee shall consist of the President of the Board, the Vice President, the Secretary, the Treasurer, the immediate Past President, and such other members as are appointed by the President of the Board. It shall exercise the authority of the Board between Board meetings, except it may not amend the Bylaws. Its actions shall be subject to ratification by the Board.

Nominating and Membership – the Nominating and Membership Committee shall be appointed by the President of the Board. Duties shall include the selection of a slate of nominees to serve as officers and directors for the ensuing year and the selection of a slate of nominees to become officers and directors, the active solicitation of new members, and maintaining a list of current Directors and members.

Publicity – The Publicity Committee shall be appointed by the President of the Board. Duties shall include the promotion of the corporation through the use of news media or any other means available for promotion.

Fund Raising – The Fund Raising Committee shall be appointed by the President of the Board. Duties shall include acquiring funds through contributions, events, grants, bequests, or other means to assist in funding the corporation.

Volunteer and Education – The Volunteer and Education Committee shall be appointed by the President of the Board. Duties shall include the formation and operation of a volunteer program and the promotion and organization of educational presentations and events to schools and other groups.

Adoption Committee – The Adoption Committee shall be appointed by the President of the Board. The Adoption Committee shall be notified of all pending adoptions, and shall review and consider adoption applications received by more than one party for the same adoptive bird(s) for determination of adoption placement.

Other Committees – Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by its President or by the Board. The members of each such committee shall be appointed by the President or the Board.

Section 2. Term of Office. Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the President.

Section 3. Chairperson/Directors. The President shall appoint the Chairperson of each committee from the Board of Directors and shall appoint all Directors to at least one Committee.

Section 4. Membership of Committees. The President shall appoint the members of each Committee.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6 – Quorum. Unless otherwise provided in the resolution of the Board designating a committee, the Chairperson and one (1) other committee member constitute a quorum and the act of a majority of the committee present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE VIII.**

### **Affiliations**

The corporation may from time to time enter into such affiliation arrangements with other corporations, associations, and organizations as the Board may deem appropriate to the purposes and objectives of the corporation.

## ARTICLE IX.

### Contracts, Funds, and Bank Arrangements

Section 1. Contracts. All contracts must be approved by the Executive Committee and ratified at a regular or special meeting of the Board. Once approved, the President and one other officer shall sign all contracts on behalf of the corporation.

Section 2. Bank Arrangements. The Board shall have authority to designate a bank to account for, receive, and disburse any and all funds of the corporation and to provide the necessary bookkeeping and accounting procedures therefore. The Board may change the bank at its discretion. The funds of the corporation shall be disbursed by check, which must be signed by an authorized officer, or by check card, which must be signed by an authorized officer.

Section 3. Gifts. The Board may accept on behalf of the corporation any sponsorship, contribution, gift, bequest, or devise for any purpose of the corporation. All premiums, gratuities, gifts, or other items of value offered to or received by any Director shall become the property of the corporation unless otherwise approved by a majority vote of the Board.

## ARTICLE X.

### Fiscal Year, Books, and Records

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January in each year and end on the last day of December in each year.

Section 2. Accounting. The Corporation shall keep correct and complete books and records of account in accordance with generally accepted account procedures as approved by the Board.

Section 3. Financial Statement. A financial statement, in a form approved by the Board, shall be prepared and distributed to the Board with the agenda for regular Board meetings.

Section 4. Audit. An annual audit of the books and records of the corporation shall be made only upon the direction of the Board of Directors.

Section 5. Minutes. Minutes of all meetings will be maintained and kept on file as part of the permanent records of the Corporation. An officer of the Board shall sign all minutes of meetings by the Board.

## ARTICLE XI.

### Waiver of Notice

Whenever any notice is required to be given under the provisions of the North Dakota Nonprofit Corporation Act or under the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XII.

### Indemnification

Section 1. Definitions. As used in this Article, the following definitions shall apply:

1.1 Agent. The term "agent" includes any person who is or was Director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise.

1.2 Expenses. The term "expenses" includes attorney's fees.

1.3 Proceeding. The term "proceeding" includes any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative.

Section 2. Actions Other Than By Corporation. At the discretion of the Board, this Corporation may indemnify any person who was or is a party or is threatened to be made a part to any proceedings, other than an action by or in the right of this Corporation, by reason of the fact that he is or was an agent, against expenses, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent does not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 3. Actions by The Corporation. At the discretion of the Board, this Corporation may indemnify any person who was or is threatened to be made a party to any proceeding by or in the right of this Corporation to procure a judgment in its favor by reason of the fact that he is or was an agent, against expenses actually and reasonably incurred by him in connection with the defense or settlement of such proceeding if he acted in good faith and in a

manner he reasonably believed to be in or not opposed to the best interest of this Corporation, and except that no indemnification may be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to this Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the court deems proper.

Section 5. Advance of Expenses. Any expenses incurred by an officer or Director in defending a proceeding may be paid by this Corporation in advance of the final disposition of the proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by this Corporation as authorized by this Article. Expenses incurred by other employees and agents may be similarly paid upon such terms and conditions, if any, as the Board deems appropriate.

Section 6. Nonexclusive Right. The indemnification provided by this article is not exclusive of any other rights to which those seeking indemnification may be entitled under these Bylaws, agreement, vote of disinterested Directors or otherwise, both as to action in the person's official capacity while holding such office, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 7. Insurance. At the discretion of the Board, the Corporation may purchase and maintain insurance on behalf of any person who is or was an agent against any liability asserted against the agent and incurred by the agent in any such capacity, or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against such liability under this article.

### **ARTICLE XIII.**

#### **Robert's Rules of Order**

All Board and committee meetings may be conducted in accordance with The New Robert's Rules of Order and in the event of dispute, The New Robert's Rules of Order shall prevail.

### **ARTICLE XIV.**

#### **Gender**

Where, in this document, any of the pronouns or relative words used in the masculine or feminine form shall, in application, refer to persons or either gender.

### **ARTICLE XV.**

#### **Amendment of Bylaws**

Bylaws may be amended, changed, or repealed at a regular meeting of the organization by a two-thirds vote of members present and voting, provided that notice of the proposed amendment, change, or repeal has been given at a previous meeting or that each member has been given written notice by mail or e-mail prior to the meeting.

### **ARTICLE XVI.**

#### **Private Inurement**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The above Bylaws are adopted as the official Bylaws of the Center for Avian Adoption, Rescue, and Education this 23rd day of April, 2006.

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LOIS E. NOVACEK,  
President of the Board of Directors