

Bylaws
of
STAR – St. Louis Avian Rescue, Inc.
A Not for Profit Corporation

Article I

Offices

The principal office of the corporation in the State of Missouri shall be located in the St. Louis, Missouri area. The corporation may have such other offices, either within or without the State of Missouri, as the business of the corporation may require from time to time.

The registered office of the corporation required by The General Not for Profit Corporations Law of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II

Members and Committees

Section 1. Members. The Corporation will have, at minimum, 5 members of Committees of which include the President, Secretary, Treasurer, and all Board of Directors. Members shall be added at any Board of Directors meeting, Special meeting, or due to informal action in which the Committee Chair onboards.

Section 2. Committees. The Corporation shall have a minimum of three Committees. The required committees are defined as: (a) Executive Committee – oversees that bylaws, policies and procedures are updated annually or as needed and mediates any and all issues in between Board of Director meetings with the Committee Chair being the President; (b) Internal Committee – handles internal procedures such as human resources, financials, and compliance for written policies and procedures; (c) External Committee – leads large scale annual fundraising event and large scale community outreach programs within the

Corporation. The Committee Chair for the Internal and External Committees are determined at the January Board of Directors meeting.

Additional committees may be added at the discretion of the Board of Directors as the need arises. These additional committees may be dissolved when annual goals have been met and there are no apparent additional goals required in that particular area. A majority vote by the Board of Directors is required to create or dissolve an additional committee but may be proposed by any Director at any annual or special meeting.

Article III

Directors

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors and Executive Director. All directors must manage the Corporation with integrity by actions that align with the overall mission statement and must be in good faith.

Section 2. Number, Election and Term. The Board of Directors shall, unless and until otherwise provided by action duly taken by a majority of the corporation's directors, consist of five persons, where at least two of whom shall be elected each year at the annual meeting of directors by a majority of the directors then holding office. Each such director shall be elected for a term of two years, and each such director shall hold office until their successor shall have been duly elected and qualified, or until their death, or until they shall resign or be removed. The Executive Director shall be elected by the majority of the Board of Directors holding office for a term of 2 years and shall hold office until their successor has been duly elected and qualified, or until their death, or until they shall resign or be removed.

Section 3. Removal. Directors may be removed from office at a meeting of directors called expressly for that purpose. Such meeting shall be held at the registered office or principal business office of the corporation in the State of Missouri or in the city or county in Missouri in which the principal business office of the corporation is located or a virtual meeting in which the majority of parties are present via webcam. The vote of a majority of the directors then holding office and qualified to vote shall be required to remove a director from office.

Section 4. Resignations. All resignations shall be made in writing to the President of the Corporation.

Section 5. Annual Meetings. The annual meeting of the Board of Directors shall be held at the hour of 4:00 p.m. On the second Saturday in the month of January in each year beginning in the year 2023 for the purpose of electing directors and for the purpose of transacting such other business as may come before the meeting. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Missouri, for the holding of additional regular meetings with notice of such resolution to be delivered or mailed (emailed) to all directors. Quarterly meetings will be held every 4 months, with the first (Quarter 1) being the annual January meeting. A total of 4 quarterly meetings will be held annually.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Executive Director of the corporation, or any member of the Board of Directors. Special meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place as may be unanimously agreed upon by the directors, including a virtual meeting where the majority of the parties are present via webcam.

Section 7. Notice. Written notice of any special meeting shall be delivered personally to each director, or shall be sent by mail addressed to, or email sent to, such director's address. Three business days' notice shall be given if notice is sent by mail, and one business day notice shall be given if the notice is delivered personally or sent by STAR email; provided, however, that if the designated meeting place is without the State of Missouri, an additional one-day notice shall be given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereupon prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is sent to the recipient. 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 such 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, provided that if less than a quorum of the Board of Directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board of Directors.

Section 10. Vacancies. In case of the death or resignation or disqualification of one or more of the directors, a majority of the surviving or remaining directors, even if such surviving or remaining directors constitute less than a quorum of the entire authorized Board of Directors, may fill such a vacancy or vacancies until the successor or successors are elected at the next annual meeting of the directors. The corporation's Executive Director may substitute any spot on the Board of Directors if a vacancy should arise.

Section 11. Compensation. No director shall receive any salary or other compensation for services rendered as a director, provided, however, that by resolution of the Board of Directors the directors may be reimbursed their expenses, if any, of attendance at each meeting of the Board.

Section 12. Informal Action by Directors. Any action required or permitted to be taken at any regular or special meeting of the Board of Directors duly called upon proper notice, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 13. Indemnification. Provided the director complies with the standard of care as stated in section 3.1, the Corporation shall indemnify any director made a party to a proceeding, brought or threatened, as a consequence of the director acting in their official capacity. In the event a director is entitled to indemnification by the Corporation, the director shall be indemnified or compensated for reasonable expenses incurred as a consequence of being connected to the Corporation and serving in good faith on its behalf.

Article IV

Officers

Section 1. Number. The officers of the corporation shall be a President, a Treasurer, Secretary, and such Assistant Treasurers, Assistant Secretaries, Executive Director, or other officers, if any, as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors, with the Treasurer, Secretary, and

President elected at a meeting held immediately after each annual meeting of directors, excluding the Executive Director. All Officers must be Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies in any office may be filled, or new offices may be created and filled, at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term or by the Executive Director.

Section 5. President. The President of the Board shall be the principal executive officer of the corporation and shall: (a) have charge of all Board of Director Meetings, including Special Meetings; (b) create the agenda for all formal meetings; (c) onboard and manage all present and future Board of Directors; (d) act as the Committee Chair for the Executive Committee; (e) Conduct a formal, annual internal performance evaluation of the Executive Director.

Section 6. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President and other members of the Board of Directors, including a financial review and finalized budget at the January annual Board of Directors meeting. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Director's meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws

or as required by law; (c) be custodian of the corporate records and, if applicable, of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or other members of the Board of Directors.

Section 8. Executive Director. The Executive Director is the executive overseer of day-to-day operations within the corporation and shall in general supervise and control all the business and affairs of the corporation within the provided policies and procedures as directed by the Board of Directors. They may sign, with the President, Secretary, Treasurer or any other proper officer thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. Assistant Treasurers and Assistant Secretaries, if any, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors. Any Assistant Treasurers shall, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

Section 10. Salaries. No Officer will receive compensation in the form of a Salary.

Article V

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a

resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of the indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article VI

Fiscal Year

The fiscal year of the corporation shall be established from time to time by the resolution of the Board of Directors of the corporation.

Article VII

Waiver of Notice

Whenever any notice is less than required to be given under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of The General Not For Profit Corporation Law of Missouri, 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 VIII

Seal

The Corporation shall not have a seal.

Article IX

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the

Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

Article X

Amendments

The Board of Directors shall have the power to make, amend, and repeal additional and supplementary bylaws, and amend and repeal these bylaws, at any regular or special meeting thereof, and notice of any such proposed additional or supplementary bylaws, or the proposed repeal or amendment of any bylaw need not be included in the call of said meeting. Any amendment or repeal of these bylaws so made by the Board of Directors may, unless otherwise expressly provided in the Articles of Incorporation, be amended, repealed or the former bylaw reinstated. An annual review of the Bylaws will occur at the first Quarterly Board of Directors meeting in January. If necessary, amendments will take place at the second quarterly meeting of the Board of Directors by a majority of vote.