



BYLAWS OF THE "WILD ANIMAL RESCUE NETWORK"

Article I - EXECUTIVE BOARD

Section 1. Members of the Executive Board

The Executive Board shall be reflective of the Association's demographics, with at least three (3) different member countries. Executive Board members serve terms of two (2) years from their election. On expiry of the office, the member may stand for re-election for a second consecutive term.

Section 2 .Qualifications

The Executive Board must be voting members of WARN for at least two (2) years at the time of election. Only individuals with good repute shall be eligible for nomination and office in the Executive Board.

Section 3. Terms of Office

Terms of office for each elected member of the Executive Board shall consist of two (2) years respectively. These terms shall be understood to begin and end at the conclusion of the applicable Annual Business Meeting during the General Assembly. The Executive Board may only run for two (2) terms consecutively. At the end of each term, the Executive Board must resign and a new Executive Board elected. Previous Executive Board members may run for re-election after a hiatus of two (2) years.

Section 4. Vacancies

In the event of death, permanent disability, resignation, or other causes that prematurely vacates the office of President, the Vice-President becomes President. Persons filling other vacancies resulting from premature termination of the incumbents' terms of office must be elected by a majority vote of the Executive Board. The Executive Board will notify the membership of any vacancy and call for nominations. The replacement member will serve out the remaining term in of the vacated office. The Executive Board's selection must be ratified at the first meeting of the General Assembly following the selection. Time accrued on filling in a vacant position does not constitute serving a term.

Section 5. Non Attendance

Any member not attending the Executive Board meeting shall notify the President at least four (4) weeks prior to the meeting.

Section 6. Nomination of New Members to the Executive Board

Nominations of candidates for the Executive Board shall be made to the current Board by written support of two (2) different eligible voting members, together with the written consent of the candidate.

All nominees must represent members institutions that have been active in WARN for two (2) years or more at the time of election. The Executive Board shall notify the candidates of their selection.

The Board shall secure from each selected candidate a letter stating that he/she may serve, if elected, and carry out the duties of the office.

Article II - COMMITTEES

Section 1. Guidelines and General Requirements

The Executive Board, may form committees for the purpose of addressing specific issues and to satisfy the objectives of WARN. The size, term and chairperson of such committees shall be determined by the Executive Board. Chairmen of all committees must be official representatives of WARN voting members.

Unless otherwise indicated in the Constitution or Bylaws, the committee will function in accordance with rules and regulations set forth by the Executive Board. Their work is subject to the approval of the Executive Board.

Section 2. Advisors and Assistant

The President may nominate such Advisors or Assistants with the unanimous approval by the Board as he/she deems necessary to assist in carrying out the objectives of WARN.

Article III - VOTING AND ELECTIONS

Section 1. Voting Members

- a) Voting members shall be those who officially represent Ordinary Institutional members pursuant to the rules of membership as defined in Article V, Sections 2 and 3. The principle of one (1) country/territory one

vote shall apply.

- b) Block voting - In the event that there are several Ordinary Institutional Members from one country attending the ABM, their total vote (direct votes and proxy votes) shall add up to one (1).
- c) Individual Voting or Voting according to conscience - In the event that one or more country members decide not to Block Vote as a country/territory, their direct vote or proxy vote shall count as a proportion of the number of votes cast for the country/territory concerned. In all events, the sum of the vote shall add up to one (1) for any one country/territory

Section 2. Election of Executive Board Members

The Executive Board shall notify the candidates of their selection, and shall secure from each candidate a letter stating that he/she may serve, if elected, and carry out the duties of the office, including attendance at Executive Board meetings, as appropriate, and at the Annual General Meeting of the membership.

Elections of Executive Board members shall be by secret ballot of eligible voting members (see ARTICLE V, Sections 2-5) at a General Assembly during the Annual Business Meeting. All members of the Executive Board must be approved by a majority of the voting members.

Section 3. Resolutions

Resolutions affecting the entire membership must be presented in writing to the Executive Board who will prepare it for debate and vote during the next Business Meeting of the General Assembly.

Approval by a majority of eligible voting members attending such a meeting and/or casting a mail ballot shall be necessary for adoption of resolution. These resolutions shall be binding upon all members in all classifications, effective upon official publication by the WARN Executive Board.

Section 4. Motions

During the Business Meeting, a voting member of the delegation may move an agenda or other items, for approval. This shall be accomplished through a motion and a second to accept or approve, followed by a majority vote for approval (see Article III Section 1). For contentious issues, space and time must be made for reasonable debate by the General Assembly, in which case, the President or in his absence, the Vice President shall act as parliamentary Speaker during the debate.

Section 5. Amendments to the Bylaw

Any amendments to the WARN Bylaws should be made following Article VIII of these Bylaws.

Article IV – MEETINGS

Section 1. Annual Business Meeting

WARN shall regularly hold one Annual Business Meeting for the members during each calendar year. The ABM should include the General Assembly, scientific sessions, administrative sessions as needed, and other appropriate items. The purpose of the Annual Meeting shall be to share information, promote cooperation among members, accept the reports of committees and subcommittees, approve the financial statements and budget of WARN, and to conduct other business as required. The official language of the ABM shall be English.

Non-members may be invited by the Executive Board to attend WARN's ABM as observers. Observers may attend all sessions except Administrative, and participate in discussions. They are not entitled to a vote and shall not be considered when determining a quorum.

Section 2. Executive Board and Other Meetings

The Executive Board shall meet at least annually or whenever necessary to consider adoption of the annual budget, reports, and recommendations of committees, and other appropriate business. A special meeting may be called by the President upon his own judgment of necessity. Notice of thirty (30) days in advance shall be required for such special meetings.

Section 3. Quorum

A quorum shall be a simple majority of eligible voting members.

Section 4. Conduct of Meeting

All meetings of the membership shall be conducted according to the rules and regulations as established by the WARN Bylaws.

Article V - MEMBERSHIP CATEGORIES AND QUALIFICATIONS

Section 1. General Requirements

Any person, institution, society or related organization, properly nominated and

willing to abide by the Constitution and Bylaws and all other rules and regulations of WARN, may be elected to WARN membership provided they meet the requirements set forth in the various sections of this Article V. The Executive Board shall assume the responsibility of reviewing applications for membership. Failure to satisfy or adhere to the WARN Constitution and Bylaws, Code of Ethics and all other rules and regulations shall be sufficient cause for suspension or denial of membership. There is also a reasonable expectation that voting Member representatives will have the ability to attend ABM.

Section 2. Ordinary Institutional Members

Ordinary Institutional members shall be East and South East Asian Wildlife Rescue and Rehabilitation centers, as defined under Article I of the WARN Constitution. They shall further be defined as having as their primary business: (1) Wildlife rescue, rehabilitation and release; (2) Only a full time, paid staff of the institution may serve as its official representative.

Section 3. Associate Members

Associate members shall be persons (Individual Associate member) or institutions (institutional Associate member) who support the purpose, principles and objectives of WARN (as listed in Articles II and IV of the WARN Constitution). There is no geographic restriction on Associate membership. The official representative of an Associate member may attend the ABM and participate in discussions. Associate members may not be represented on the Executive Board, but may serve in committees. They have no voting rights and shall not be considered when determining a quorum.

Section 4. Honorary Members

Honorary members shall be persons who by reason of their interest in and service to WARN have substantially promoted the goals for which WARN was formed, as stated in the Constitution. Candidates for Honorary membership shall be nominated by the Executive Board and endorsed by the General Assembly at the ABM. The Honorary member may attend the Annual Meeting and participate in discussions. Honorary members may not be represented on the Executive Board, but may serve in committees. They have no voting rights and shall not be considered when determining a quorum.

Section 5. Membership Process

An Institution desiring Ordinary Institutional Membership in WARN must first be proposed as a candidate (in writing) to the Executive Board by at least two voting members who are preferably from that country or region. Sponsors are not required for candidates applying for Associate membership. The candidates are required to submit the completed membership application form (obtainable on the WARN website, or from the Secretary), with appropriate information and associated materials listed in Article V Section 7 of these Bylaws, to the Executive

Board. The Executive Board will review the documentation for compliance with WARN's membership requirements. If approved by a majority of the Executive Board, the candidate will be invited to attend the next ABM as an observer. Following the ABM, the candidate will be voted upon by the WARN membership through the election process as defined in Article VII, Section 2 of these Bylaws.

Candidates failing Board approval shall be so notified by the Secretary of the Executive Board. A denied candidate may not be proposed or reapply for membership for a period of one year. A denied candidate may, however, appeal once in writing to the WARN's Executive Board for reconsideration.

Article VI - MEMBERSHIP FEES

Section 1. Membership Fees

Annual membership fees shall be established by the Executive Board for each membership classification. The Executive Board will review fees annually, and adjust them when required. Members or potential members may petition the Executive Board to adjust stipulated membership fees. The Executive Board will review such petitions, and, on a case by case basis, at the Executive Board's own discretion, approve, modify, or reject such petitions.

Section 2. Payment of Fee

Membership fees are due annually, payable on the first day of the ABM.

Members who are in arrears of 90 days will be reminded by the Executive Board . After thirty (30) days members will be liable for suspension or have their membership terminated by the Executive Board.

Article VII- SUSPENSION AND EXPULSION OF MEMBERS BY THE EXECUTIVE BOARD

Upon the written recommendation by members of the Executive Board, or a written concern submitted to the President by any Member regarding an ethics violation, the Executive Board may, for cause, suspend, or terminate any membership in any categories. Such action requires a simple majority vote of the Executive Board. Cause shall be failure to satisfy Article V Sections 1, and Article VI, Section 2 of these Bylaws.

Such members shall be notified of the charges by certified mail to the last recorded address at least thirty (30) days before the next Executive Board meeting. The notification shall include the time and place of the Executive Board meeting. The member shall have the opportunity to appeal in writing to the WARN Board, or appear in person and / or representation to present his / her

defense of the charges before any formal action is taken by the Executive Board. The member shall be classified as "suspended" during any process of appeal. Failing or waiving the right of appeal shall cause the Board to notify the membership of the expulsion.

Article VIII - AMENDMENTS TO THE CONSTITUTION & BYLAWS

The Association's Constitution & Bylaws may from time to time be amended. The Constitution and Bylaws Committee shall submit proposed amendments or revisions to the Executive Board for approval. In addition, proposed amendments may be submitted to the Executive Board by a petition signed by at least ten (10) percent of the number of voting members as of 31 December of the preceding year. Amendments submitted by petition do not require the approval of the Executive Board, but must be submitted at least ninety (90) days prior to the next ABM. The Executive Board shall cause all approved, proposed amendments or revisions and all proposed amendments submitted by petition to be submitted for vote to the General Assembly at its next gathering. Two third majorities of those voting approve such a proposal; it shall become effective as an amendment to the Bylaws.

Article IX - Parliamentary Procedure

The Executive Board shall be the final authority in interpretations of the Constitution, Bylaws, and other rules of WARN.

Approved and Adopted by the General Assembly:

November 2011 at Petchaburi, Thailand