**AMENDED AND RESTATED**

**BY-LAWS**

**OF THE**

**Legislative Rights for Parrots**

**A Nevada Non-Profit Corporation**

**ARTICLE I**

**PRINCIPAL OFFICE**

The principal office and place of business of the Legislative Rights for Parrots (LRP) shall be at Fernley, Nevada, and will provide a home front for the online communications and approval of marketing publications with key stakeholders across the United States and the board. Board Members are located in various states within the United States. The board may agree for the relocation of Legislative Rights for Parrots if needed.

**ARTICLE II**

**PURPOSE, POWERS, FUNCTIONS AND DISSOLUTION**

**Section 1. General Statement of Purpose**

Legislative Rights for

parrots is a Nevada private, non-profit corporation created for legislative purposes and for the advancement of laws for not only parrots but all non-agricultural pets. Our purpose is to improve laws that protect animals and people who seek to protect animals. Our goal is to improve laws aimed at rescues, breeders and pet shops for the betterment of animal welfare.

**Section 2. Powers**

Legislative Rights for Parrots may exercise the following powers:

a) Engage in any activity, consistent with Federal, State and local laws and its Articles of Incorporation, including, without limitation, to raise revenue, incur debt, and procure and receive grants, gifts, and donations in order to obtain funds and assets with which to fulfill its goals subject to the following:

1. No part of the net earnings of LRP shall inure to the benefit of or be distributable to any Member, director, officer, or private persons, except that LRP may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the t purposes for which it was formed.
2. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of LRP shall be signed by an officer of the Board, or his or her designee as directed by the Board, in such manner as shall from time to time be determined by resolution of the Board.

b) Have succession by its name for the period limited in its Articles of Incorporation, and when no period is limited, perpetually, or until it is dissolved, and its affairs are wound up according to law;

c) Sue and be sued in any court of law or equity;

d) Make contracts, legal documents or other binding agreements. All contracts, or other legal document or agreements shall be signed by an officer of the Board, or his or her designee as directed by the Board, in such manner as shall from time to time be determined by resolution of the Board.

e) Hold, own, purchase and convey real and personal property and mortgage or lease any such real and personal property with its franchises. The power to own and hold real and personal property includes the power to receive the property by gift, devise or bequest in this State, or in any other state, territory or country;

f) Make donations for the public welfare or for community funds, to any hospital, or to any organization or entity for any charitable, educational, scientific, civil, religious or similar purposes;

g) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

h) Participate with others in any partnership, joint venture or other association, transaction or arrangement of any kind, whether or not such participation involves sharing or delegation of control with or to others; and

i) Wind up and dissolve itself, or be wound up or dissolved, in the manner set forth in these By-Laws and applicable state and federal law.

Notwithstanding any other provisions of these Bylaws, CSA shall not carry on any other activities or functions not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Code.

**Section 3. Functions**

In order to accomplish LRPs mission, the primary functions of LRP will be to plan, mobilize necessary resources to amend antiquated animal cruelty laws that support parrots, dogs and cats as well as other non-agricultural pets. While our scope covers many types of pets, our focus is betterment for parrots. Any legislative changes that can support parrots and also supports inclusion of other pets will be highly considered and included whenever possible.. Our functions cover the following areas:

a) To establish communication with political figures supporting our legislative efforts;

b) To establish networks and support that benefit the animals we support such as involvement with reputable breeders, rescues, pet stores, and animal shelters;

c) To provide free advice and follow-up with owners to improve the animal’s living environment;

d) To educate and find resources for emergency assistance to meet immediate and urgent needs;

f) To remove obstacles and solve problems which block the achievement of self-sufficiency supporting the owner to keep the pet in the home as deemed possible;

g) To gain access to and make efficient use of other assistance programs and agencies available to meet their needs; and

h) To advance civic, economic, urban and rural activities and interests for proper care and health of pets.

**Section 4. Dissolution/Winding Up**

a) Dissolution and winding up of LRP shall be done in accordance with applicable state and federal law.

b) Upon the winding up and dissolution of LRP, the last current Board will have the obligation of determining the distribution of assets. After paying or adequately providing for the debts and obligations of LRP, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Code.

**ARTICLE III**

**BOARD OF DIRECTORS**

**Section 1.** **Members and Composition**

a) The Membership of LRP shall consist of a Board of Directors of five (5) to fifteen (15) persons (hereafter referred to as Members (collectively, as “Members” or individually, as “Member”).

b) The Board shall be composed as follows:

1. Three to five (3-5) Members shall consist of volunteer positions covering any state within the United States. The terms for each board Member lasts no more than three (3) years unless the other Board Members agree by a 2/3rds vote that Membership may continue for another year.

2. Should interest expand to additional states not represented by the original five board members, each state may allow up to two Board Members for representation up to a total of fifteen (15) persons on the board.

3. If there is a continued interest for legislative support in additional states beyond the 15 Members on the Board, areas of interest will be divided divisionally for representation and support by the 15 board members. Board members will be assigned additional state representatives working with LRP.

c) The Board shall adopt procedures and guidelines to ensure that the Members are truly representatives of the category to which they were appointed and that the procedures and guidelines are designed to ensure proper representation for each of the established categories.

d) The Board shall not be required to accept the appointment of a Member whose selection was not in accordance with the duly adopted procedures.

g) The Executive Committee, in making recommendations to the Board, and the Board, in electing the representatives for all areas,pursuant to Section 2, will consider the need for special skills held by each applicant , including, but not limited to skills in marketing, finance, human resources, and the law.

**Section 4.** **Term of Office**

The term of office for each Member shall be three (3) years. A term shall commence at the conclusion of the annual meeting at which the Member(s) is elected. In each case, a Member shall continue to serve until their successor is elected.

**Section 5.** **Vacancies and Removal**

a) Whenever any vacancy shall occur on the Board by death, resignation, removal, increase in the number of Members on the Board or otherwise, the vacancy shall be filled by the affirmative vote of the majority of the remaining Members. A Member elected to fill a vacancy shall serve for the unexpired term of his/her predecessor. Any Member elected to fill a vacancy on the Board shall be selected from the same area of representation as their predecessor.

b) Resignation from the Board must be in writing and received by the Secretary of the Board.

c) Upon receipt of recommendation by any Member for removal of another Member, the other Members will review the information, and a determination will be made as to whether a Member will be removed. Removal from the Board, with or without cause, requires a two-thirds (2/3) vote by the remaining Members.

**ARTICLE IV**

**MEETINGS OF THE BOARD**

**Section 1.** **Regular Meetings**

a) The Annual Meeting shall be in April of each year.

b) Regular meetings of the Board shall be held at least every other month whereby two-thirds of the board will be present.

c) The agenda of the meeting and minutes of the previous meeting shall be sent to each Member not less than three (3) days prior to the meeting***.***

**Section 2.** **Special Meetings**

Special meetings of the Board may be called at any time by the Chairperson or upon written request by two-thirds of the Members. Notice of the time, place and purpose of every special meeting shall be given to each Member by Facebook Private-Messaging or Email at least four (4) days prior to the meeting.

**Section 3.**  **General Rules for All Meetings**

a) A majority of the Members shall constitute a quorum. If a quorum of the Board is not present at a regular or special Board meeting, a quorum of the Executive Committee is empowered to enact those items of business on which action is mandatory before the date of the next regular or special meeting.

b) Except as otherwise specifically provided by these By-Laws, the vote of a majority of the quorum present at the meeting shall constitute the official action of the Board.

c) Voting by proxy shall not be permitted. The minutes of all meetings of the Board shall include a record of all motions and whether the motion passed or failed.

d) No Member shall receive any compensation for serving as a Member. However, CSA may reimburse any Member for reasonable expenses incurred in connection with service on the Board when such services and expenses have been authorized by the Board, for example, traveling to an event to represent the Board.

e) The minutes of all Board meetings shall be made available to the public upon request for inspection at the Administrative Offices of LRP.

f) The Board may close any meeting, or portion thereof, to the public for the purpose of considering personnel matters and advice or communication from LRP’'s legal counsel.

g) Participation in Board meetings, including voting, may be permitted by telephone or other remote methods as permitted by technology. If a Member is going to participate by telephone or other remote means the Member should inform the Secretary of the Board or President as soon as possible before the meeting. The vote will be formally ratified at the next board meeting.

**Section 4. Attendance**

a) A board-attendance problem occurs if the Member has two or more un-notified, but excused absences in a row. “Un-notified” means the Member did not call ahead to a reasonable contact LRP before the upcoming meeting to indicate his or her absence from the upcoming meeting, or if the Member has 3 or more un-notified, but excused absences during a one-year period.

b) If a board-attendance problem exists regarding a Member, the Chairperson will promptly contact the Member to discuss the problem. The Member’s response will be shared by the Chair with the entire Board at the next Board meeting. In that meeting, the Board will decide what actions to take regarding the Member’s future position on the Board.

c) A Member may be terminated from the Board due to excess absences, which is defined as more than two unexcused absences from regular Board meetings during a one-year period.

**Section 5.** **Action Without Meeting**

Any action required or permitted to be taken by the Board or a committee thereof may be taken without a meeting if all Members of the Board or such committee individually or collectively consent in writing to such action.

**ARTICLE V**

**DUTIES OF THE BOARD**

**Section 1.** **General Duties**

a) The business and affairs of LRP shall be managed by the Board. In addition to the power and authority expressly conferred upon the Board by these By-laws, the Board may exercise all lawful powers of the CSA and perform all lawful acts in the furtherance of CSA’s purpose and operations.

b) By way of illustration, and not as a limitation, the Board shall do the following:

1. Select a Chief Executive Officer or President who shall manage all business of the Corporation and its commonly owned or controlled entities, subject to the responsibilities and oversight of the Board;

2. Determine overall program plans and priorities;

3. Approve all program proposals, budgets and fiscal policies;

4. Assure compliance with all conditions of LRP Grants; and

5. Establish the policy of the LRP and implement that policy through the Chief Executive Officer or President.

**Section 2.** **Individual Member Duties**

a) Members shall familiarize themselves with the programs, policies, and By-laws of LRP in order for them to become familiar with the functions of the Board and their duties and responsibilities as Members.

b) Members shall follow the highest principles and standards of integrity, objectivity, competence, fairness, confidentiality, professionalism and diligence.

c) Members shall adhere to all fiduciary duties including the duty of care and loyalty, and the duty to comply with all applicable federal, state and local laws.

d) Members shall exercise their powers in utmost good faith and with a view to upholding the interests of LRP. In performing their respective duties, Members are entitled to rely on information, opinions, reports, books of account or statements, including financial statements and other financial data, that are prepared or presented by one or more Members of LRP.

e) Members, in deciding upon matters of LRP business, are presumed to act in good faith, on an informed basis and with a view to upholding the interests of LRP. In pursuance thereof, Members may consider (i) the interests of LRP’s volunteers, stakeholders, and clients; (ii) the economy of the state and nation; (iii) the interests of the community; and (iv) the long-term as well as short-term interests of LRP.

**Section 3.** **Conflict of Interest**

a) Prior to voting on any LRP Board matter, a Committee Member who is also a board member of a LRP-related organization, must disclose whether the Member has a conflict of interest, e.g. a duty of loyalty, to the Related Organization which would otherwise affect or influence his or her vote. If it is determined by a majority of the Committee that a conflict of interest exists, then the Committee Member shall not vote on the matter.

b) No Board Member may vote on a matter in which the Member or any relative within the third degree of consanguinity or affinity has any financial or political interest, direct or indirect interest, without first declaring in the meeting the specific nature of that interest. Violation of this provision shall constitute grounds for removal from office.

c) The Chief Executive Officer, President, or Chairman shall, on an annual basis, review transactions or relationships of Board Members s to ensure compliance with this Section.

d) The Board has the authority to take appropriate corrective action for any violation of this provision.

**Section 4.** **Indemnification**

Each person who was or is a party or threatened to be made a party to any action, suit or proceeding of any nature by reason that he/she was or is a director, officer, employee or agent of CSA, shall be indemnified and held harmless by CSA to the fullest extent permitted by Nevada law, from all costs, expenses, liabilities, damages and judgments, except to the extent such persons actions’ constituted criminal conduct, willful misfeasance, bad faith, gross negligence or reckless disregard of responsibilities.

**ARTICLE VI**

**OFFICERS**

**Section 1.** **Officers**

The Officers of the Board shall be selected from among the Members and shall be: Chairperson, Vice-Chairperson, Secretary/Treasurer. Each Officer shall serve for two (2) year***s*** or until their successors have been chosen or re-elected.

**Section 2.** **Election of Officers**

The election of Officers shall be held at the regular or a special meeting of the Board. If necessary, prior to the election meeting, an ad hoc committee shall be appointed to assist in the election of Officers.

**Section 3.** **Vacancies; Recall**

a) In the event a vacancy occurs in any office of the Board or Executive Committee, an election shall be held at a subsequent regular meeting to fill such vacancy for the remainder of the term. The Member so elected to fill such vacancy shall be a representative of the same category as the Member he or she is replacing.

b) A motion to recall any Officer must be approved by a two-thirds vote of the Board at any regular or special meeting. No Officer may be recalled unless the subject of recall is specifically set forth as part of the agenda for the meeting at which the recall occurs. Upon approval of a recall motion, an election to fill the vacancy or vacancies shall be held at the next succeeding regular meeting

**Section 4.** **Chairperson**

The Chairperson of the Board shall preside at meetings of the Board and meetings of the Executive Committee. The Chairperson shall appoint the chairpersons of other committees and jointly with the committee chairperson, appoint the Members of committees. The Chairperson shall be a nonvoting, ex-officio Member of all committees. At meetings of the Board, the Chairperson shall vote only to break a tie vote, except in the election of Officers. A majority vote is necessary to constitute as an action of the Board. The Chairman may appoint a Parliamentarian.

**Section 5.** **Vice Chairperson**

The Vice Chairperson shall be vested with all the powers and shall perform all of the duties of the Chairperson in the absence of the Chairperson.

**Section 6.** **Secretary/Treasurer**

The Secretary/Treasurer shall be responsible for maintaining the minutes of all meetings of the Board as well as be responsible for notifying all Members of any special and regular meetings and shall perform such correspondence as necessary. The Secretary/Treasurer shall have charge of the funds of CSA, under the management of the Chief Executive Officer, and shall arrange for the deposit of the funds in the name of CSA in a bank designated by the Board. Checks shall be signed by individuals as designated in a Board resolution.

**ARTICLE V11**

**COMMITTEES**

**Section 1.** **Standing Committees**

a) The standing committees shall be the Committee with five to 15 Members. A quorum shall consist of 75% of the Members attending the Committee meetings.

b) Any person who is a board member of a Related Organization may be a member of a Standing Committee.

c) Members of the committees shall be given as much notice as possible of all meetings by Facebook private messageing or email and shall not be given less than forty-eight (48) hours’ notice.

**Section 2.** **Executive Committee**

a) The Executive Committee shall consist of the Officers of the Board, plus as many additional members as approved by the Executive Committee as it may consider appropriate in consideration of the Membership categories of the Board. For LRP, there are five (5) and up to fifteen (15) members on this committee. The additional members shall be approved by this committee and duties of responsibility expanded into these regions by board members with interest. The Executive Committee shall:

 1. Extend invitations to the Related Organizations to nominate representatives to the Board;

2. Maintain updated attendance records of individual representatives at all regular and special meetings and assigned committee meetings;

3. Make recommendations to the Board concerning inactive Executive Committee Members or Related Organizations and, upon Board direction, make appropriate notification to Related Organizations when changes in representations are required;

4. Consider from time to time the appropriateness of representation on standing and special committees of the Membership categories of the Board;

5. Periodically review and make reasonable and necessary changes to LRP policies when deemed necessary.

6. Evaluate suggestions and grievances of LRP Members and bring such grievance or issues to the Board, and

7. Ensure that LRP policies comply with the guidelines of the various funding sources.

b) If a quorum of the Board is not present at a regular or special Board meeting, a quorum of the Executive Committee shall be empowered to enact only items of business on which action is mandatory before the date of the next regular or special Board meeting. The Executive Committee shall have no other special powers and shall be specifically prohibited from conducting ordinary business.

There may be such special committees as the Board or Board Chairperson may require to be established from time to time.

**ARTICLE VIII**

**PARLIAMENTARY AUTHORITY**

The latest edition of Roberts Rules of Orders, Newly Revised, shall govern all meetings of the Board. In the event of a conflict between Roberts Rules of Order and these By-Laws, the By-Laws shall prevail.

**ARTICLE IX**

**AMENDMENTS**

Amendments or a total revision of the By-Laws may be adopted by the Board by the affirmative vote of five (5) Members at any meeting of the Board, provided that the full text of the proposed amendment or revision shall have been delivered to each Member, in writing, at least fourteen (14) days prior to the meeting at which the proposed amendment or revision will be presented to the Board for action and provided further that the amended or revised bylaws are not inconsistent with any provision of the Articles of Incorporation, and comply with application federal and state laws.

**ARTICLE X**

**ACCOUNTING PERIOD**

The fiscal year of CSA shall end March 31 of each year.

## ARTICLE XI

## CERTIFICATION OF BYLAWS BY SECRETARY

I, the undersigned Secretary of Community Services Agency, do hereby certify that the foregoing amended and restated bylaws of LRP were adopted on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ,2018, and that said bylaws are now in full force and effect.

WITNESS my hand this day of ,2018.

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Michael Ward

 Its: Secretary