

BYLAWS OF THE
TAKOMA BRIGHTWOOD DOG PARK ORGANIZATION

Article I Name

Section 1. The name of this Organization is Takoma Brightwood Dog Park Organization (hereinafter the "Organization").

Section 2. The address of the Organization shall be in the District of Columbia at such place as the Board of Directors may determine from time to time.

Section 3. The Organization shall have and continuously maintain in the District of Columbia, a registered agent as required by the laws of the District of Columbia.

Article II Purpose

Section 1. To work with the District of Columbia Department of Parks and Recreation to establish and maintain a fenced-in dog park in the Takoma Brightwood neighborhood of Washington, DC where well-behaved dogs can exercise off-leash in a clean, safe environment without endangering people, property, or nature.

Section 2. To work in partnership with community members and designated city agencies to gain approval for, construct, and sustain an attractive, well-maintained space open to all dog lovers and friends who are willing to uphold the park's rules and restrictions.

Section 3. To promote responsible dog ownership within and around the community through outreach, education, and community events.

Section 4. To engage in all such activities and other measures allowed under DC not for profit law and IRS 501 c3 guidelines as may be necessary or appropriate to accomplish and further these stated purposes.

Article III Membership

Section 1. The Organization shall have members who:

- a) Support the purpose of the organization,
- b) Have made application for membership on such forms as may be prescribed by the Board of Directors, and
- c) Fulfill their obligations pursuant to Article III, Section 3.

Section 2. Rights of Members

- a) Members may present a candidate for Director to the Board of Directors or its authorized Nomination Committee.
- b) Members shall have the right to cast a ballot in the annual election of Directors and in any other matter presented to the voting membership by the Board of Directors.

Section 3. Membership Dues

- a) The annual dues payable to the Organization by voting members shall be in such amount as may be determined from time to time by resolution of the Board of Directors.
- b) Dues are nonrefundable.

Section 4. Non-transferability of Voting Memberships

No member may transfer for value a membership or any right arising there from.

Section 5. Equal Opportunity

The Organization shall not deny anyone membership or the opportunity to participate in activities sponsored by the Organization because of race, color, religious affiliation, national origin, age, gender, physical disability, personal appearance, sexual orientation, marital status, economic status, immigration status, property ownership status, or political affiliation.

Article IV Membership Meetings

Section 1. Annual membership meeting

The Organization will hold an annual Membership meeting, generally in June or another date as set by the Board of Directors. Among other items, the agenda will include a report of the organization's activities and finances, and elections to the Board of Directors.

Section 2. Special meetings of the membership

The Board of Directors by majority vote may schedule additional membership meetings in furtherance of the mission of the organization.

Section 3. Meeting notice

Notice of all Membership Meetings stating the purposes, place, date, and hour of the meeting, shall be sent by electronic or written mail to all members at least ten (10) but not more than sixty (60) days before the date of the meeting.

Section 4. Quorum

The presence at any meeting of the greater of 10 members or 10 percent of the total number of active members shall be necessary and sufficient to constitute a quorum for the transaction of business. A quorum being present the affirmative vote of a majority of the voting members present at the meeting shall be sufficient to take any action transact any business unless otherwise provided herein.

Article V Board of Directors

Section 1. Powers and Qualifications

The policies of the Organization shall be determined, and its affairs shall be managed, by its Board of Directors. The Directors shall act only as a Board of Directors, or as a committee thereof; individual Directors shall have no power as such. Directors need not be residents of the District of Columbia. Any voting member of the Organization who has been a voting member in good standing for at least one month prior to the date of his or her election may serve on the

Board of Directors. The Board of Directors shall manage the business, property, and affairs of the Organization. In the management, the Board may exercise all powers of the Organization and perform all lawful acts directed or required by law, the Articles of Incorporation, or these Bylaws to be exercised or performed by or are assigned upon or served to others, including the power to appoint and remunerate agents and employees as directed by the Board of Directors.

Section 2. Composition

The Board of Directors shall consist of no more than 7 but no less than 3 elected Directors. Directors not holding Officer positions shall be known as Directors-at-Large. The President of the Board of Directors shall preside over meetings.

Section 3. Election and Removal of Directors

- a) Founding Board of Directors: The Incorporating Officers shall recruit and appoint a Founding Board of Directors, approximately half who will serve a one-year term and approximately half who shall serve a two-year term to create two cohorts.
- b) Election: Directors shall be elected as further detailed in Article VIII by the voting membership of the Organization present at the annual meeting of the Organization.
- c) Terms: Board members shall be elected to serve two year terms beginning on July 1.
- d) Removal: Any Director who is absent from more than two (2) regular meetings of the Board of Directors within any calendar year may be removed by a two-thirds majority vote of the entire Board. Any Director may also be removed at any time for cause as determined by a vote of a two-thirds majority of the entire Board.

Section 4. Vacancies

Vacancies in the Board of Directors may exist in the event of the resignation, removal, or death of a Director, or in the event of an increase in the number of Directors. Vacancies shall be filled by a majority vote of the remaining members of the Board of Directors, though less than a quorum. A Director elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor. In the case of an increase in the number of Directors, a Director shall hold office until the next annual meeting of the voting members.

Section 5. Compensation

All Directors of the Board shall serve without compensation, but each Director shall be entitled to receive from the Organization reimbursement of all reasonable out-of-pocket expenses incurred by him or her in connection with the conduct of business of the Organization and approved by the Board. Nothing herein contained shall be construed to preclude any Director from serving the Organization in any other capacity and receiving compensation therefore; however, no loans shall be made by the Organization to any Director or Officer.

Section 6. Resignation

Any Director may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

Article VI Meetings of the Board of Directors

Section 1. Location of Meetings

Meetings of the Board of Directors may be held in or outside of the District of Columbia and may be held by means of telephone conference or other electronic means by which all can hear and participate.

Section 2. Regular Meetings

Regular Meetings of the Board of Directors shall be held at least once quarterly at such time and place as shall be determined from time to time by the President of the Organization and designated in the notice or waiver of notice of the meeting.

Section 3. Special Meetings

The President or a majority of the members of the Board may call a special meeting of the Board of Directors.

Section 4. Notice of Meetings

Notice of regular meetings of the Board of Directors shall be in writing and shall be served personally or sent to each Director by mail or e-mail addressed to his/her last known address at least ten days before the meeting. Notice of special meetings shall be provided in the manner described herein at least two days before the time designated for such meeting. Such notice shall state the time and place of the meeting; the purpose or purposes of such meeting need not be specified, except in the case of the removal of Directors, the election or removal of Officers, amendments to the Articles of Incorporation or Bylaws or as otherwise required under the provisions of the DC Nonprofit Organization Act, the Articles of Incorporation, or these Bylaws.

Section 5. Waiver of Notice

Whenever notice is required to be given to any Director, a waiver thereof in writing, signed by the Director entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Such waiver need not specify the purpose or purposes of the meeting.

Section 6. Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless otherwise required by the District of Columbia Nonprofit Organization Act, the Articles of Incorporation, or these Bylaws.

Section 7. Action by Majority Vote

The act of the majority of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute or by these Bylaws.

Section 8. Action by Written Consent

Any action required or permitted to be taken at a meeting of the Board of Directors 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, e-signatures qualify as a signature.

Article VII Officers

Section 1. The Officers of the Organization shall be:

- i. President,

- ii. Secretary
- iii. Treasurer, and
- iv. Such other Officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Organization.

Section 2. Election and Removal of Officers

- a) Officers shall be elected by the Board of Directors of the Organization from among the Directors at the first regular meeting of the Organization after the June election of Directors each year for one year terms and until their successors are elected and qualified, or until their earlier resignation, removal, or death.
- b) Any Officer who is absent from more than two (2) regular meetings of the Organization within any calendar year may be removed by a two-thirds majority vote of the Board. Any Officer may also be removed at any time for breach or neglect of duty as determined by a vote of a two-thirds majority of the entire Board.

Section 3. Vacancies

In the event a vacancy occurs among the Officers, the Board of Directors shall elect, by a two thirds majority vote, a new Officer from among the Board members. An Officer elected to fill a vacancy shall hold Office for the unexpired term of his/her predecessor.

Section 4. Duties of the President

The President shall be the Chief Executive Officer of the Organization as well the President of the Board. The President performs or delegates the following duties:

- a) Preside at all regular and special meetings of the Organization;
- b) Preside at the meetings of the Board of Directors;
- c) Create and distribute the agenda for all membership and Board meetings;
- d) Call additional meetings of the Board and Membership as needed
- e) Serve as the Organization's official spokesperson.

Section 5. Duties of the Secretary

The Secretary shall maintain and have custody of the records of the Organization, and shall perform or delegate the following duties.

- a) Take minutes of Board and Membership meetings
- b) Ensure that government reports and filings are made on schedule and that copies are maintained
- c) Coordinate the work of volunteers maintaining the website and online records;
- d) Perform all of the duties generally incident of the Office of the Secretary subject to the control of the Board of Directors and the President;
- e) In case of the absence or incapacity of the President, the Secretary shall perform the duties of that office. The taking of any action by the Secretary in place of the President shall be deemed ratified by the President.

Section 6. Duties of the Treasurer

The Treasurer shall have custody of all the funds of the Organization and shall keep full accurate account of receipts and disbursements in books belonging to the Organization. In addition, the Treasurer performs the following duties:

- a) Keep a roster of current members;
- b) Disburse the funds of the Organization as may be ordered by the Board of Directors taking proper vouchers for such disbursement;

- c) Render to the President and the Board, whenever either of them so requests, and in no event less than once per fiscal year, an account of his or her transactions as Treasurer and of the financial condition of the Organization;
- d) Perform all of the duties generally incident of the Office of the Treasurer subject to the control of the Board of Directors and the President;
- e) The Treasurer shall not be a signatory on Organization bank accounts.

Article VIII Elections

Section 1. Election of Directors

Election of Directors shall be held at the Annual Meeting of the Organization. For all elections of the Directors following calendar year 2016, Directors shall be elected as provided in this article.

Section 2. Nominating Committee

The Board of Directors may appoint a Nominating Committee of up to 5 voting members no later than March of each year. The Nominating Committee shall report its nominations at the Annual Membership Meeting. Further nominations may be made from the floor at that time. All candidates for office will address the membership at the June Annual Meeting.

Section 3. Notification of Membership

An announcement listing the nominations shall be made available to the membership at least seven days prior to the Membership Meeting. This announcement can be made to the Membership via writing or email, and posters at the dog park.

Section 4. Election Procedures for Directors

The election for Directors will be conducted as follows:

- a) The vote shall be taken by secret ballot;
- b) Eligibility to vote will be determined by the presence of the active members' name on the membership roster.
- c) Tellers to count the ballots and certify the election shall be chosen by the Board of Directors;
- d) The nominees receiving the greatest number of votes shall be considered elected as Directors.

Section 5. Election Procedures for Officers

- a) The vote shall be taken by secret ballot;
- b) Eligibility to vote will be determined by the election of the member to the Board of Directors;
- c) A Teller to count the ballots and certify the election shall be chosen by the Board of Directors;
- d) If there is only one candidate for any office, that candidate can be elected by acclamation, without a secret ballot.

Article IX Committees

The Board of Directors may from time to time create committees and appoint one or more Directors and one or more members to said committees, which shall have the authority to

complete tasks or develop recommendations as authorized by the Board but shall not act on behalf of the Board.

Article X Finance/Administration

Section 1. Deposit of Funds

All funds of the Organization not otherwise employed shall be deposited in such banks or trust companies as the Board of Directors will from time to time determine.

Section 2. Gifts

The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization.

Section 3. Fiscal year

The fiscal year of the Organization shall begin January 1 and end December 31 of the same year.

Section 4. Financial Reports

The Treasurer will provide regular financial reports to the Board of Directors.

Section 5. Disbursement of Funds

The funds of the Organization may be disbursed on the resolution of the Board of Directors. All funds will be disbursed by check prepared by the Treasurer and signed by the President or Secretary as per the signature authorization card for the Organization's bank account.

Article XI Books and Records

Section 1. Minutes and Records

Minutes of all meetings of and records of all actions taken by the board, members, and any designated body will be maintained by the Secretary. Appropriate accounting records and membership lists will be maintained as required by law. Hard copies of numerous records will be maintained by the Secretary and soft copies at its designated electronic site, including the articles of incorporation, bylaws, minutes and formal notices for the most recent three years, a current list of the names and business addresses of the organization's directors and officers, and a copies of the organization's governmental reports and filings.

Section 2. Mailing Lists

The Board of Directors shall exercise all authority in the use or maintenance of all membership, donation, and mailing lists and shall provide policy for the use of these lists.

Section 3. Inspection

Upon written notice, any member of the Organization may inspect all books and records of the Organization, for any proper purpose within a reasonable time frame.

Article XII Miscellaneous

Section 1. Political Campaigns

No substantial part of the activities of the Organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in any political campaign in behalf of or in opposition to any candidate for public office.

Section 2. Tax Status

The Organization shall only engage in or carry on any activities permitted to be engaged in or carried on by an Organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future Federal income tax law.

Section 3. Dissolution

Upon dissolution of the Organization, any remaining assets will be distributed to another nonprofit, government agency, or for another public purpose.

Article XIII Indemnification and Insurance

Section 1. Mandatory Indemnification

The Organization shall indemnify and may advance related expenses to all Directors, Officers, employees, or agents of the Organization or any former Director, Officer, employee, or agent of the Organization, against expenses incurred in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of being, or having been, such Director, Officer, employee or agent, to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled, under these Bylaws, any agreement, vote of the Board of Directors, or otherwise.

Section 2. Insurance

The Board of Directors may authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability asserted against or incurred by such person which arises out of his/her status as Director, Officer, employee, or agent of the Organization or out of acts taken in such capacity, whether or not the Organization would have the power to indemnify the person against that liability under law.

Section 3. Rights Not Exclusive

The foregoing right of indemnification shall not be deemed exclusive of any other rights of indemnification to which those indemnified may be entitled under any other provision of law or otherwise.

Section 4. Prohibition Against Self-Dealing

Anything contained in this Article to the contrary notwithstanding, the Organization shall not indemnify any person if such indemnification would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code of 1986, as amended.

Article XIV Amendment of Bylaws

These Bylaws may be altered, amended, or repealed by a majority of the Directors then in office at any regular or special meeting at which there is a quorum present, if at least ten business days written notice is given of intention to alter, amend, or repeal the Bylaws at such meeting.