

# BYLAWS OF CHIPPEWA FALLS HAPPY TAILS DOG PARK

## ARTICLE 1 – NAME AND PURPOSE

Section 1: Name: The name of the organization shall be Chippewa Falls Happy Tails Dog Park.

Section 2: Purpose: Chippewa Falls Happy Tails Dog Park is organized exclusively purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

The purpose of this organization is:

- to create and maintain a park which is safe for people to allow their dogs to exercise, socialize and play
- organize events at or outside of the park for people to allow their dogs to exercise, socialize and play
- provide information and news relevant to owning and taking care of dogs

## ARTICLE II – MEMBERSHIP

Section 1: Eligibility for membership: Application for voting membership shall be open to any person who supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

Section 2 – Annual dues: The amount required for annual dues shall be \$25 for the first dog reducing to \$12 if the membership is purchased after July 31, \$5 for second dog and \$5 for the third dog each year, unless changed by a majority vote of the board of directors. Annual membership periods terminate on January 1. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 – Rights of members: Each member shall be eligible to cast a vote in board elections.

Section 4 – Termination: A member can have their membership terminated by a majority vote of the board. A membership terminated this way does not entitle the member to a refund of their membership dues.

## ARTICLE III – MEETINGS OF MEMBERS

Section 1 – Annual meetings: One annual meeting of the members shall take place in the month of November. The specific date, time and location of which will be designated by the president. At the annual meeting the members shall elect board directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year. The board may determine that a meeting of the members may be held solely by means of remote or electronic communication.

Section 2 – Notice of meetings: Printed notice of each meeting shall be posted on the message board at the entrance of Chippewa Falls Happy Tails Dog Park, not less than two weeks prior to the meeting.

Section 3 – Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 4 – Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Board role, size and compensation: The board is responsible for overall policy and direction of the organization. The board shall have up to 7, but not fewer than 3 members. The board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2 – Terms: All board members shall serve two-year terms, and are eligible for re-election for consecutive terms with no term limit. Elections will alternate each year with the president and secretary being elected one year and the vice-president and treasurer being elected the following.

Section 3 – Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written or electronic notice at least two weeks in advance.

Section 4- Board elections: New directors and current directors shall be elected or re-elected by the voting members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 – Election procedures: Any member can nominate a candidate to the slate of nominees. All candidates must be members in good standing. All

members will be eligible to vote for each candidate.

Section 6 – Quorum: A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

Section 7 – Officers and Duties: There shall be four officers of the board, consisting of president, vice-president, secretary and treasurer. Their duties are as follows:

The president shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.

The vice-president shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. In the event that there are not enough board members to fill all officer roles, a single member may act as both president and secretary, vice-president and secretary, treasurer and secretary or vice-president and treasurer. A member holding multiple officer position casts a single ballot when issues are put to a vote.

The treasurer shall make a report at each board meeting. The treasurer shall prepare the annual budget, make financial information available to board members and ensure that appropriate financial records are maintained.

Section 8 – Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 – Resignation, termination and absences: Resignation from the board

must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 – Special meetings: Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 11 – Remote communication for meetings: Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 12 – Action without a meeting: Upon initiative of the board president or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting in the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action in a meeting.

## ARTICLE V – COMMITTEES

Section 1 – Committee formation: The board may create ad hoc committees as needed, such as fund-raising, public relations, etc. Standing committees shall include, but are not limited to: Executive Committee, Finance Committee.

Section 2 – Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Inorganization and bylaws, the Executive Committee shall have all the power and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. A quorum of the Executive Committee shall be three-fourths of the officers.

Section 3 – Finance Committee: The treasurer is the chair of the Finance Committee which may include up to two other board members at the treasurer’s discretion. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the shall be made available to the board members.

## ARTICLE VI – Indemnification

Section 1 – Definitions: For purposes of this Article:

[a]The terms “director or officer” shall include a person who, while serving as a director or officer of the Organization, is or was serving at the request of the Organization as a director, officer, partner, trustee, employee, or agent of another foreign or domestic organization, partnership, joint venture, trust, other enterprise, or employee benefit plan. A director or officer shall be considered to be serving an employee benefit plan at the request of the Organization if his or her duties to the Organization also impose duties on or otherwise involve services by him or her to the plan or to participants in or beneficiaries of the plan. The term “director or officer” shall also include the estate or personal representative of a director or officer, unless the context otherwise requires.

[b]The term “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

[c]The term “party” includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

[d]The term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

[e]When used with respect to a director, the phrase “official capacity” shall mean the office of director in the Organization, and, when used with respect to a person other than a director, shall mean the office in the Organization held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Organization, but in neither case shall include service for any foreign or domestic organization or for any partnership, joint venture, trust, employee benefit plan, or other enterprise.

Section 2 - General Provisions: The Organization shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Organization, against expenses (including attorneys’ fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person [a] conducted himself in good faith, [b] reasonably believed, in the case of conduct in his or her official capacity with the Organization, that his or her conduct was in the best interests of the Organization, and, in all other cases, that his or her conduct was at least not opposed to the best interests of the Organization, and [c] with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either [a] in connection with a proceeding brought by or in the right of the Organization in which the director or officer was adjudged liable to the Organization or [b] in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in his or her official capacity, in which he or she is ultimately adjudged liable on the basis that he or she improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Organization shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this Section 2.

Section 3 - Successful Defense on the Merits; Expenses: To the extent that a director or officer of the Organization has been wholly successful on the merits in defense of any proceeding to which he or she was a party, such person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably

incurred by him or her in connection with such proceeding.

Section 4 - Determination of Right to Indemnification: Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Organization only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in such Section 2. Such determination shall be made [a] by the Board of Directors by a majority vote of a quorum of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or [b] if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Directors designated the board, which committee shall consist of two or more directors who are not parties to the proceeding (directors who are parties to the proceeding may participate in the designation of directors to serve on such committee), or [c] if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures, or [d] by the members. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 5 - Advance Payment of Expenses; Undertaking to Repay: The Organization shall pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a director or officer who is a party to proceeding in advance of the final disposition of the proceeding if [a] the director or officer furnishes the Organization a written affirmation of his or her good faith belief that he or she conducted himself in good faith, [b] the director or officer furnishes the Organization with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not conduct himself in good faith, which undertaking shall be an unlimited general obligation of the director or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment, and [c] a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 7 – Insurance: The Board of Directors may exercise the Organization’s power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director or officer of the Organization against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 8 - Nonexclusivity of Article: The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Inorganization, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person’s official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person’s heirs, executors, and administrators.

## ARTICLE VII DISSOLUTION

Section 1 – Dissolution: Chippewa Falls Happy Tails Dog Park may be dissolved only with authorization of its officers, given at a special meeting call for that purpose and with the subsequent approval of no less than two-thirds vote of the Board Members. All liabilities and obligations shall be paid, satisfied and discharged upon dissolution.

## ARTICLE VIII – AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by two-thirds majority of the full board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

### Certification

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on MM/DD/YYYY.

Secretary \_\_\_\_\_ Date \_\_\_\_\_