

**BYLAWS**  
**OF THE**  
**NEWARK STREET PARK K-9 FRIENDS**

**ARTICLE I – NAME**

The name of the corporation shall be the **NEWARK STREET PARK K-9 FRIENDS** (hereinafter the “Corporation.”)

**ARTICLE II – PURPOSE**

The Corporation shall be organized for the following purposes:

1. To work with the District of Columbia Department of Parks and Recreation to establish, as permitted under the Dog Park Establishment Amendment Act of 2005 to the Animal Control Act of 1979, a fenced-in dog park on District owned parkland in Ward 3, in Washington, D.C. in close proximity to the McLean Gardens neighborhood, where well-behaved dogs can exercise in a clean, safe environment without endangering people, property or wildlife;
2. To work in partnership with the community and the designated city agencies to gain approval for, construct, develop, maintain and operate a beautiful, well-maintained space open to all dog lovers and friends who are willing to uphold the park’s rules and restrictions; and
3. To engage in all such activities and to take such other measures as may be necessary or appropriate to accomplish and further the foregoing purposes.

**ARTICLE III – OFFICES**

1. The principal office of the corporation shall be located in the District of Columbia. The corporation may have such other offices, either within or outside the District of Columbia, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.
2. The corporation shall have and shall continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with the same

registered office. The registered office may be, but need not be, identical with the principal office in the District of Columbia, and the address of the registered office may be changed from time to time by the Board of Directors.

#### **ARTICLE IV- MEMBERSHIP**

1. The Corporation shall have two classes of members: Active and Supporting Members.
2. Active Members shall consist of those individuals or households with a pet which support the purposes of the Corporation and pay the annual dues as set by the Board of Directors. Active members shall be eligible to vote.
3. Supporting Members shall consist of any individual or organization supporting the purpose and mission of the corporation in any way other than paying dues. Supporting members are not eligible to vote.
4. Membership shall not be required, nor shall dues be charged for use of the dog park.
5. An annual meeting of all Members shall be held each year in October at a time and place to be designated by the Board of Directors. Both Active and Supporting members shall receive notice of the annual meeting at least ten (10) days in advance by email or regular mail, and by posting a notice at the dog park.

#### **ARTICLE V – BOARD OF DIRECTORS**

1. Authority. The business and affairs of the corporation shall be governed by the Board of Directors (hereinafter “the Board”). The authority of the Board on all matters is final unless the Articles of Incorporation, By-laws or governing law state otherwise. The Board shall have all the powers and duties necessary for the administration and implementation of the affairs of the Corporation, consistent with the purposes set forth in the Articles of Incorporation.
2. Size and Compensation. The Board shall have up to eleven (11), but in no event fewer than three (3) members. The exact number of directors, within such limits, shall be set by the Board of Directors. Individuals who are Active Members and represent McLean Gardens and its adjacent community are eligible to serve on the Board. Each Director shall hold office for the term for which he/she has been elected and until a successor is selected and qualified. No Director shall receive compensation for his/her contributions to the Board of Directors.

3. Regular Meetings of the Board. The Board shall meet at least once per year at such times, dates, and places as a majority of the Directors shall designate. A majority of Board members present, whether or not a quorum is present, may call to order and/or adjourn any meeting to another place and time. Notice shall be given of each regular and special meeting of the Board at least ten days in advance by email, regular mail, telephone or in person. Attendance at a Board meeting, unless specially noted otherwise, shall waive any lack of notice.

4. Quorum. A majority of the Board of Directors of record shall constitute a quorum at all meetings of the Board. If less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting to another time with further notice to all Directors.

5. Actions by Board of Directors. The affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be required to take action on behalf of the corporation, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Each Director shall have one vote. No proxy voting shall be permitted, but voting may be conducted by email on issues otherwise brought before the Board at a regular or special meeting.

6. Meetings by Means of Teleconference. Directors may participate in any meeting of the Board or a committee thereof by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting can hear each other and participation by such means shall constitute presence in person at such meeting.

7. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two Directors. Such meetings may be held with 24 hours advance notice, and may be held by telephone conference, video screen communication, or other electronic communications by means of which all persons participating in the meeting can hear each other and participate by such means.

8. Action by Consent. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

9. Election of Directors. The initial Board of Director shall be those named in the Articles of Incorporation. To introduce staggered terms, one third of the initial Directors shall serve a one-year term, one third of the initial Directors shall serve a two-year term, and the remaining one third shall serve a full three year term. Thereafter all Directors

shall serve three-year terms. New Directors shall be elected by the affirmative vote of a majority of the Acting Members at the annual meeting. The President shall appoint a Nominating Committee to recommend a slate of Directors, and nominations may be made from the floor, provided the nominee is present and agrees to serve if elected. Directors will be elected by a simple majority vote of the Active membership present at the annual meeting.

10. Vacancies. Any vacancy on the Board and any directorship filled because of an increase in the number of directors may be filled by the affirmative majority of the vote of the remaining directors, though less than a quorum. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Any directorship to be filled because of an increase in the number of Directors may be filled by election by the current Directors for a term of office continuing only until the next election of Directors at the annual Membership meeting.

11. Terms. The initial Board members shall serve until the terms set forth in Section 9 above, with the first year expiring at the first annual meeting of the Membership. After the initial Board terms, all Board members shall serve three-year terms. All Directors shall be eligible for re-election.

12. Resignation and Removal. Except as otherwise required by law, any Director may resign by delivering a written resignation to the President. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. A Board member may be removed from the Board if she or he has three unexcused absences from regular Board meetings in a year. A Board member may be removed at any time by a vote of two-thirds (2/3) of the remaining Directors.

## **ARTICLE VI- Officers**

1. The Corporation shall have the following four officers: President, Vice President, Secretary and Treasurer.

2. Officers will be elected annually by the Board from its membership. Elections will occur at the meeting of the Board next following the annual Membership Meeting. No officer may serve in the same office for more than three consecutive terms. Any two or more offices may be held by the same person, except for the offices of President and Secretary.

3. The Board may appoint such other officers or assistant officers as it deems desirable and such officers shall have the authority and perform the duties as prescribed by the Board.

4. The President shall, subject to the control of the Board, have general supervision of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall serve as the Chief Executive Officer of the corporation. The President shall convene and preside at all regularly scheduled or specially called Board meetings and the annual meeting of the Membership. The President shall execute all contracts and agreements authorized by the Board of Directors, except that other officers of the Corporation may sign and execute documents when so authorized by the Board or the President.

5. The Vice President shall, subject to the control of the Board, serve as the President's designee when the President is unavailable or unable to perform duties as prescribed, above.

6. The Secretary shall attend all meetings of the Board and Membership meetings and shall record all the proceedings in a book or books to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings, and shall perform such other duties as may be prescribed by the Board or President. The Secretary shall see that all books, reports, statements, certificates, and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be.

7. The Treasurer shall have the custody of the corporate funds and securities, if any, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer, or his or her designee, shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, at its regular meetings, or when the Board so requires, an account of all transactions. The Treasurer shall also chair the finance committee, assist in the preparation of the budget and help develop fundraising plans.

## **ARTICLE VII – COMMITTEES**

1. The Board, by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors and/or others. A Director shall serve as chair of the committee and shall be responsible for reporting all committee activities to the Board.

2. If the Board so designates in the resolution establishing such committee, a committee, shall have and may exercise all the powers and authority of the Board in the management of the corporation to the extent provided in the resolution establishing such committee, except that no such committee shall have the authority of the Board in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee as Director or officer of the corporation; authorizing the

sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; or altering, amending, or repealing any resolution of the Board. The designation and appointment of any such committee and the delegation thereto of such authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or them by these Bylaws.

3. The President shall appoint the members of the committees, based on the expressed preferences of the Board members.

4. Any member of a committee may be removed by the Board or the Chair of the particular committee, whenever in their judgment the best interests of the corporation shall be served by such removal.

5. Finance Committee. The Treasurer is Chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, developing a fundraising plan, developing an annual budget, and other responsibilities as appointed by the Board. The Board must approve the budget, and all expenditures must be within the budget. Any change to the budget must be approved by the Board. 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 organization are public information and shall be made available to the membership, Board members and the public.

## **ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS, FUNDS**

1. Contracts. The Board may authorize any officers or agent(s) of the Corporation 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.

2. Checks, Drafts. All checks, drafts, or orders for the payments of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer, except that all such checks, drafts, or orders for the payments of money, notes, or other evidence of indebtedness in the amount of \$500 or more, must also be countersigned by the President or Vice President. The Board, by special resolution, may authorize other officers or assistant officers to sign checks, drafts, or others for the payments of money, notes, or other evidence of indebtedness issued in the name of the Corporation as the Board deems appropriate from time to time.

3. Deposits. All funds of the Corporation shall be deposited promptly to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

4. Gifts, Contributions. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

#### **ARTICLE IX- BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, membership, and its committees.

#### **ARTICLE X- AMENDMENTS**

These Bylaws may be altered, amended, or repealed, by a majority of the Directors then in office at any regular meeting or at any special meeting at which there is a quorum present, if at least ten (10) business days written notice is given of intention to alter, amend, or repeal the Bylaws at such meeting.

The Bylaws were approved at a meeting of the Board of Directors of the corporation in \_\_\_\_\_, 2008.

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Secretary