

Baldy View Dog Park Inc.

"A California Nonprofit Public Benefit Corporation"

Bylaws

Proposed Updates as of February 2, 2006

ARTICLE I – Name

Section I:

The name of this organization is Baldy View Dog Park Inc.

ARTICLE II – Purpose, Scope, & Limitations

Section I: Purpose

- A. To support the City of Upland Department of Parks and Recreation by raising funds and providing volunteer support to improve and maintain Baldy View Dog Park Inc. providing a clean, healthy, and safe environment in which pet dogs can exercise off leash.
- B. To receive, invest, donate, and use funds acquired through dues, fundraising events, donations, gifts, grants, bequests, and solicitations necessary for maintenance and improvement projects at Baldy View Dog Park Inc.
- C. To provide charitable contributions through fundraising and donations for animal welfare organizations for the support of care and humane treatment of animals.
- D. The intent of this organization is not for the private gain of any individual but is organized as a nonprofit corporation for public and charitable purposes.

Section 2: Scope

- A. The scope of this organization shall include individual and cooperative efforts with other like organizations for meeting its purpose.
- B. In accord with the City of Upland Department of Parks and Recreation, to identify and eliminate unhealthy or unsafe conditions which may arise at Baldy View Dog Park Inc.
- C. To offer guidance and assistance to park users on how to properly socialize their animals and to enhance the enjoyment of Baldy View Dog Park Inc. and minimize health and safety related issues.

Section 3: Limitations

- A. This corporations limitations are defined in the organization's agreement with the City of Upland Department of Parks and Recreation, by its Articles of Incorporation, and by these Bylaws.
- B. The organization may not act independently of the City of Upland Department of Parks and Recreation in the implementation of health, safety, maintenance or improvement projects. All park projects are to be cooperatively identified, prioritized and implemented with specific approval by, and under the supervision of The City of Upland Department of Parks and Recreation.
- C. The organization is not recognized as an enforcement agency and cannot be held liable for the assumed risk of park patrons.

ARTICLE III- Membership

Section 1: Eligibility

- A. Membership shall be open to anyone who endorses the purpose of the dog park, abides by these Bylaws, and who meets the requirements of one of the classes of membership defined below.

Section 2: Membership Classes

- A. Non-voting members
Non-voting members include:
 - i. Honorary members designated by the board of directors.
 - ii. Associate members who make a contribution to the organization (or specific park project) who either do not desire to be a voting member, or whose monetary contribution is of insufficient amount (less than the minimum annual dues) to qualify him/her as a voting member.
 - iii. Corporate/business members, sponsors or underwriters.
 - iv. Ex-officio members designated by the board of directors.
- B. Voting members
Voting members include:
 - i. Individuals whose annual dues are paid in full.Voting rights include:
 - i. Each individual member shall have one (1) vote at quarterly, annual, and any additional dog park meetings.
 - ii. Board of directors include; President, Vice President, Secretary, and Treasurer shall each receive (1) one vote at quarterly, annual, additional, and board of directors meetings.
 - iii. Committee chairpersons include; events chairperson, maintenance chairperson, and membership chairperson and shall each receive (1) one vote at quarterly, annual, additional, and board of directors meetings.

Section 3: Payment of Dues

- A. The amount of assessed dues shall be set each year at the members' annual meeting and are subject to change by approval of the board of directors and by majority of voting members present.
- B. Payment of dues shall be on an annual basis from date paid.
- C. All dues are tax-deductible (upon completion of 501 (c) (3) and non-refundable.
- D. The amount assessed for annual dues shall be as follows:
 - i. One dog household = \$25.00
 - ii. Two dog household = \$35.00
 - iii. Three dog household = \$45.00

Section 4: Transfer of Membership

- A. Members may not transfer their membership or any rights arising from it.

Section 5: Termination of Membership

- A. The membership of any voting member shall terminate upon occurrence of any of the following:
 - i. Resignation of the member.
 - ii. Failure to pay his/her dues within 30 days of renewal date.
 - iii. Determination by two-thirds (2/3) of the board of directors that a member has violated the Articles of Incorporation or these Bylaws.

Section 6: Fiscal Year

- A. The fiscal year shall begin 1 August and end 31 July of each year.

ARTICLE IV – Meetings of Voting Members

Section 1: Quarterly and Annual Meetings

- A. The association shall hold its annual meeting in August of each year for the following purposes:
 - i. To elect and install new members of the board of directors and committee chairpersons.
 - ii. To set annual dues.
 - iii. To receive year-end reports, including but not limited to, future project forecasts, existing project status, secretary's and treasurer's reports.

- B. Members shall be notified of the annual meeting by U.S. mail at least four (4) weeks in advance of this meeting, by announcement in Paw Print Newsletter, by email, and by flyers posted at Baldy View Dog Park Inc.
- C. Quarterly meetings of the membership shall be held to provide interim project and financial status; to allow regularly scheduled intervals where non-voting and voting members can discuss park priorities and concerns with the board of directors.

Section 2: Additional Meetings

- A. Special meetings may be called at any time. Any voting or non-voting member in good standing (members whose dues are paid to date) may request a special meeting of the association by contacting any member of the board of directors. Special meetings must be of an urgent nature, and be approved by the board of directors, if it is determined that a meeting can not wait until the next regularly scheduled (quarterly) members meeting. Members shall be notified by U.S. mail at least one (1) week in advance of special meetings and by flyers posted at Baldy View Dog Park Inc.

Section 3: Quorum

- A. Fifteen percent (15%) of the recorded voting members in good standing shall constitute a quorum for any meeting of the members.

Section 4: Voting Process

- A. The eligibility of voting rights are as defined by Article III Section 2B of these Bylaws.
- B. Methods of voting shall be as follows:
 - i. Returning ballots by U.S. mail.
 - ii. Oral, hand or ballot vote at meetings and recorded by the secretary.

Section 5: Notice of Select Meeting Agenda Items

- A. Annual, quarterly and/or special meetings which are intended to address any of the following subjects/proposals require specific written notification to members to clearly define the subjects/proposals to be discussed and/or voted upon.
 - i Removing directors/officers.
 - ii Filling director/officer vacancies.
 - iii Amending Bylaws or Articles of Incorporation.
 - iv Dissolution of the corporation.

ARTICLE V – Board of Directors

Section 1: Identification of Board of Directors

- A. The board of directors shall consist of no more than four (4) voting members who shall be elected and installed at the annual meeting. The officers of the board shall be the president, vice president, secretary and treasurer.

Section 2: Qualifications of Board of Directors

- A. Board members shall be voting members of the organization in good standing for a minimum of six (6) months.
- B. Board Members shall be subject to the financial self-interest / conflict of interest exclusions described below.

Section 3: Financial Self-interest & Conflict of Interest Exclusion

- A. No member of the board of directors shall have a financial self-interest in the investments, fundraising efforts of the organization, projects funded by the organization, or on-going maintenance efforts paid for by the organization.
- B. No member of the board of directors shall have a financial self-interest in Baldy View Dog Park Inc. itself.

Section 4: Nominations & Elections

- A. The board of directors shall solicit nominations for annual elections and board vacancies at quarterly members meetings. Nominees shall be advertised to members at subsequent quarterly meetings by email and by flyers posted at Baldy View Dog Park Inc.
- B. Members shall be mailed ballots at least four (4) weeks in advance of board elections, which could be held at either the annual meeting or at a quarterly meeting to fill unscheduled board vacancies.

- C. Members may cast their votes for board members by:
 - i. Returning ballots by U.S. mail.
 - ii. Oral, hand or ballot vote at meetings and recorded by the secretary.
- D. Members may write-in nominees who are voting members in good standing and meet the qualifications for board members specified above in Section 2.
- E. Board members shall be elected by a simple majority vote.

Section 5: Specific Powers & Limitations

- A. The board of directors shall administer the affairs of the organization; control all expenditures and property of the organization; and act in the organizations interest.
- B. The board of directors shall have no power which subjects the corporation to any debt, encumbrance or liability beyond the amount of the available funds.
- C. The board of directors shall create and disband committees as may be considered necessary from time to time.
- D. The board of directors may not remove board members/officers; fill board vacancies; amend Bylaws or Articles of Incorporation; or dissolve the organization without approval by the voting membership.
- E. Directors may chair committees and perform other duties in addition to their normal board responsibilities.

Section 6: Length of Term

- A. Directors shall be elected to a term of one (1) year. Annual elections shall be held in a manner where all of the board (4 members) will be elected each year.
- B. There shall be a limit of three (3) terms a board member may be re-elected to.
- C. Following each annual election, the board of directors shall elect new officers for a term of one (1) year.

Section 7: Honorary & Ex-Officio Members

- A. Non-voting honorary and ex-officio board members may be appointed by the board of directors from time to time to support specific association needs.

Section 8: Compensation

- A. Directors and officers of the board shall not receive compensation for their services, but may be reimbursed for expenses directly related to organizational business, if deemed to be just and reasonable by the board of directors.

Section 9: Vacancies

- A. Any unscheduled vacancy on the board shall cause a special election to occur to fill the board member's position.
- B. Board members and officers may resign by giving written notice to any board member.
- C. Board members may be terminated upon occurrence of any of the following:
 - i. Failure to pay his/her dues annually.
 - ii. Determination by majority vote of the board of directors that a member has violated these Bylaws or the Articles of Incorporation. In the result of a tie, the president's vote shall determine the outcome.
 - iii. Failure to abide by the rules of ethical behavior as determined by majority vote of the board of directors. In the result of a tie, the president's vote shall determine the outcome.
 - iv. Failure to attend three (3) consecutive board meetings (without reasonable justification).

Section 10: Meetings

- A. The board of directors under the direction of the president shall call and administer all annual, quarterly and special members meetings.
- B. The board of directors shall hold regular monthly board meetings to attend to and administer on-going planning, financial and operational needs of the association. Board meetings require a 50% participation by board members and at least one of the following: vice president or president, to vote on any issue or proposal presented at that meeting, i.e., a meeting can occur but votes are not valid unless at least half of the board of directors is present.

- C. Monthly board meetings shall include:
 - i. Secretary's report.
 - ii. Treasurer's report.
 - iii. Review of old business and address of new business.
 - iv. Status from committee chairpersons, as required.
- D. The secretary's meeting minutes, treasurer's financial reports and committee status reports provided at monthly board meetings allow incremental review and approval by the board of directors, and provide the source materials needed to prepare various year-end reports to the association and governmental agencies.

Section 11: Committees

- A. The board of directors shall from time to time create standing and ad-hoc committees, each consisting of two (2) or more members, for the purpose of achieving specific association goals and objectives. There will be at least one (1) committee chair person on each committee, followed by committee members. Committee chairpersons have voting rights during board of director meetings. In the absence of any committee chairperson, the board of directors shall preside as a group over each committee function.
- B. Standing committees shall include, but not limited to:
 - i. Membership
 - ii. Park Maintenance Coordinator
 - iii. Events Coordinator
- C. Committee chairpersons shall be drawn from the full membership and approved by the board of directors.
- D. The board of directors shall have the authority to remove or replace committee chairpersons for reasonable cause.
- E. Each organization project or event shall have a chairperson responsible for its overall planning, funding, advertising, and implementation. That person shall coordinate the event's activities with other committee chairpersons and board members, as required.
- F. The specific purpose, limitation, and functions to be performed by each committee shall be established by the committee chairperson and approved by the board of directors.

Section 12: Auxiliary & Support Functions

- A. The board of directors shall also preside over the direction of auxiliary/support functions of the dog park.
- B. Standing auxiliary/support functions include and are not limited to:
 - i. Website/Web Master
 - ii. Newsletter
- C. While all board members shall oversee and coordinate auxiliary/support functions, no one board member shall direct more than one auxiliary/support function.

ARTICLE VI – Duties of Board of Directors and Committee Chairperson

Section 1: President

- A. The president shall supervise, direct, and control the organization's activities and business affairs.
- B. The president shall preside and create the meeting agenda prior to all members' meetings and at all board meetings. Agenda for monthly meetings is to be distributed to board members no less than five (5) days prior to the scheduled meeting.
- C. The president shall have such powers and duties as the board or these Bylaws prescribe.
- D. The president shall sign, with the treasurer, all checks.
- E. The president shall be an ex-officio member of all committees created by the board.
- F. The president shall be the organization's focal point and principal spokesperson for all park project planning meetings with Upland City personnel.
- G. The president shall be responsible for monthly financial reports given to the board of directors in the absence of the Treasurer.
- H. During any vote, the president shall break any tie with his/her vote.
- I. The president shall actively pursue strategic partnerships and activities to maintain prosperity for Baldy View Dog Park Inc.

Section 2: Vice-President

- A. The vice president, in the absence of the president or secretary, shall perform all duties of those offices.
- B. The vice president shall manage all park communications materials. This may be through a direct or indirect relationship through committee participation.
- C. The vice president shall communicate the date and times of all park events. Communication shall be done through park website, park bulletin board, Paw Print newsletter and standard mail as needed.
- D. The vice president shall notify members of regular and special meetings in the time and manner prescribed by these Bylaws. Supplemental notifications shall also be provided via the Paw Print newsletter, park website and posted notices at Baldy View Dog Park Inc.

Section 3: Secretary

- A. The secretary shall record, or cause to record, meeting minutes at annual, quarterly, and special members' meetings; monthly board meetings; and committee meetings, as required.
- B. The secretary shall keep a Book of Minutes for all meetings, proceedings and actions of the board of directors; of committees of the board; and members' meetings.
- C. In support of the secretary, committee chairpersons shall record committee meeting minutes and provide same to the secretary for inclusion in the Book of Minutes. Email detail shall suffice from committee chairpersons to the secretary.
- D. The secretary shall maintain copies of the corporation's Articles of Incorporation, Bylaws, committee charters and other documents critical to the corporation in its dealings with city, state and federal agencies.
- E. The secretary shall keep a current Book of Members' Records, containing:
 - i. Members' names, addresses, phone numbers, email addresses and facsimile numbers.
 - ii. Members' dues status (as provided by a membership committee chairperson and/or the treasurer).
 - iii. All park supporters, vendors, related organizations, etc. Information shall include contact name, addresses, phone numbers, email addresses, fax numbers and past event participation. (as provided by events committee chairperson and/or vice president)
- F. The secretary shall keep all members' records confidential, and shall only release members' information after receiving individual / specific member's approval, or as required by public law.
- G. The secretary shall allow the inspection and copying of association records as defined in Article IX.

Section 4: Treasurer

- A. The treasurer shall keep and maintain adequate and accurate Books of Accounts of the association's properties and transactions.
- B. The treasurer shall prepare and present a written financial report appropriate for each annual member's meeting; and for each monthly board of directors meeting. Financial reports, as a minimum, shall include:
 - i. The association's monthly and year to date income, expenses and account balance.
 - ii. Specific project income, expenses and project/account balance.
 - iii. Event detail following events and membership drives.
- C. The treasurer, with the president or vice president, shall sign all checks. In the treasurer's absence, the president shall sign all checks.
- D. The treasurer shall allow the inspection and copying of financial reports as defined in Article IX.
- E. The treasurer shall maintain an adequate set of financial books/records, recognized as accepted accounting practices, in order to satisfy applicable state and federal reporting and audit requirements.

- F. The treasurer shall provide a copy of the actual monthly bank statement to the president once a month to serve as verification to any and all reports submitted to the board of directors.
- G. If required by the board of directors, the treasurer shall give the organization a bond in the amount and with the surety or securities specified by the board, for faithful performance of his/her duties and for restoration to the association of all its books, money and other property upon their death, resignation or removal from office.

Section 5: Parliamentarian

- A. It shall be the duty of the outgoing president of the board of directors to assume the position of parliamentarian.
- B. The parliamentarian shall be responsible for assuring a smooth transition of power after annual board elections and assignment of new officers.
- C. The parliamentarian shall assure that the Bylaws and Articles of Incorporation are understood and adhered to by all board members.
- D. The parliamentarian may or may not be an elected board member. If the parliamentarian is not a board member, he/she shall act as a non-voting ex-officio advisor to the board.
- E. The duration of the parliamentarian shall be no less than two monthly board meetings following his/her removal from office. The maximum duration of the parliamentarian involvement in the new board of directors shall be at the discretion of the new president and their comfort level with running Baldy View Dog Park Inc. If removal was involuntary, this provision will not be honored.

Section 6: Events Chairperson

- A. The events chairperson is involved with all park events. In addition, shall also plan and coordinate all membership drives, adoption days or related events.
- B. The events chairperson shall contact and communicate with vendors.
- C. The events chairperson shall coordinate event set up and clean up.
- D. The events chairperson shall coordinate vendor donations and raffle.
- E. The events chairperson shall assist in the event theme and marketing of each event.
- F. During an event, the event chairperson shall maintain relations with all vendor needs, oversee food booth, boutique, photo booth and raffle booth.
- G. The events chairperson shall be responsible for maintaining a current list of inventory of the storage facility and shall submit an annual list to the treasurer at each annual meeting.

Section 7: Maintenance Chairperson

- A. Maintenance chairperson shall coordinate monthly clean up day.
- B. Maintenance chairperson shall set the date of the clean up day each month with at least two (2) weeks advance notice given to the vice president. Vice President shall be responsible for notifying park members of park closure and soliciting volunteers.
- C. The maintenance chairperson shall organize groups to assist with; sweeping, raking, filling holes in dirt or granite pathway, fence maintenance, removal of dog feces, cleaning of park benches, and other duties as needed.
- D. The maintenance chairperson shall field other maintenance needs as needed and as directed by the board of directors.

Section 8: Membership Chairperson

- A. Membership chairperson shall work with the secretary and be responsible for maintaining information on all current members.
- B. Membership chairperson shall be responsible for sending welcome letter to all new members, mailing notification to park members for membership renewal, preparing park ID cards, and maintain a database of active members.
- C. Membership chairperson will coordinate and run membership booth at park events and membership drives.
- D. Membership chairperson shall provide a roster of current members at each annual and quarterly meeting for voting purposes.

ARTICLE VII – Cash Handling Procedures

Section 1: Event Procedures

- A. Treasurer will provide all beginning cash for each cash box before event.
- B. A board member will count beginning cash on hand and sign off on total amount in the presence of either the president, vice president or secretary, who will count the cash on hand as well to verify the amount. Both parties will sign off on the amount when each party equals the other.
- C. At the conclusion of each event, a board member will count cash and sign off in the presence of the treasurer. Both parties will sign off on the amount when each party equals the other.
- D. Treasurer will verify all cash and funds shall be deposited into Baldy View Dog Park Inc. account no longer than three business days following the event.
- E. Event recap reports are also due to the board of directors no later than four business days following the event.

Section 2: Mail Procedures

- A. The treasurer shall collect and deposit all funds or other valuables in the name and to the credit of the organization. All funds received by mail shall be logged in by the secretary and given to the treasurer for deposit.

Section 3: Expense Procedures

- A. All expenses over \$100.00 must be approved by majority board vote.
- B. All checks are to be signed by Treasurer and either the President or Vice President.
- C. All expenses under \$100.00 must have written approval from the president. Email approval is sufficient.
- D. Petty cash on hand for any board member must never exceed \$50.00 and must be reported to the Treasurer for monthly reporting each month.

ARTICLE VIII – Records & Reports

Section 1: Records to be kept

- A. Written records of members' meetings, board meetings and committee meetings.
- B. Written records of members.
- C. Written financial accounts, books and records.
- D. Written records of the corporation's Bylaws, Articles of Incorporation, and other corporate documents and all changes thereto.
- E. The corporation shall prepare and deliver annual and periodic reports required by state and federal law. Such reports/filings shall be reviewed and approved by the board of directors prior to submittal.
- F. RIGHTS OF INSPECTION: As a Nonprofit Public Benefit Corporation, organization information is open to the public and available via the website at www.BaldyViewDogPark.com. General information, including the Corporation's Bylaws, Articles of Incorporation, and Annual and Quarterly Secretary's and Treasurer's Reports may be accessed and downloaded at no charge. Any voting or non-voting member in good standing who does not have access to the Internet may, upon written request to the association's secretary, obtain copies of the same documents described above for the cost of reproduction and mailing expenses. Requests for additional information will be handled on a case-by-case basis.

ARTICLE IX - Amendments

Section 1:

- A. Without specific approval by the corporation's voting members, the board of directors may not:
 - i. Adopt, amend or repeal any bylaw that would materially or adversely affect organization members.
 - ii. Change voting rights, classes, and quorum or majority requirements.

- iii. Fix or change the number of board of directors.
- iv. Fix or change the term of board of directors.
- v. Change board member qualifications or election procedures.
- vi. Change the amount of annual dues.

ARTICLE X – Dissolution

Section 1:

- A. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever benefit any director or member thereof, or be used for the benefit of any private person.
- B. Upon the dissolution of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed to nonprofit funds, foundations or corporations organized and operated exclusively for similar charitable purposes, and which has established tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

CERTIFICATION OF THE SECRETARY

I certify that I am the duly elected and acting secretary of the Baldy View Dog Park Inc. I further certify that the above Bylaws, consisting of nine (9) pages, are the Bylaws as adopted by its board of directors and members on (date), and that they have not been amended or modified since that date.

Executed on (date) at Upland, California, on (same date).

Jennifer Schmidgall
Secretary,
Baldy View Dog Park Inc.