

**BYLAWS OF
THE GHENT DOG PARK ASSOCIATION
(A Virginia Nonprofit Corporation)**

ARTICLE I - NAME

The name of this corporation is the Ghent Dog Park Association

ARTICLE II - PURPOSE

This corporation is organized to provide a safe, clean, beautiful and accessible environment for people and dogs to exercise and socialize together at the City of Norfolk designated dog park at the 1300 block of Stockley Gardens in the Ghent section. Additionally, the association will solicit, receive, invest and use funds to facilitate the health, safety and improvement of the park for people and dogs and provide volunteer support toward those ends. This corporation will also support off-leash privileges, advocate responsible dog ownership and education and will cultivate community spirit and neighborhood relationships through outreach efforts and programs.

ARTICLE III - MEMBERSHIP

A. ELIGIBILITY:

Membership shall be open to anyone who endorses the purpose of the corporation, abides by these Bylaws, and meets the requirements of one of the classes of membership define below.

B. CLASSES

The membership of this corporation shall consist of the following classes:

1. Non-voting members:

Non-voting members include:

- (a) Honorary members designated by the Board of Directors
- (b) 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.
- (c) Corporate/business members, sponsors, underwriters.

(d) Ex-officio members designated by the Board of Directors.

2. Voting members:

Voting members are those who pay annual dues. These members include:

- (a) Individual/family members (more than one person living at the same address) (one vote per household)
- (b) Senior citizens (50 years of age or older).
- (c) Supporting members.
- (d) Sustaining members
- (e) Patrons.

3. Payment of dues.

The amount of the assessed dues shall be set each year at the members' annual meeting by vote of the members and the Board of Directors. Payment of dues shall be on an annual basis. All dues are tax-deductible and non-refundable. Initial dues in effect until the first annual meeting shall be:

- (a) Individual and family members dues – \$
- (b) Senior citizen – \$
- (c) Supporting member – \$ (2 times individual member)
- (d) Sustaining member – \$ (3 times individual member)
- (e) Patrons – \$ (4 times individual member)
- (f) Corporate/business sponsors – \$ (5 times individual member)

4. Fiscal year:

The fiscal year shall begin July 1 and end June 30. Payment of annual dues shall coincide with this fiscal period.

5. Transfer of membership:

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

6. Termination of membership:

The membership of any voting member shall terminate upon occurrence of any of the following:

- (a) Resignation of the member
- (b) Failure to pay his/her dues
- (c) Vote of two-thirds (2/3) of the Board of Directors present at a meeting of the Board that a member has violated the Articles of Incorporation or these Bylaws.

ARTICLE IV – MEETING OF VOTING MEMBERS

A. ANNUAL MEETING:

The organization shall hold its annual meeting on the last Wednesday in June of each year for the following purposes:

1. To elect and install Directors.
2. To set annual dues.
3. To receive year-end reports, including, but not limited to, future project forecasts, existing project status, secretary's and treasurer's reports.

Members shall be notified of the annual meeting at least two (2) weeks in advance of this meeting by U.S. or electronic mail.

B. ADDITIONAL MEETINGS:

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 organization by contacting any member of the Board of Directors. Special meetings must be of an urgent nature, and be approved by 3 of the Board of Directors.

Members shall be notified at least one (1) week in advance of special meetings, by U.S. or electronic mail and by flyers posted at the Stockley Gardens dog park.

C. QUORUM:

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

D. VOTING:

1. Eligibility to vote:

All members in good standing shall be entitled to one (1) vote at a meeting of the members.

2. Methods of Voting:

Voting may be done by any of the following methods:

- (a) Returning ballots by U.S. mail
- (b) Oral, hand or ballot vote at meetings and recorded by the secretary
- (c) Signed facsimile
- (d) Through the organization's website.

E. NOTICE OF CERTAIN AGENDA ITEMS:

Annual 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.

- 1. Removing directors/officers
- 2. Amending the Articles of Incorporation or Bylaws
- 3. Dissolution of the corporation/organization

F. RULES OR ORDER

Meetings of the Board of Directors shall be presided over by the Chairman of the Board. Meetings of the members shall be presided over by the President.

ARTICLE V – BOARD OF DIRECTORS

A. NUMBER OF BOARD MEMBERS

The Board of Directors shall consist of no more than seven (7) voting members who shall be elected and installed at the annual meeting. The Directors shall elect a Chairman of the Board.

The initial Board of Directors shall consist of the individuals listed in the Articles of Incorporation and shall be subject to reelection at the first annual members' meeting. The officers shall be appointed by the Board of Directors at or by the first Board of Directors meeting.

B. QUALIFICATIONS:

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

C. FINANCIAL SELF-INTEREST/CONFLICT OF INTEREST EXCLUSION:

1. 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.
2. Any member of the Board of Directors shall automatically resign if an financial self-interest or other conflict of interest arises, or if the Board member is or has been convicted of a fiduciary crime or fraud.
3. Each member of the Board of Directors shall sign an ethical statement stating that they do not have a financial self-interest or other conflict of interest with the organization, and that they have not been convicted of a fiduciary crime or fraud.

D. NOMINATIONS AND ELECTIONS:

1. The Board of Directors shall solicit nominations for annual elections and Board of Directors vacancies three (3) months before the annual election through notice to the members. Nominees shall be advertised to members through electronic mail and on the organizations website.
2. Members shall be sent ballots by electronic mail, or U.S. mail if necessary, at least four (4) weeks in advance of Board of Directors elections, which shall be held at the annual meeting.
3. Members may cast their votes for the members of the Board of Directors by:
 - (a) Returning ballots in the U.S. mail
 - (b) Oral, hand or ballot vote at meetings and recorded by the secretary
 - (c) Signed facsimile
 - (d) Through the organization's website
4. Members may write-in nominees who are voting members in good standing and meet the qualifications for the members of the Board of Directors specified above.
5. The members of the Board of Directors shall be elected by a simple majority vote.

E. SPECIFIC POWERS AND LIMITATIONS:

1. The Board of Directors shall administer the affairs of the corporation and act in the corporation's interest on matters, which are consistent with the Articles of Incorporation, these Bylaws and Virginia law.
2. The Board of Directors shall have no power, which subjects the corporation to any debts, encumbrance or liability beyond the amount of the corporate fund.
3. The Board of Directors shall create and disband ad-hoc committees.

4. To ensure the completeness and accuracy of corporate records and books, upon the completion of the fiscal year, the secretary's and treasurer's books shall be reviewed by an independent entity, appointed by the Board of Directors, and findings reported at the annual meeting.
5. The Board of Directors may not amend the Articles of Incorporation or Bylaws or dissolve the corporation/organization without approval of the voting membership.
6. Directors may chair committees and perform other duties in addition to their normal Board of Directors responsibilities.
7. The Board of Directors may appoint a new member to fulfill the term of a Director who fails to fulfill his or her term.
8. The Board of Directors shall appoint the officers of the Corporation.

F. HONORARY AND EX-OFFICIO MEMBERS:

Honorary and ex-officio members of the Board of Directors may be appointed by the Board of Directors from time to time to support specific organization needs, but shall have no voting rights.

G. COMPENSATION:

Directors and officers of the Board shall not receive compensation for their services, but may be reimbursed for expenses directly related to organization business, if deemed to be just and reasonable by the Board of Directors and to be validated with the proper receipts.

H. REMOVAL:

A Director may be removed only by a majority vote of members present at a members' meeting with a quorum consisting of one over a majority of the members that a Director has violated the Articles of Incorporation or these Bylaws.

I. MEETINGS:

1. The Board of Directors shall call and administer all annual and special members' meetings.
2. The Board of Directors shall hold regular monthly Board of Directors meetings to attend to and administer on-going planning, financial and operational needs of the organization. Board of Directors meetings require a quorum of a minimum of

four (4) Directors to vote on any issue or proposal presented at that meeting, i.e., a meeting can occur but votes are not valid unless a quorum is present.

3. Monthly Board of Directors meetings shall include Secretary's and Treasurer's reports; address old and new business agenda items; and status from committee chairpersons, as required.

The secretary's meeting minutes, treasurer's financial reports and committee status reports provided at monthly Board of Directors 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 organization and governmental agencies.

J. COMMITTEES

1. 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 organization goals and objectives.
2. Standing committees shall include, but are not limited to:
 - (a) Project/fundraising
 - (b) Park maintenance and planning
 - (c) Membership
 - (d) Communications
 - (e) Marketing and public relations
 - (f) Nominations and elections
 - (g) Community outreach
3. Committee chairpersons shall be drawn from the full membership and approved by the Board of Directors.
4. The Board of Directors shall have the authority to remove or replace committee chairpersons as situations dictate.
5. Each organization project/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 members of the Board of Directors, as required.
6. The specific purpose, limitation, and functions to be performed by each committee ("Charters") shall be established by the committee chairperson and approved by the Board of Directors.

7. Standing Committee Charters shall be developed by Committee Chairpersons, and maintained by the organization's Secretary, and may be changed/enhanced from time to time to incorporate "lessons learned" and to reflect the changing needs of a given committee.

ARTICLE VI
DUTIES OF THE OFFICERS

A. The officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer. Officers shall be appointed by the Board of Directors at the first Board of Directors' meeting following the annual meeting.

B. PRESIDENT:

1. The President shall be the general manager of the organization and shall supervise, direct, and control the organization's activities, business affairs, and officers.
2. The President shall preside at all members' meetings.
3. The President shall have such powers and duties as the Board of Directors or these Bylaws prescribe.
4. The President shall sign, with the treasurer, all checks over \$100.
5. The President shall be an ex-officio member of all committees created by the Board of Directors.
6. The President shall be the organization's focal point and principal spokesperson for all park project planning meetings with city personnel.

C. VICE PRESIDENT:

The Vice President, in the absence of the President or Secretary, shall perform all duties of those offices and as otherwise directed by the President.

D. SECRETARY:

1. The Secretary shall record, or cause to record, meeting minutes at annual and special members' meetings; monthly Board of Directors meetings and committee meetings, as required.
2. The Secretary shall keep a Book of Minutes for all meetings, proceedings and actions of the Board of Directors; of committees of the Board of Directors; and members' meetings.

3. 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.
4. The Secretary shall maintain copies of the corporation's Articles of Incorporation, Bylaws, committee charters and other documents critical to the corporation in its deals with city, state and federal agencies.
5. The Secretary shall notify members of regular and special meetings in the time and manner prescribed by these Bylaws. Supplemental notifications shall also be provided via electronic mail and posted notices at the Stockley Gardens Dog Park.
6. The Secretary shall keep a current Book of Members' Records, containing:
 - (a) Members' names, addresses, phone numbers e-mail addresses and facsimile numbers
 - (b) Members' class of membership
 - (c) Members' dues status (as provided by a membership committee chairperson and/or the Treasurer)

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.

7. The Secretary shall allow the Inspection and copying of organization records and define in Article IX C, Records and Reports.

E. TREASURER:

1. The Treasurer shall keep and maintain adequate and accurate Books of Accounts of the organization's properties and transactions.
2. The Treasurer shall receive, collect and deposit all funds or other valuables in the name and to the credit of the organization.
3. The Treasurer shall prepared and present a written financial report appropriate for each annual and quarterly members' meeting' and for each monthly Board of Directors meeting. Financial reports, as a minimum, shall include:
 - (a) The organization's monthly and year to date income, expenses and account balance.
 - (b) Specific project income, expenses and project/account balance.
4. The Treasurer shall sign all checks under \$100. The Treasurer, and the President, shall sign all checks over \$100. In the Treasurer's absence, the President shall sign all checks.

5. The Treasurer shall allow the inspection and copy of financial reports as define in Article IX C, Records and Reports.
6. 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.
7. The Treasurer shall submit financial books/records for independent review before each annual members' meeting and before the filing of financial reports with state and federal agencies.
8. In the event of the Treasurer's death, resignation or removal from office, the President shall appoint an interim Treasurer until an election can be held as stated in Article V, Section I.

ARTICLE VII PERMITS, INSURANCE AND WAIVERS

1. The organization shall obtain permits and purchase liability insurance as necessary to conduct organization events/activities.
2. Written waivers shall be obtained to document that permits and/or liability insurance is not required to conduct organization events/activities.
3. Obtaining permits, insurance and/or waiver protection is the responsibility of the event/activity chairperson and must be approved by the Board of Directors.
4. The organization will purchase Directors and Officers Liability Insurance.

ARTICLE VIII INDEMNIFICATION

Directors and officers will have rights to mandatory indemnification, and the corporation shall have the power to otherwise indemnify directors and officers, as provided in Article 9, Chapter 10, Title 13.1 of the Virginia Code (1950), or any successor statute.

ARTICLE IX RECORDS AND REPORTS

- A. The organization shall keep:

1. Written records of members' meetings, Board of Directors meetings and committee meetings.
 2. Written records of members
 3. Written financial accounts, book and records.
 4. Written records of the organization's Articles of Incorporation, Bylaws, other corporate documents and all changes thereto.
- B. The organization shall prepared 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.
- C. Rights of Inspection:
1. As a nonprofit corporation, the organization's information is open to the public and available via the organization's website at _____. General information, including the corporation's Articles of Incorporation, Bylaws and Annual and Quarterly Secretary's and Treasurer's report may be accessed and downloaded at no charge.
 2. Any voting or non-voting organization member in good standing who does not have access to the internet, upon written request to the organization's Secretary, may 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 X AMENDMENTS

Amendments to the Bylaws and Articles of Incorporation may be made only after two (2) weeks advance notice of the proposed amendment before a special meeting or an annual meeting of the members at which time the original and proposed new amendments must be posted on the corporation's website. Amendments require the approval of a majority vote of the members present at a meeting with a quorum of one over a majority of the members.

CERTIFICATION OF THE SECRETARY:

I certify that I am the duly elected and acting Secretary of the Ghent Dog Park Association. I further certify that the above Bylaws, consisting of thirteen (12) pages, are the Bylaws as adopted by its Board of Directors on _____, 2006 and that they have not been amended or modified since that date.

Executed on _____, 2006 at Norfolk, Virginia.

Name
Secretary
The Ghent Dog Park Association