

Bylaws of Langdon Dog Park Association

A District of Columbia Nonprofit Corporation

Article I

Name and Purpose

Section 1 - Name of Corporation

The name of this Corporation is Langdon Dog Park Association (the "Corporation").

Article II

Location and Offices

Section 1 - Offices of the Corporation

The principal offices and mailing address of the Corporation in the District of Columbia shall be located at such place as the Board of Directors may determine from time to time. The Corporation shall have and continuously maintain in the District of Columbia, a registered office and a registered agent whose office is identical with such registered office, as required by the laws of the District of Columbia. The registered office may be, but need not be, identical with the principal office and may be changed from time to time by the Board of Directors of the Corporation.

Article III

Membership

Section 1 – Classes and Qualifications of Members

The Corporation shall have two classes of members.

- i. Voting Members. Voting members shall be those members who a) have an interest in the Corporation and are at least 18 years of age, b) have made application for membership in writing on such forms as may be prescribed by the Board of Directors, and c) fulfill their obligations pursuant to Article III, Section 4, below.
- ii. Friends. All other individuals having an interest in the Corporation or its purposes and who shall make that interest known to the Corporation.

Section 2 – Rights of Voting Members

- a) All voting members shall have the right to receive meeting notifications and other such notices as determined appropriate by the Board of Directors.
- b) All voting members shall have the right to present a candidate for Director to the Board of Directors or its authorized Nomination Committee.
- c) All voting members shall have the right to address the Board of Directors at regular membership meetings or special meetings of the members.
- d) When a voting member speaks on an issue in which he or she has a financial or business interest, the member shall so declare.
- e) Voting members shall also 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 – Voting

At all meetings of the voting members, each voting member shall be entitled to one vote. A member's entitlement to voting rights is contingent upon such member being current in its dues and assessment obligations to the Corporation on the date of such meeting.

Section 4 - Fees, Dues, and Assessments of Voting Members

- a) The annual dues payable to the Corporation by voting members shall be in such amount as may be determined from time to time by resolution of the Board of Directors and authorized by two-thirds majority vote of voting members in attendance at a regular meeting.
- b) In lieu of the membership dues, voting members shall donate time to park maintenance or

- other volunteer activities, in such manner and in such amount as determined from time to time by the Board of Directors, to obtain full membership.
- c) No fee shall be charged for making application for membership in the Corporation.
 - d) Dues are nonrefundable.

Section 5 - Number of Members

There is no limit on the number of members the Corporation may admit.

Section 6 – Voting Membership Roster

- a) The Corporation shall keep a membership roster containing the name, address and class of each member as well as any additional information deemed necessary by the Board of Directors. Termination or change in class of the membership of any voting member shall be recorded in the roster, together with the date of termination or change of such membership. Such roster shall be available for inspection by any Director or voting member of the Corporation upon reasonable request.
- b) The record of names and addresses of the voting members of this Corporation shall constitute the membership list of this Corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a voting member's interest as a voting member.

Section 7 – Non-liability of Voting Members

A voting member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

Section 8 – Non-transferability of Voting Memberships

No voting member may transfer for value a membership or any right arising there from. All rights of membership cease upon the member's death.

Section 9 - Termination of Voting Membership

The Board of Directors may terminate or suspend the membership of any voting member, without hearing or prior notice, who is delinquent in the payment of dues or assessments owed by that voting member. The Board of Directors by a two-thirds vote may expel a voting member for cause other than non-payment of dues or assessments after appropriate notice.

Section 10 - Resignation of Voting Members

Any voting member may resign from membership in the Corporation by providing written notice to the Board of Directors. The resignation shall be effective upon the receipt by the Board of Directors of the written notice of resignation.

Section 11 - Rights on Termination of Voting Membership

All rights of a voting member in the Corporation shall cease on termination of membership as herein provided.

Section 12 - Equal Opportunity

The Corporation shall not deny anyone membership or the opportunity to participate in activities sponsored by the Corporation 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 - Place of Meetings

Meetings of members shall be held at such place or places within or without the District of Columbia as may be designated from time to time by resolution of the Board of Directors.

Section 2 - Annual and Other Regular Meetings

- a) The voting members shall meet annually on a day in December of each year, for the purpose of electing Directors and transacting other business as may come before the meeting. The date of this meeting shall be set by the Board of Directors at their October meeting each year. The annual meeting of voting members for the purpose of electing Directors shall be deemed a regular meeting.
- b) All other regular meetings of the members of the Corporation shall be held on dates determined from time to time by the voting members.
- c) All regular meetings are open to the public as well as membership.

Section 3 - Special Meetings of Voting Members

The President of the Corporation will call a special meeting if requested by the Board of Directors.

Section 4 - Notice of Meetings

Voting members shall be provided notice personally or by mail or e-mail not less than 72 hours nor more than 50 days prior to an annual or regular meeting date.

Section 5 – Quorum

The presence at any meeting of the greater of 5 voting members or 10 percent of the total number of voting members shall be necessary and sufficient to constitute a quorum for the transaction of business, except where provided otherwise by statute. 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 or transact any business unless otherwise provided herein.

Section 6 – Method of Governance

A recognized manual of parliamentary procedure, “Robert’s Rules of Order – Newly Revised,” shall govern meetings of the voting members in all cases in which it is not inconsistent with these Bylaws, any special rules of order adopted by the Board of Directors, or any statute of law.

**Article V
Board of Directors**

Section 1 – Powers and Qualifications

The policies of the Corporation 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 Corporation 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.

Section 2 - Composition

- a) The initial Directors shall be those individuals listed in the Corporation’s Articles of Incorporation and shall serve until the Corporation’s first annual meeting and until their successors are elected and qualified.
- b) Thereafter, the Board of Directors shall consist of 9 elected Directors. Such elected Directors shall vote among themselves to fill the Officer positions. 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 – Term

Except as provided in Section 4 of this Article, Directors shall serve for a term of one year and until their successors are elected and qualified, or until their earlier resignation, removal, or death.

Section 4 - Election and Removal of Directors

- a) Election: Directors shall be elected by the voting membership of the Corporation present at the annual meeting of the Corporation held in December of each year. The term of office runs

from January 1 through December 31 of the following year. The elected Directors comprise the Board of Directors.

- b) Removal: Any Director who is absent from more than four (4) regular meetings of the Corporation 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 5 - Vacancies

Vacancies in the Board of Directors shall 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 6 - Compensation

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

Section 7 - Duties

The Board of Directors shall manage the business, property, and affairs of the Corporation. In the management, the Board may exercise all powers of the Corporation 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 8 – 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.

Section 2 – Annual Meeting

The annual meeting of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors and designated in the notice or waiver of notice of the meeting. The business of such an annual meeting shall be the approval of the annual budget of the Corporation, the election of Officers by the Board, and other such business as may properly come before the Board.

Section 3 – 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 Corporation and designated in the notice or waiver of notice of the meeting.

Section 4 – Special Meetings

The President may call, or upon the request of a majority of the members of the Board of

Directors the secretary shall call, special meetings of the Board of Directors.

Section 5 – 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, telegram, facsimile, or e-mail addressed to his/her last known address at least ten days before the time designated for such 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 District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

Section 6 – 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 7 – 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 Corporation Act, the Articles of Incorporation, or these Bylaws.

Section 8 – 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 9 – 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.

Section 10 – Method of Governance

A recognized manual of parliamentary procedure, "Robert's Rules of Order – Newly Revised," shall govern the Board of Directors in all cases in which it is not inconsistent with these Bylaws, any special rules of order adopted by the Board of Directors or any statute of law.

**Article VII
Officers**

Section 1 - Officers, General

- a) The Officers of the Corporation shall be:
 - i. President,
 - ii. Vice-President,
 - iii. Secretary,
 - iv. Treasurer, and
 - v. Such other Officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation.
- b) In the event the Board of Directors creates other Officers, the Board of Directors shall have the power to prescribe the duties and responsibilities of and fill such offices. No person may hold more than one elected office, and any candidate for office must have been a voting member of the Corporation for at least 6 consecutive months prior to nomination.

Section 2 – Election and Removal of Officers

- a) Election: Officers shall be elected by the Board of Directors of the Corporation from among their Directors at the first regular meeting of the Corporation after the December election of Directors each year. The term of office runs concurrently to the Director's regular term and until their successors are elected and qualified, or until their earlier resignation, removal, or death.
- b) Removal: Any Officer who is absent from more than four (4) regular meetings of the Corporation 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 - President

The President shall be the Chief Executive Officer of the Corporation 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 Corporation;
- b) Preside at the meetings of the Board of Directors;
- c) Create and distribute the agenda for all membership and Board meetings;
- d) Serve as the Corporation's official spokesperson.

The President alone performs the following duties:

- i. Sign and execute all contracts in the name of the Corporation that are approved by the Board of Directors;
- ii. Do and perform such duties as may from time to time be assigned to him or her by a simple majority vote the Board of Directors.

Section 5 - Vice-President

The Vice-President shall have such other powers and shall perform all other duties as assigned to him or her by the Board of Directors or by the President. In case of the absence or incapacity of the President, the Vice-President shall perform the duties of that office. The taking of any action by the Vice-President in place of the President shall be deemed ratified by the President.

Section 6 – Secretary

The Secretary shall maintain a record all the proceedings of the meetings of the general membership and the Board, shall maintain the membership roster, and shall perform such other duties as may be assigned to the Secretary by the President of the Corporation.

Section 7 - Treasurer

- a) The Treasurer shall have custody of all the funds of the Corporation and shall keep full accurate account of receipts and disbursements in books belonging to the Corporation. In addition, the Treasurer performs the following duties:
- b) keep a roster of paid voting members;
- c) disburse the funds of the Corporation as may be ordered by the Board of Directors taking proper vouchers for such disbursement;
- d) 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 Corporation;
- e) 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;
- f) The Treasurer shall not be a signatory on Corporation bank accounts.

Section 8 - Compensation to Directors or Officers

No Director or Officer of the Corporation may receive compensation merely for acting as a Director or Officer.

Article VIII Elections

Section 1 – Election of Directors

Election of Directors shall be held at the Annual Meeting of the Corporation. For all elections of the Directors following calendar year 2010, 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 in September of each year. The Nominating Committee shall report its nominations at the October Regular Meeting of the Corporation. Further nominations for any position may be made from the floor at that time. All candidates for office will address the membership at the November Regular Meeting.

Section 3 - Notification of Membership

A written announcement listing the candidates for office shall be made available to the membership no later than November 15th.

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 voting members' name on the Treasurer's membership roster, and may require an acceptable piece of identification (drivers' license, voter registration card, or other picture I.D.);
- 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

The election for Officers will be conducted as follows:

- 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, at the first regular meeting.

Article IX Committees

Section 1 – Appointment of Directors to Committees of the Board

The Board of Directors shall have the power to appoint one or more Directors to a Committee of the Board which shall have and exercise the authority of the Board within a scope determined from time to time by the Board. Only Directors may vote to exercise the authority of such Committees.

Section 2 – Designation of Directors and Voting Members to Standing Committees of the Corporation

- a) The Board of Directors may from time to time designate one or more Directors and one or more voting members to a Committee which shall not have the authority to act on behalf of the Board but shall have the ability to recommend and advise the Board on matters determined by the Board.
- b) The standing Corporate Committees of the Corporation shall include a Membership Committee, a Fundraising Committee, a Facilities Committee, and a Communications Committee:
 - i. The Membership Committee shall manage all record-keeping related to the membership

- of the Corporation, and other such business as the Board may determine.
- ii. The Fundraising Committee shall manage and plan all programs and events relating to the raising of funds for the Corporation, and other such business as the Board may determine.
 - iii. The Facilities Committee shall manage all matters relating to the physical grounds of the Langdon Dog Park, and other such business as the Board may determine, save those appropriately reserved to the Government of the District of Columbia and the DC Department of Parks and Recreation.
 - iv. The Communications Committee shall manage all matters relating to outreach, publicity, public relations, and other such business as the Board may determine.
- c) The Board may from time to time create other standing Corporate Committees comprised of Directors and other voting members.

Section 3 – Place of Meetings of Committees

Meetings of voting members shall be held at such place or places within or without the District of Columbia as may be designated from time to time by resolution of the Board of Directors.

Section 4 – Quorum

The presence at any meeting of at least two-thirds of the total number of voting members of a Committee shall be necessary and sufficient to constitute a quorum for the transaction of business, except where provided otherwise by statute. 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 or transact any business unless otherwise provided herein.

Section 5 – Eligibility for Committee Service

Only voting members may serve on Committees.

**Article X
Finance**

Section 1 - Deposit of Funds

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

Section 2 - Notes of Indebtedness

All notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers in such manner as shall be determined by a resolution of the Board of Directors.

Section 3 – Gifts

The Board of Directors 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.

Section 4 - Fiscal year

The fiscal year of the Corporation shall begin on January 1 of each year and end on December 31 of the same year.

Section 5 - Financial Statement

The Treasurer will report orally or in writing on financial operations and conditions of the Corporation at each membership meeting.

Section 6 - Disbursement of Funds

The funds of the Corporation may be disbursed only by the Treasurer, 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 other such Officers as per the signature authorization card for the Corporation's bank account.

**Article XI
Books and Records**

Section 1 - Minutes and Records

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

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. The Board of Directors may enact policy placing the use or maintenance of these lists in specific Officers or agents of the Corporation.

Section 3 – Inspection

Any voting member of the Corporation through its authorized Officers, agents, or counsel may inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

**Article XII
Prohibitions and Limitations on Activities**

Section 1 - Political Campaigns

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation 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 Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future Federal income tax law.

**Article XIII
Indemnification and Insurance**

Section 1 - Mandatory Indemnification

The Corporation shall indemnify and may advance related expenses to all Directors, Officers, employees, or agents of the Corporation or any former Director, Officer, employee, or agent of the Corporation, 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 Corporation or out of acts taken in such capacity, whether or not the Corporation 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 Corporation 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**

Section 1 – Amendments

These Bylaws may be adopted, amended or repealed by a two-thirds vote of the Board of Directors.

AMENDMENT HISTORY

Amendment made at October 20, 2012 meeting of the Membership:

Article V, Section 1 (Powers and Qualifications) – “Any voting member of the Corporation who has been a voting member in good standing for at least ~~six consecutive months~~ **one month** prior to the date of his or her election may serve on the Board of Directors.”

Amendment made at January 26, 2014 meeting of the Membership:

Article V, Section 3 (Term) – “Except as provided in Section 4 of this Article, Directors shall serve for a term of one year and until their successors are elected and qualified, or until their earlier resignation, removal, or death. ~~No Director shall be eligible to serve more than three consecutive terms.~~”