

Friends of the Claremont POOCH Park Inc.

"A California Nonprofit Public Benefit Corporation"

### **Bylaws**

#### ARTICLE I – Name

##### Section I:

The name of this organization is Friends of the` Claremont POOCH Park Inc.

#### ARTICLE II – Purpose, Scope, & Limitations

##### Section I: The purpose of the FOCPP is:

- A. To support the City of Claremont Department of Parks and Recreation by raising funds and providing volunteer support to improve and maintain Claremont 's POOCH Park, 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 fund raising events, donations, gifts, grants, bequests, and solicitations necessary for maintenance and improvement projects at Friends of the Claremont POOCH Park Inc.
- C. To raise awareness within the Claremont and surrounding communities for dog related issues, a community that embraces dogs that are responsibly owned, trained, and exercised, will cultivate good citizenship for dogs, their owners, and all members of the community.
- D. To acquaint park users with park policies and regulations.
- E. To promote the FOCPP to park users and other interested parties.
- F. When appropriate, to formulate policies to enhance the use and enjoyment of the park by dogs and their owners, and to propose these policies to the appropriate City of Claremont department, board or official.
- G. The purpose 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 similar organizations.
- B. In accord with the City of Claremont Department of Parks and Recreation, to identify and eliminate unhealthy or unsafe conditions which may arise at the Claremont POOCH Park.
- C. FOCPP members will offer guidance and assistance to park users on how to properly socialize their animals to enhance the enjoyment of the Claremont POOCH Park to minimize health and safety related issues.

### Section 3: Limitations

A. This corporation's limitations are defined in the organization's agreement with the City of Claremont, by its Articles of Incorporation, and by these Bylaws.

B. The organization may not act independently of the City of Claremont in the implementation of health, safety, and 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 appropriate City of Claremont Department.

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

Membership shall include Pooch Park users, i.e., those who bring their dogs to the park, regularly (3-5x per week) as well as more the infrequent users. Membership is be open to anyone who endorses the purpose of the dog park listed in Article II, abides by these Bylaws, and who meets the requirements of one of the classes of membership defined below. Criteria for membership includes acceptance by voting members upon request of new member. Since we are open to all, these criteria are designed so that single-issue persons will not dominate any meeting without having demonstrated a commitment to the organization.

### Section 2: Membership Classes

#### A. Voting members

Voting members include individuals:

- i. Who have met the membership requirements, i.e., attended three meetings, two for frequent park users and/or provided service verified by the Executive Board or a combination of the above.
- ii. Meet participation requirements each fiscal year to maintain membership eligibility.
- iii. Show support for the organization
- iv. Have been voted in by the membership.
- v. Shall lose their voting privileges when they become inactive by not attending three (3) consecutive meetings without good cause. The member

B. Associates Members are non-voting members who make a contribution through service and participation but do not meet voting requirements listed above.

C. Honorary members include:

- I. Honorary members designated by the Executive Board.
- ii. Corporate/business members, sponsors or underwriters.

iii. Ex-officio members designated by the Executive Board.

iv. Honorary members are not voting members.

D. Eligibility for membership shall be without discrimination with regard to gender, color, race, creed, national origin, religious persuasion, marital status, political belief, sexual orientation, or disability that does not prohibit person's ability to appropriately serve on the committee.

Voting Rights:

I. Each individual voting member shall have one (1) vote. Proxies are not allowed.

ii. The Executive Board includes: President, Vice-President, Secretary, Treasurer, and Community Liaison each with (1) one vote.

Section 3: Transfer of Membership

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

Section 4: Termination of Membership

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

i. Resignation of the member.

ii. Determination by two-thirds (2/3) of the membership that a member has violated the Articles of Incorporation or these Bylaws.

Section 5: Fiscal Year

The fiscal year shall begin 1 July and end June 30 of each year.

ARTICLE IV – Meetings of Voting Members

Section 1: Monthly and Annual Meetings

A. The association shall hold its annual meeting in May of each year for the following purposes:

I. To elect new members of the Executive Board.

ii. To set annual dues. (If applicable)

B. Members shall be notified of the annual meeting at least three (3) weeks in advance by e-mail and by flyers posted at Friends of Claremont POOCH Park Bulletin Board.

C. Monthly meetings of the membership shall be held to allow regularly scheduled intervals where non-voting and voting members can discuss park priorities and concerns with the Executive Board.

Section 2: Additional Meetings

A. Special meetings may be called only in time of emergencies. Any member in good standing may request a special meeting by contacting any member of the Executive Board. Special meetings must be of an emergency nature, and be approved by the Executive Board only if it is determined that a meeting cannot wait until the next regularly scheduled (monthly) meeting. Members shall be notified by e-mail at least one (1) week in advance of special meetings (if possible) and by flyers posted at Friends of Claremont POOCH Park Bulletin Board.

#### Section 3: Quorum

A simple majority of all voting members shall constitute a quorum for any meeting.

#### Section 4: Voting Process

A. Voting rights are as defined by these Bylaws (Article III Sec. 2 B.)

B. Voting shall be by secret ballot.

C. Absentee ballots shall be accepted as approved by the Executive Board.

### ARTICLE V – Executive Board

#### Section 1: Identification of Executive Board

A. The Executive Board shall consist of no more than five (5) voting members who shall be elected and installed at the annual meeting. The officers of the committee shall be the President, Vice President, Secretary, Treasurer and Community Liaison.

#### Section 2: Qualifications of Executive Board

A. Executive Board members shall be voting members of the organization in good standing.

B. Executive 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 Executive Board shall have a financial self-interest in the investments, fund raising efforts of the organization, projects funded by the organization, or on-going maintenance efforts paid for by the organization.

B. No member of the Executive Board shall have a financial self-interest in Friends of Claremont POOCH Park Inc. itself.

#### Section 4: Nominations & Elections

A. The Executive Board shall solicit nominations for annual elections at the monthly meeting, one month prior to elections. Nominees must be present and verbally accept or decline the nomination. Absentee nominations will not be accepted. Notice of nominations shall be included in the draft minutes of the meeting sent to members by email and as posted at Friends of Claremont POOCH Park Bulletin Board.

B. Members may cast their votes for Officers by written ballot or absentee ballot as approved by the Executive Board and recorded by the Secretary.

C. Members may write-in nominees who are voting members in good standing and meet the qualifications for committee members specified above in Section 2.

D. Officers shall be elected by a simple majority vote.

#### Section 5: Length of Term

A. Officers shall be elected to one term of (2) years. Annual elections shall be held in a manner where President, Treasurer and Community Relations Person are elected on odd years and Vice-President and Secretary elected on even years.

B. There shall be a limit of three (3) terms an Officer may be re-elected to the same position consecutively. After a one-year respite the member may be re-elected to their former Office.

#### Section 6: Specific Powers & Limitations

A. The Executive Board shall administer the affairs of the organization; control all expenditures and property of the organization; and act in the organizations interest.

B. The Executive Board shall have no power, which subjects the corporation to any debt, encumbrance or liability beyond the amount of the available funds.

C. The Executive Board shall create and disband committees as may be considered necessary from time to time.

D. The Executive Board may not remove members/officers; amend Bylaws or Articles of Incorporation; or dissolve the organization without 2/3 approvals by the voting membership.

E. The Executive Board members may chair committees and perform other duties in addition to their normal committee responsibilities.

#### Section 7: Compensation

A. Executive Board and voting members shall not receive compensation for their services, but may be reimbursed for expenses directly related to organizational business and approved by the Executive Board.

#### Section 8: Vacancies

A. Any member may resign by giving written notice.

B. Executive Board members may be terminated upon occurrence of any of the following:

i. Determination by majority vote of that a member has violated these Bylaws or the Articles of Incorporation.

ii. Failure to abide by the rules of ethical behavior as determined by majority vote.

iii. Failure to attend three (3) consecutive membership meetings (without reasonable justification).

#### Section 9: Meetings

- A. The president shall call and/or administer all annual, monthly and special members meetings.
- B. The organization shall hold regular monthly meetings to attend to and administer on going planning, financial and operational needs of the organization to vote on any issue or proposal presented at that meeting.
- C. Meetings require quorum participation by members with at least one of the following: Vice-President or President present.
- D. Monthly agenda shall include the items below with allotted times.
  - i. Secretary's report.
  - ii. Treasurer's report.
  - iii Community Liaison Report.
  - iv. Membership Report
  - v. Review of old business and address of new business.
  - vi. Status from committee chairpersons, as required.
  - vii. A minimum of 20 minutes for New Business
- E. The Secretary's minutes, \ Treasurer's reports and committee reports given at monthly meetings will provide data for year-end reports.

#### Section 11: Committees

- A. The Executive Board 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.
- B. Standing committees may include, but not limited to:
  - i. Membership
  - ii. Events Coordinator
- C. Committee chairpersons shall be drawn from the full membership and approved by the Executive Board.
- D. The Executive Board shall have the authority to remove or replace committee chairpersons for reasonable cause.
- E. Each project or event shall have a member responsible for its overall planning and implementation. That person shall report to POOCH PARK membership as agreed.

#### Section 12: Support Functions

- A. The Executive Board shall also preside over the direction of auxiliary/support functions of the dog park.

B. The organizations Web Site shall be owned and controlled by the membership.

C. The Executive board shall have and maintain a P.O. Box exclusively for the FOCPP.

## ARTICLE VI – Duties of Executive Board

### Section 1: President

A. The President shall supervise and direct the organization's activities and business affairs at general meetings.

B. The President shall preside at all members' meetings and at all board meetings and create an agenda no less than 5 days before schedule meetings.

C. The President and Treasurer shall sign all checks.

D. The President shall be an ex-officio member of all committees.

E. The President shall be responsible for monthly financial reports in the absence of the Treasurer.

H. During any vote, the president shall break a tie with his/her vote.

I. The President shall be the primary spokesperson for the organization.

### 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 notify members of regular and special meetings in the time and manner prescribed by these Bylaws.

C. Vice President shall coordinate with the Secretary to maintain current information on all members.

D. The Vice President shall be responsible for sending welcome letters to new members and preparing park ID cards.

E. The Vice President will coordinate membership booth at park events and membership drives.

### Section 3: Secretary

A. The Secretary shall record meeting minutes at annual, monthly, and special members' meetings.

B. The Secretary shall keep a Book of Minutes from all meetings, proceedings and actions of the Executive Board.

C. Committee chairpersons shall record committee minutes and provide them to the Secretary for inclusion in the Book of Minutes. E-mail 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 maintain a database of active members including:

- i. Members' names, addresses, phone numbers, e-mail addresses and facsimile numbers.
- ii. Members' membership status.

E. 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.

F. The Secretary shall provide a roster of current members at each annual and monthly meeting for voting purposes.

G. The Secretary shall allow the inspection and copying of association records as defined in Article VIII, F.

H. The Secretary shall keep a list of all park supporters, vendors, related organizations, etc. to include contact name, address, phone number, email address, fax number and past event participation.

#### Section 4: Treasurer

A. The Treasurer shall keep and maintain adequate and accurate Records of Accounts of the organization's properties and transactions.

B. The Treasurer shall prepare and present a monthly written financial report. Financial reports, as a minimum, shall include:

- i. The organization's monthly and year to date income, expenses and account balance.
- ii. Specific event income, with receipts and a log of these receipts, expenses and balance on hand for each event.

C. The Treasurer, with the President shall sign all checks.

D. The Treasurer shall allow the inspection and copying of financial reports as required by law.

E. The Treasurer shall maintain a 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 and Secretary once a month to serve as verification for any and all reports submitted to the membership.

G. All monies must be deposited with the Treasurer within 5 business days.

H. The Treasurer, and president, or designee shall be the only persons with keys to the donation boxes.

#### Section 5 Community Liaison:

A. Shall be the organization's liaison with City of Claremont personnel.

B. Shall actively pursue strategic partnerships and activities to maintain prosperity for Friends of Claremont POOCH Park Inc.

C. Shall coordinate all park communications including the Bulletin Board and suggestions boxes at the park.

D. The Community Liaison shall be responsible for collection and distribution of all mail received. (US and e-mails)

#### Section 6: Events Chairperson

A. The events chairperson shall contact and communicate with vendors.

B. The events chairperson shall coordinate event set up and clean up.

C. The events chairperson shall coordinate vendor donations and raffle.

D. 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.

G. The events chairperson shall be responsible for maintaining a current list of their inventory and shall submit an annual list to the treasurer within 14 days.

#### ARTICLE VII – Cash Handling Procedures

##### Section 1: Event Procedures

A. Treasurer will provide a cash box before event.

B. An officer and the event coordinator will count beginning cash on hand and sign off on the total amount.

C. At the conclusion of each event, an Officer and the event coordinator will count cash and sign off on total amount.

D. Treasurer will recount and certify funds received from the event. Treasurer will deposit money into Friends of Claremont POOCH Park Inc. account within three business days following the event.

##### Section 2: Expense Procedures

A. All expenditures over \$100.00 must be approved by a majority vote.

B. All checks are to be signed by Treasurer and either the President or Vice President.

C. All expenditures under \$100.00 must have written approval from the president and treasurer, E-mail approval is sufficient.

#### ARTICLE VIII – Records & Reports Section 1: Records to be kept

A. Written minutes of member 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, 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 Executive Board prior to submittal.

F. When the organization becomes a 501 (c) (3) Article VIII, Section G shall become applicable.

G. RIGHTS OF INSPECTION: As a Nonprofit Public Benefit Corporation, organizational information is open to the public and available at the organization's website. General information, including the Corporation's Bylaws, Articles of Incorporation, and annual reports may be accessed 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 – Executive Board Limitations

Without specific approval by the corporation's voting members, the Executive Board may not:

- i. Adopt, amend or repeal any bylaw.
- ii. Change voting rights, classes, and quorum or majority requirements.
- iii. Fix or change the number of Executive Board members.
- iv. Fix or change the term of Officers.
- v. Change Officers qualifications or election procedures.
- vi. Change the amount of annual dues.

#### ARTICLE X – Dissolution

##### Section 1:

A. Dissolution must be approved by 2/3 majority of the total voting membership. 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 officer 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 Friends of Claremont POOCH Park Inc. I further certify that the above Bylaws, consisting of 10 pages, are the Bylaws as adopted by its Executive Board and voting members on May 11, 2009, with grammatical/spelling corrections instituted and that they have not been amended or modified since that date.

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

---

Secretary, Friends of the Claremont POOCH Park Inc.