

**BY-LAWS OF
ARBOR DOG PARK ACTION COMMITTEE, INC.,
A NOT-FOR-PROFIT CORPORATION**

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ARTICLE I - ORGANIZATION

- A. The name of the organization shall be ARBOR DOG PARK ACTION COMMITTEE, INC. (Otherwise referred to in these By-Laws as “ADPAC.”)
- B. The organization may at its pleasure by a vote of the membership body change its name.
- C. As a part of the organization’s application for recognition of exemption from federal income tax, the following amendments shall apply:
 - 1. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.
 - 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 - 3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE II - PURPOSES

The following are the purposes for which this organization has been organized:

- A. Development
 - 1. To develop and improve Arbor Dog Park.
 - 2. To develop a volunteer program to monitor park activity, enforce

rules/regulations and address/document problems on site.

B. Maintenance

1. To assist in the maintenance of the dog park area(s) through volunteer manpower after such areas are established.

2. To assist in financing excess maintenance needs which the Board of Directors and park users desire including ground repair and/or other amenities.

C. Education

1. To develop educational programs for park users, as well as, the general public to promote canine health and responsible pet ownership, to improve understanding of canine behavior and socialization, and provide resources including behavior classes, obedience classes, professional advisory board, a website (with Q/A section) and quarterly newsletter.

2. To establish and maintain a website.

3. To produce a newsletter.

D. Funding

1. To provide annual revenue to the parks department for standard maintenance.

2. To assist in the funding of the dog park program, including development of new areas, excess maintenance of these sites and educational endeavors through private and corporate donations solicited through a fund raising campaign.

E. Promotion

1. To schedule public events to promote the park (may include fund raising), such as, Dog Shows (professional or just for fun), Dog Walks, Dog Games, Pet Therapy, etc.

2. To demonstrate the benefits of canine companions to the individual, family and community.

ARTICLE III - MEMBERSHIP

A. Membership in this organization shall be open to all who are in favor of the promotion and improvement of Arbor Dog Park.

ARTICLE IV MEETINGS

- A. The annual membership meeting of this organization shall be held on the first Saturday of April each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.
- B. The Secretary shall cause to be mailed to every member in good standing at his/her address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.
- C. Other meetings of this organization shall be held on an as-needed basis, at a place as designated by the Board of Directors. The meeting date, time, and/or location may be changed if announced at least one week in advance.
- D. The presence of not less than five (5) members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than two weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.
- E. Special meetings of this organization may be called by the president when he/she deems it for the best interest of the organization. Notices shall be sent to the participants at least seven (7) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of two of the members of the Board of Directors, or ten percent (10%) members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least seven (7) days before the requested scheduled date.
- F. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all those present at such meeting.

ARTICLE V - VOTING

- A. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
- B. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of

such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

ARTICLE VI - ORDER OF BUSINESS

Roll Call.
Approval of the Minutes of the preceding meeting.
Reports of Committees.
Reports of Officers.
Old and Unfinished Business.
New Business.
Adjournments.

ARTICLE VII BOARD OF DIRECTORS

- A. The business of this organization shall be managed by a Board of Directors consisting of nine (9) members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of California and a citizen of the United States.
- B. The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two (2) years.
- C. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.
- D. Each director shall have one vote and such voting may not be done by proxy.
- E. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
- F. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.
- G. The President of the organization by virtue of his/her office shall be Chairman of the Board of Directors.
- H. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and unless otherwise specified therein, the

acceptance of such resignation shall not be necessary to make it effective.

I. It is the policy of the Board of Directors that all Members of the Board should

- Be actively involved in all matters concerning the park.
- Be observant of the condition of the park and the behavior of people who use the park.
- Alert other users of the park that they are violating the provisions of Seal Beach Municipal Code Section 7.051.120.
- Serve as examples of appropriate dog park behavior to other users of Arbor Dog Park.

Accordingly, members of the Board are expected to do the following:

1. Regularly attend the park on a regular and continuing basis, except in the instance of illness of the director or the director's dog.
2. Participate in ADPAC activities, including maintenance days and fund raising activities.
3. Attend meetings of the Board.
4. Comply with the provisions of Seal Beach Municipal Code Section 7.051.120.

J. A director may be removed when sufficient cause exists for such removal. A director shall be provided with not less than thirty (30) days written notice that the Board, upon a majority vote, has placed the question of that director's removal on the agenda of a regular or special meeting of the Board. A director may be removed by a vote of not less than two-thirds of members of the Board of Directors. Grounds for removal shall include the following:

1. Failure to comply with the provisions of Section I, above.
2. Failing to attend three (3) consecutive meetings of the Board of Directors.
3. Repeated failure to comply with the dog park rules, as set forth in Seal Beach Municipal Code Section 7.051.120.
4. Other conduct that is deemed inappropriate by the Board of Directors or inconsistent with the policy for Board members as set forth in Section I, above.

ARTICLE VIII - OFFICERS

A. The initial officers of the organization shall be as follows:

President: GLEN RABENN
Treasurer: BARBARA METHENY
Vice-Treasurer: CRAIG ADLER
Secretary: MARY EASON

B. Duties of the Officers

- The President shall preside at all membership meetings.
- The President shall by virtue of his/her office be Chairman of the Board of Directors.
- The President shall present at each annual meeting of the organization an annual report of the work of the organization.
- The President shall appoint all committees, temporary or permanent.
- The President shall see all books, reports and certificates required by law are properly kept or filed.
- The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

C. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

- The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- The Treasurer shall exercise all duties incident to the office of Treasurer.

D. The Vice-Treasurer shall be the other officer who shall be authorized to sign checks and drafts of the organization

E. The Secretary shall keep the minutes and records of the organization in appropriate

books.

- It shall be the Secretary's duty to file any certificate required by any statute, federal or state.
- The Secretary shall give and serve all notices to members of this organization.
- The Secretary shall be the official custodian of the records and seal of this organization.
- The Secretary may be one of the officers required to sign the checks and drafts of the organization.
- The Secretary shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.
- The Secretary shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.
- The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

F. Officers shall by virtue of their office be members of the Board of Directors.

G. No officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

H. An officer shall be removed by a vote of not less than two-thirds of the members of the Board. The procedure for such removal shall be as set forth in Article VII, Section J, above. The grounds for such removal shall be the following:

1. Grounds for removal of a Director, as set forth in Article VII, Section J, above.
2. Repeated failure of the Officer to perform his or her duties as defined above.

ARTICLE IX - SALARIES

A. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X - COMMITTEES

A. All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

B. The permanent committees shall be:

1. Public Relations and Information Committee : This committee shall be responsible for gathering information about dog park facilities, operations, and other information deemed useful to ADPAC. This committee shall also maintain an ADPAC Website, oversee the distribution of pamphlets, as well as other duties appointed by the Board of Directors.

2. Fundraising Committee : This committee shall oversee all fundraising activities; including but not limited to contacting potential donors, creating fundraising opportunities, and managing on-going fundraising activities.

3. Volunteer Committee : This committee shall oversee the scheduling of volunteer activities such as information booths, see to the recruitment of volunteers for such events, and promote volunteer opportunities to the members of the organization.

4. Maintenance Committee: This committee will be responsible for maintenance of the grounds and equipment, as well as contact with the City of Seal Beach.

ARTICLE XI - HANDLING OF FUNDS

A. All contributions received by ADPAC shall be deposited in an account established by the Board.

B. No monies shall be withdrawn from the account without the express consent of a majority of the Board. The Treasurer and Vice-Treasurer shall be the only officers who may sign the checks or drafts of the organization.

ARTICLE XII - LIABILITY OF MEMBERS

A. No member or officer shall be personally liable for any bills or obligations of the Arbor Dog Park Action Committee, past or present.

B. No officer or member will obligate or disburse any money belonging to the Arbor Dog Park Action Committee without authorization of the board of directors.

C. No person shall use the name, mailing list, or official logo of the Arbor Dog Park Action Committee for other than strict Association purposes, without authorization of the Board of Directors.

ARTICLE XIII - DUES

A. There shall be no dues.

ARTICLE XIV - AMENDMENTS

A. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than fifty (50%) percent of the members of the Board of Directors.

These Amended by-laws were adopted by the Board of Directors on October 19, 2005.

Date: _____

GLEN L. RABENN, Chairman

Date: _____

BARBARA METHENY, Secretary

Contact Phone Number: (562) 596-0199

Arbor Dog Park Action Committee