

# CHELMSFORD DOG ASSOCIATION

## A Not-For-Profit Social Welfare Corporation

### Organization Bylaws

### Revised and Replaced January 9, 2020

#### **ARTICLE I – ORGANIZATION**

- A. The name of the organization shall be Chelmsford Dog Association, Inc.
- B. The organization may at its pleasure by a vote of the membership body change its name
- C. The organization is a citizens group comprised of dog owners and dog lovers committed to responsible dog ownership through education and collaboration with the community.
- D. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- E. As a part of the organization’s application for recognition of exemption from federal income tax, the following amendments shall apply:
  - 1. 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. 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 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.
  - 2. 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 – OBJECTIVES**

- A. The following are the objectives for which this organization has been organized:
3. Work in partnership with the Friends of the Chelmsford Dog Park Inc., the Town of Chelmsford and/or its residents to develop and maintain a series of fenced-in, off-leash neighborhood dog parks where well-behaved dogs can socialize and exercise in a clean and safe environment without endangering or annoying people, property or wildlife;
  4. Serve as a resource to educate the public about responsible dog ownership and acceptable dog behavior;
  5. Promote and protect the interests of responsible dog owners while connecting and compromising with non-dog owners; and
  6. To collect and administer membership fees and/or other donated funds for the enhancement of the off-leash dog exercise area as well as promotion of responsible dog ownership.
- F. This association shall not be conducted or operated for profit and no part of any profit or remainder of residue from dues or donations, to the Group, shall inure to the benefit of any member or individual.

## **ARTICLE III – MEMBERSHIP**

- A. Membership in this organization shall be open to all without regard to race, creed, color, national origin, gender, age, disability, marital or veteran status, sexual orientation, religious beliefs or citizenship status, and who complete a membership application form and pay annual dues.
1. There shall be three (3) classes of members:
    - a) Class One – Executive Members
    - b) Class Two – General Members
    - c) Class Three – Corporate Members

The distinction between the classes is as follows:

Class One Members shall be Members of the Board of Directors and shall be entitled to vote on corporate and other business matters;

Class Two Members shall be members at large to support the purpose and mission of the organization. Class Two Members shall have no voting rights except as may be granted from time to time by the Board of Directors or these Bylaws;

Class Three Members shall be Corporate members and sponsors to support the purpose and mission of the organization. Class Three members shall have no voting rights. Class Three Members are entitled to list their corporation as “an official sponsor of the Chelmsford Dog Association”. Class Three Members may be entitled to receive some manner of advertising benefit from the Organization.

- B. The Board of Directors shall set membership dues no later than December 1 of each year. Dues are payable by the yearly anniversary date each member joined. No member may vote whose dues are unpaid for the current year. Prior to the yearly expiration of the membership, the Secretary or Treasurer shall send to each member a statement of dues for the ensuing year. Dues may not be changed without 2/3 majority of the Board of Directors
- C. Due to their work on the Board of Directors, Class One memberships do not have annual dues. The annual dues of Class Two memberships for 2020 are set at \$20.00 per annum. Dues for Class Three memberships are set at \$50 per annum.
- D. Each applicant for membership shall apply on a form that contains name, address, and phone number of the applicant(s) as well an email address.
- E. Membership may be denied or revoked for any person convicted of any animal related crime, or for any reason with a 2/3 majority of the Board of Directors.

## **ARTICLE IV – MEETINGS**

- A. The annual membership meeting of this organization shall be held in the month of November at which Directors for the ensuing year shall be appointed in accordance to Article V. Those Directors shall take office on January 1 following the appointment and each retiring officer shall turn over to the successor in office all properties and records relating to that office on or by January 1.
- B. The Secretary or Membership Committee shall cause to be sent to every member in good standing, at one of their addresses, as it appears in the membership roll book of this Organization, a notice telling the time and place of such annual meeting. Email may be used for such meeting notifications.
- C. Regular membership meetings of this Organization shall be held once a month in Chelmsford, MA, at least eight times per year. The meeting date, time, and/or location may be changed if announced at least three days in advance.
- D. The presence of not less than sixty (60%) percent of the Executive Members at the actual annual or special membership meeting shall constitute a quorum and shall be necessary to conduct the business of this organization. A lesser percentage may adjourn the meeting for a period of not more than four weeks from the date scheduled by these Bylaws, and notice shall be posted of the new meeting date and time. A quorum as herein before set forth shall be required at any adjourned meeting. Each voting member shall have one vote and may not vote by proxy.

- E. The President may call special meetings of this organization when he/she deems it for the best interest of the organization. Notices of such meeting shall be mailed or emailed to all required members at their addresses as they appear in the membership roll book at least ten (10) 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 seventy-five (75%) percent of the directors of the Board of Directors or thirty (30%) percent of the members of the organization, the President shall cause a special meeting to be called but such request must be made in writing at least five (5) 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 consent of 75% of the members present at such meeting.

## **ARTICLE V – VOTING**

- A. At all meetings, all votes shall be by voice. Unless otherwise stated in these Bylaws, all votes shall be decided on a majority vote.
- B. Nominations of eligible members for a Board position may be with a signed written Statement of Agreement from the proposed candidate stating they are willing to serve in such capacity, if elected. This written nomination shall be signed by two additional members. The Board shall receive all written nominations no later than 15 days before the scheduled date set for the annual meeting and immediately forward them to the Secretary.
- C. At any regular or special meeting, if a majority of voting members so requires, any question may be voted upon by the use of ballots. If ballots are required, there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

## **ARTICLE VI – MEETING ORDER OF BUSINESS**

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

## **ARTICLE VII - BOARD OF DIRECTORS**

- A. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and one Director-at-large. All Board directors shall have been members, in good standing, for at least one year prior to their nomination and during their term.
  - 1. A member in good standing shall be defined as a member who is current on dues, has no legal restrictions barring the appointment, has attended at least four (4) meetings of the organization in the past 12 months and has volunteered or otherwise actively participated in at least two (2) events run by or attended by the organization in the past 12 months.
  - 2. The Board may, at its discretion, waive the requirements listed above for a specific member.
  
- B. Appointment of directors shall be done by the current Executive Members at the annual meeting of this organization and appointed directors shall serve for a term of two (2) years. Directors shall serve in staggered terms.
  - 1. Two (2) directors shall serve for 1 years starting in calendar year 2020 and for two (2) year terms following.
  - 2. Three (3) directors shall serve for 2 years, starting in calendar year 2020 and for two (2) year terms following.
  
- C. At the first board meeting after the Annual Meeting, once new directors have taken their positions (per Section B, above), the board shall nominate and vote for a specific director to take the role of each Officer position (President, Vice-President, Secretary, Treasurer) for the next calendar year. Each officer shall serve for a term of one year, regardless of the length of their term as Director.
  
- D. 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.
  
- E. Sixty (60%) percent of the directors of the Board of Directors shall constitute a necessary quorum for a meeting and the meetings of the Board of Directors shall be held regularly within the first weeks of each Quarter.
  
- F. Each director shall have one vote and such voting may not be done by proxy.
  
- G. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
  
- H. A vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the balance of the term

- I. The President of the organization by virtue of his/her office shall be Chairman of the Board of Directors.
- J. Any Director may resign at any time by delivering written notice to the President or the Secretary by email or mail at their home residence, 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.
- K. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing involving charges. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization.
- L. The Board of Directors may, from time to time at its discretion, by majority vote, designate one or more of its former directors to be a Director Emeritus. Each such designation shall be for a term to be declared by the board of directors at the time of appointment, or until such Director Emeritus' earlier death, resignation, retirement or removal (for any reason or no reason by a majority of the board of directors). Directors Emeritus shall provide such advisory services to the board and its committees as requested from time to time by the board. Directors Emeritus may attend board meetings as and when invited by the board and attend meetings of any committee of the board as and when invited by the committee, but they shall not be entitled to notice of any such meetings or to vote or be counted for quorum purposes at any such meetings. If present, Directors Emeritus may participate in the discussions occurring at such meetings. Any person holding the position of Director Emeritus shall not be considered a director or officer for any purpose, including the corporation's Articles of Organization and Bylaws, applicable federal securities laws and the General Law of the State of Massachusetts, as it may be amended (the "MGL"), and a Director Emeritus shall have no power or authority to manage the affairs of the Company. Directors Emeritus shall not have any of the responsibilities or liabilities of a director or officer of the corporation under the MGL, nor any of a director's or officer's rights, powers or privileges in their capacities as Directors Emeritus. Reference in these bylaws to "directors" or "officers" shall not mean or include Directors Emeritus. Directors Emeritus shall remain subject to all of the corporation's policies applicable to directors. A Director Emeritus shall be entitled to benefits and protections in accordance Article XI of these bylaws ("Liability of Members").
- M. If, at any time during their term, a director does not meet the criteria required for nomination to a board position set forth in section A, or if a director misses four (4) consecutive meetings, that director may be removed by majority vote of the Board.
- N. A minimum of sixty (60%) percent of the Board Members shall be Residents of the Town of Chelmsford, Massachusetts.  
If, during their term, a Director should change their address such that the change would result in less than sixty percent (60%) of the Board continuing as Residents

of Chelmsford, that Director shall resign, and the position shall be filled according to the procedure in Section H, above.

## **ARTICLE VIII – OFFICERS**

A. The President shall:

- Preside at all membership meetings.
- By virtue of their office is Chairman of the Board of Directors.
- Present at each annual meeting of the organization an annual report of the work of the organization.
- Appoint all committees, temporary or permanent.
- File any certificate required by any statute or regulation.
- Be the official custodian of the non-financial records of this organization.
- See all books, reports and certificates required by law are properly kept or filed.
- Be one of the officers who may sign the checks or drafts of the organization. Checks in excess of \$500 shall require the signature of two officers. Use of the debit card for purchases in excess of \$500 shall require the authorization of two officers.
- Have such powers as may be reasonably construed as belonging to the chief executive of any organization.

B. The Vice President shall:

- Oversee and coordinate the efforts of all major committees.
- In the event of the absence or inability of the President to exercise her/his office become acting President of the organization with all the rights, privileges and powers as if s/he had been the duly elected President.
- Be one of the officers who may sign the checks or drafts of the organization. Checks in excess of \$500 shall require the signature of two officers. Use of the debit card for purchases in excess of \$500 shall require the authorization of two officers.

C. The Secretary (also known as the “Clerk”) shall:

- Keep the minutes and records of the organization in appropriate books.
- Post the approved minutes of the meetings within 10 business days from the date of the meeting.
- Be one of the officers who may sign the checks or drafts of the organization. Checks in excess of \$500 shall require the signature of two officers. Use of the debit card for purchases in excess of \$500 shall require the authorization of two officers.
- Present to the membership at any meetings any communication addressed to her/him as Secretary of the organization.
- Submit to the Board of Directors any communications, which shall be addressed to her/him as Secretary of the organization.
- Attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

- D. The Treasurer shall:
- Have the care and custody of all monies and financial records belonging to the organization and shall be solely responsible for such monies or securities of the organization.
  - Cause to be deposited in a regular business bank or trust company a sum not exceeding \$10,000. The balance of the funds of the organization shall be deposited in a savings account except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.
  - Be one of the officers who may sign the checks or drafts of the organization. Checks in excess of \$500 shall require the signature of two officers. Use of the debit card for Purchases in excess of \$500 shall require the authorization of two officers. No special Fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
  - 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.
  - Exercise all duties incident to the office of Treasurer.
- E. Only directors of the Board of Directors may be officers.
- F. No officer or director shall for reason of their 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. Officers and directors may, however, be reimbursed for reasonable expenses incurred for the organization and that have been approved in advance by the Board of Directors.

## **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. The Board of Directors shall appoint all committees of this organization 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. Committees shall have a Chairperson and an Executive Director. These roles may be filled by the same person. The Executive Director must be a member of the Board of Directors.
- C. Permanent committees may be established at the discretion of the Board.



- D. All committees have no authority to act on behalf of the organization unless specifically mandated in writing by the Board of Directors.

## **ARTICLE XI – CONFLICT OF INTEREST**

- A. The Board of Directors shall establish and maintain a Conflict of Interest Policy
- B. Officers, Directors and Committee Chairpersons shall be required to agree to and sign the Conflict of Interest Policy, once such policy is established.

## **ARTICLE XII – LIABILITY OF MEMBERS**

- A. No member or officer shall be personally liable for any bills or obligations of the Organization, past or present.
- B. No director or member, other than an officer will obligate or disburse amounts of money over \$50.00 belonging to the organization without authorization of the majority of the Board of Directors. Monetary amounts up to and including \$50.00 shall be approved by at least two officers.
- C. No person shall use the name, mailing list, or official logo of the organization for other than strict organization purposes, except with authorization of the Board of Directors.

## **ARTICLE XIII – DISSOLUTION**

- A. The organization may be dissolved at any time by the written consent of not less than 2/3 of the voting members. In the event of the dissolution of the organization; other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the property or assets of the organization shall be distributed to any member. After payment of the organization debt, its property and assets shall be given to a charitable organization for the benefit of dogs. The Board of Directors will select the organization.

## **ARTICLE XII- AMENDMENTS**

- A. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of the majority of the Board of Directors present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and sent to each Board member.

# Amendments

Approved and Accepted by vote of the Board of Directors on January 9, 2020.