

CORPORATION BYLAWS
OF
FRIENDS OF LAGUNA BEACH DOG PARK
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I - NAME

1.1 The name of this organization shall be Friends of Laguna Beach Dog Park, also known as FLBDP.

ARTICLE II - PURPOSE

2.1 Friends of Laguna Beach Dog Park (FLBDP) is organized exclusively for charitable and public purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The association is dedicated to maintaining the off-leash status and preserving the natural environment at Laguna Beach Dog Park, and, if appropriate, to support the development and use of other off-leash park areas in and around the City of Laguna Beach. Part of FLBDP's mission includes working with other dog-oriented organizations, promoting canine good citizenship through obedience training and preventing cruelty to canines, and educating the public as to the proper and responsible care and treatment of dogs and as to the health and other benefits of owning and caring for dogs. The purpose shall also include receiving, investing and using funds acquired through dues, fundraising events, donations, grants, gifts, bequests, and solicitations for the purposes which this corporation was formed and to engage in related activities permitted under the California Nonprofit Public Benefit Corporation Law.

2.2 Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

2.3 No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP

3.1 Membership in FLBDP is open to all who agree with the purpose of the organization and who abide by these Bylaws, provided however that only FLBDP members who pay annual voting membership dues of \$25 shall be eligible to vote in any general meeting of members. Each voting member shall have one (1) vote, and such membership shall not be transferable. Voting membership dues will be determined by the Board of Directors or at a general meeting of members. Voting membership shall terminate upon any of the following: (i) resignation of the member, (ii) failure to pay voting membership dues, or (iii) a determination by two-thirds (2/3) of the Board of Directors that such member has violated the Articles of Incorporation or Bylaws

of the corporation, provided that no such removal shall be done except in good faith and with due process.

3.2 Annual voting membership dues shall be due on July 1.

ARTICLE IV - BOARD OF DIRECTORS

4.1 Members. The Board of Directors shall consist of the officers of the corporation and at least three but no more than five members at large, provided the total is an odd number, and as further specified in Section 4.3. Initial Directors shall appoint a sufficient number of additional Initial Directors to serve as provided under Sections 4.4 and 4.5.

4.2 The officers shall be a President, a Secretary, a Treasurer, and a Dog Park Liaison.

4.3 Qualifications. An officer or other Director must be a member of FLBDP who supports the purpose of the organization and who is eligible to vote in a general meeting of members. A majority of members of the Board of Directors shall be residents of the City of Laguna Beach, and all Directors shall maintain a business or residence in Orange County.

4.4 Terms of office. Officers and members of the Board of Directors shall serve a term of two years, except that the initial Directors shall serve until the first meeting of the general membership. Three unexcused absences from regular Board meetings during their term of office shall constitute resignation. Vacancies in the Board of Directors created by resignations will be filled by vote of the Board of Directors, and such appointed Directors shall serve until the next meeting of the general membership.

4.5 Elections. Except as otherwise provided herein, nominations for any open Director position shall be made in the next general membership meeting following such vacancy. Such Director shall be elected by a majority vote of members eligible to vote in such general meeting, with the term of office beginning upon such election. Officers shall be elected by the Board of Directors.

4.6 Powers. The Board of Directors shall have charge of the money and business of FLBDP with the power and authority to manage and conduct same. Any member of FLBDP may make his/her concerns known and ask for Board action.

ARTICLE V. DIRECTORS (INCLUDING OFFICERS)

5.1 President. The President shall preside at meetings and, with the concurrence of the Board of Directors, implement the policies of FLBDP which have been adopted by the Board. He/she may delegate tasks required to fulfill the organization's purpose to other members of the Board of Directors and members of FLBDP. In case of tie votes, the President will cast the deciding vote.

5.2 Secretary. The Secretary shall keep the minutes of both Board meetings and general meetings and shall maintain a file of minutes of meetings, correspondence and other items relevant to FLBDP business. If designated by the President, the Secretary will carry on the

correspondence of the organization. In case of the President's absence, the Secretary acts in place of the President and will carry out special assignments, until the Board of Directors decides otherwise.

5.3 Treasurer. The Treasurer shall be responsible for the funds of the organization and expend same under the direction of the Executive Board. The Treasurer will present written financial reports at Board meetings and is authorized to reimburse documented expenses incurred in FLBDP business.

5.4 Park Liaison. This person is responsible for communication between FLBDP and the applicable department of the City of Laguna Beach having jurisdiction over maintenance of the Dog Park, including attendance at appropriate meetings and any activities concerning FLBDP's relationship with such department.

5.5 Directors. Directors are generally responsible for accomplishing an appointed task, offering opinions and feedback to the Board and being of overall assistance to the operation of FLBDP.

5.6 A Director or officer may be removed by a majority of the Board of Directors when sufficient cause exists for such removal. 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.

5.7 The liability of the Directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. The corporation is authorized to indemnify the Directors and officers of the corporation to the fullest extent permissible under California law.

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

ARTICLE VI. MEETINGS, QUORUMS AND NOTICES

6.1 General membership meetings shall be called at least once annually, and when i) the Board of Directors decides it is necessary, ii) at least twenty (20) general members eligible to vote submit a written request for such a meeting to the President, or iii) more than two individuals are candidates for the same position on the Board of Directors. Specific date, time and location of such meetings shall be determined by the Board of Directors. The Secretary shall cause a notice telling the time, place, and nature of business to be discussed at such general membership meeting to be mailed to every member eligible to vote, at such member's address as it appears in the membership roll book in this organization, at least ten days prior to such general membership meeting. This communication may be accomplished by alternative means, such as electronic mail. Except for a meeting designated as the Annual Meeting, no other business but that specified in the notice may be transacted at such general membership meeting without the unanimous consent of all present at such meeting. Only persons whose names stand on the

membership records of FLBDP as having paid voting membership dues when due, as of the day of any meeting of members, shall be entitled to vote at such a meeting.

6.2 Board of Directors meetings shall be held on a regular basis. Special meetings can be held at the discretion of the President or if requested by at least two members of the Board of Directors. Specific date, time and location of such meetings shall be determined by the Board of Directors. Ten days notice shall be given for all Board of Directors meetings except in an emergency. This communication may be accomplished by any written means, including electronic mail.

6.3 A quorum for general membership meetings shall be the lesser of: i) 10% of the members or ii) twenty (20) members.

6.4 Quorums of Board meetings shall be a majority of members of such Board of Directors.

ARTICLE VII - FINANCES

7.1 All dues and donations collected will be used to carry out FLBDP business.

7.2 Fundraising events or donation drives can be held when necessary to meet FLBDP's obligations or for special projects.

7.3 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.

7.4 The fiscal year shall end on December 31.

ARTICLE VIII - AMENDMENTS

8.1 These Bylaws may be amended by i) a majority vote of the members eligible to vote in any general meeting of members (but whose ballots may be sent by mail for this purpose), after submission of the proposed changes by a quorum of the membership to the President, or by ii) a two-thirds vote of the Board of Directors in a meeting held after notice to the general members of the proposed changes.

ARTICLE IX - PROPERTY DEDICATION AND DISSOLUTION

9.1 The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any Director, officer or member thereof or to the benefit of any private person.

9.2 Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for

charitable purposes and which has established its tax-exempt status under Section 501(c)(3), Internal Revenue Code.

9.3 Any dissolution or winding up of FLBDP may not be done without the approval of the members eligible to vote in a meeting of general members, except as otherwise provided by law or by impracticability.

ARTICLE X - RULES OF ORDER

10.1 The rules of parliamentary procedure comprised in Roberts Rules of Order Revised shall govern the transaction of all business herein provided, or as otherwise established by the Board.

10.2 Order of Business:

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

CERTIFICATION OF THE SECRETARY

I certify that I am the duly elected and acting secretary of Friends of Laguna Beach Dog Park. I further certify that the above Bylaws are the Bylaws as adopted by its Board of Directors and members on _____, and that they have not been amended or modified since that date.

Executed on _____ at Laguna Beach, California.

Secretary,
Friends of Laguna Beach Dog Park