

**BYLAWS
OF
MASCOMA VALLEY DOG PARK SUPPORTERS**

ARTICLE I

Name

The name of the organization shall be: MASCOMA VALLEY DOG PARK SUPPORTERS (the “MVDPS”.)

ARTICLE II

Location

Section 2.1 The registered office shall be located at; 535 NH. RT 4A, Enfield NH, 03748. The official mailing address shall be; PO BOX 141, Enfield Center, NH 03749.

Section 2.2. The MVDPS shall manage an off leash dog park at; 535 NH. RT 4A, Enfield NH, 03748 to be known as the Shaker Field Dog Park.

Section 2.3. The MVDPS may also have offices and dog parks at such other places, within or without the State of New Hampshire, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE III

Powers and Purposes

Section 3.1. Purpose. The purposes of the MVDPS shall be to; work with the town of Enfield to maintain and manage an off leash dog park located at 535 NH RT 4A, Enfield NH called Shaker Field Dog Park, and to work with other municipalities to create, maintain and manage other off leash dog parks in the Mascoma Valley for the benefit of the public.

Section 3.2. Powers. The MVDPS shall have all the powers necessary to carry out the above stated purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

Section 3.3. Limitations.

(a) The MVDPS shall be an equal opportunity employer, and it shall not discriminate on the basis of age, race, color, creed, sex, disabilities, financial status, or national origin (i) in the persons serviced, or in the manner of service, except that the board may make restrictions on dogs for the purposes of protecting the health and safety of human and canine park users; (ii) in the hiring, assignment, promotion, salary

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determination, or other conditions of staff employment; (iii) in the selection of members; or (iv) in the membership of its Board of Directors.

(b) The MVDPS shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a nonprofit corporation which is exempt from federal income taxation as an corporation described in Section 501(c) of the Internal Revenue Code of 1986, or any successor provision.

(c) The MVDPS is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer director of the MVDPS, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

(d) On dissolution, after provision is made for payment of debts, all property of the MVDPS, from whatever source arising, shall be distributed only to such organization's as are then exempt from tax by virtue of Section 501(c) of the Internal Revenue Code of 1986, or any successor provision, and as the Board of Directors of the MVDPS shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

(e) No substantial part of the activities of the MVDPS shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the MVDPS shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Except that the MVDPS shall be empowered to advocate for the creation or expansion of off leash dog parks throughout the Mascoma Valley.

(f) The MVDPS shall comply with all applicable municipal rules and regulations and any agreements entered into with municipalities that are duly approved by the Board.

ARTICLE IV

Members

4.1 Eligibility. Any person who is above the age of 18 and pays annual dues shall be eligible to be a member of the MVDPS. Such membership shall expire at the end of the calendar year and may be renewed by the payment of dues. The Board of Directors shall be empowered to create additional qualifications for membership.

4.2 Dues. Annual dues and other membership charges to be assessed upon the members shall be as determined, from time to time, by the Board of Directors. A person eligible for membership shall become a member upon the full payment of dues for that calendar year. The Board of Directors may set payment deadlines for annual membership dues at its discretion.

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4.3 Meetings. The annual meeting of the MVDPS shall be held at any time during the calendar year as the President shall determine. Other meetings shall be held at any time or place designated, when called by the President, Treasurer, or any ten members of the MVDPS. Any Member calling a meeting must notify the Secretary at least 21 days prior to the meeting. The Secretary shall give reasonable notice, as defined below, of meetings to Members.

ARTICLE V

Directors

Section 5.1. Powers. The Directors shall supervise and control the business, property and affairs of the MVDPS, except as otherwise provided by law, or these Bylaws. The Directors shall have the power to set any rule or policy that they believe is in the best interest of the MVDPS and the dog park(s) it manages. The Board of Directors may authorize MVDPS to enter into any contract in the name of and on behalf of MVDPS. No loans shall be contracted on behalf of MVDPS and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. The Board of Directors may act as elected officers.

Section 5.2. Number. There shall be a Board of Directors of the MVDPS of five (5) persons. The members of the Board of Directors shall minimally consist of a President, a Vice-President, a Secretary, a Treasurer and a Member at large. One person shall not hold two offices with the permissible exception of a Secretary-Treasurer. Board of Directors members will serve as MVDPS officers.

Section 5.3 President. The President of the Board of Directors shall preside at meetings of the Board of Directors, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 5.4. The Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 5.5. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, and perform all other duties usually incident to the office, and such other duties as may be assigned by the Board of Directors.

Section 5.6. Treasurer. The Treasurer shall cause regular books of account to be kept, and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the MVDPS, shall deliver an annual report at the annual meeting, and shall perform all other duties properly required of the Treasurer by the Board of Directors.

Section 5.7 Member at Large. Member at large shall serve as a board member and shall have a vote on the board of directors. The member at large may assist with the duties of any officer who needs assistance with their duties for any reason.

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Section 5.8. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 5.9 Election. Any Member may run for a position on the Board of Directors by submitting their name and desired position to the Secretary at least 14 days prior to the annual meeting of MVDPS members. Such a submission must be timed so as to fill a vacancy on the Board of Directors or at expiration of a current directors term in office.

Section 5.10. Election Term. Directors of the MVDPS shall be elected at the annual meeting of the Board of Directors to serve for a term of two (2) years or until their successors are elected and qualified. There shall be no term limit on Directors.

Section 5.11 Staggered Election Terms. Directors shall serve staggered terms to balance continuity with new perspective. As such, President and Secretary will be elected in even years, and all other positions will be elected in odd years. This shall not have the effect of lengthening a directors term, and directors elected in the first year after the approval of these bylaws may have to serve a shortened one year term in order to comply with this staggered schedule.

Section 5.12. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office. A Member elected by the Board of Directors to fill a vacancy shall be elected until the next annual meeting at which time a membership vote shall be held to fill the position.

Section 5.13. Removal. Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of four fifths of the full number of Directors then in office, acting at a meeting of the Board, the notice of which has specified the proposed removal. In addition, three consecutive absences from regular meetings of the Board shall constitute an automatic resignation without any further action of the Board of Directors, unless the President of the Board has excused the absences.

Section 5.14. Compensation. Directors shall not receive salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. The MVDPS shall not provide personal loans to any Director.

Section 5.15. Bonding of Officers. The Board of Directors may require any officer, or other person entrusted with the handling of funds or valuable property of the MVDPS to give bond to the MVDPS, with sufficient surety or sureties, conditioned upon the faithful performance of such person's duties.

Section 5.16. Quorum. A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of Directors, and, unless otherwise provided for by law or these Bylaws, the act of the majority of the Directors

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present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present at the meeting may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5.17 Membership. Directors are required to be dues paying members. All Directors must stay reasonably current on their dues to maintain their position on the Board of Directors.

ARTICLE VI

Meetings

Section 6.1. Annual Meeting. A regular annual meeting of the Members and the Members of the Board of Directors shall take place each year at such time, date and place as shall be designated by the Board of Directors. The board shall notify all members in compliance with Section 7.1. The purpose of the annual meeting shall be to elect Directors of the MVDPS and to transact such other business as may properly come before the meeting.

- (a) At any vote held at the annual meeting all members shall have one vote per dues paying member. Only members physically present at the meeting may vote and there will be no voting by Proxy.
- (b) Members of the Board of Directors shall each have one vote as Members of MVDPS in addition to their status as Directors.
- (c) The president or an agent designated by the president shall moderate the meeting and shall designate speakers in an orderly manner.
- (d) At the annual meeting any member may have five (5) minutes to address the membership. After five (5) minutes the moderator may, at their discretion, end that members comments.
- (e) No Quorum of members is required to hold an annual meeting as long as notice has been properly given pursuant to Section 7.1.

Section 6.2. Regular Director Meetings. Regular meetings of the Board of Directors shall be held at least one (1) time per year upon call of the President.

Section 6.3. Special Meetings. Special meetings of the Board of Directors may be called by the President, or by any three (3) Directors, on fourteen (14) days notice to the full board of directors, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 6.4. Notice of Directors Meetings. The time, day and place of any regular or special meeting of the Board of Directors shall be specified in the notice of the meeting sent to Directors. Notice shall be given as provided in Section 7.1.

Section 6.5. Telephone Meetings. Any one or more Directors may participate in a meeting of the Board of Directors by conference telephone or other electronic means

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by which all persons participating in the meeting can communicate with each other. Participation by telephone shall be equivalent to presence in person at a meeting of the board of directors for purposes of determining if a quorum is present.

Section 6.6. Record of Meetings. The Secretary or, in the absence of the Secretary, one of the Directors designated by the Board of Directors and participating in the meeting, shall keep a record of the meeting.

Section 6.7. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if:

- a. Consents in writing, setting forth the action so taken, shall be signed by all of the Directors and filed by the Secretary with the minutes of the meetings of the Board of Directors. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.
- b. Consents by electronic mail, setting forth the action so taken, are submitted by all the Directors, received by the MVDPS and filed by the Secretary with the minutes of the meetings of the Board of Directors.

ARTICLE VII

Notice

Section 7.1. General. Whenever under the provisions of law or these Bylaws, notice is required to be given to any person, such notice may be given via E-Mail, and shall be deemed given when sent to a Members Email address as it appears on the records of the MVDPS. Notice may also be given by electronic mail, first class mail, or hand delivery, and such notice will be deemed given when received. All Notice of meetings must be sent at least 14 days prior to the meeting date and shall include information on the time, date, and location of the meeting.

Section 7.2. Waiver. Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the giving of such notice. Attendance at a meeting in person shall constitute a waiver of notice of the meeting unless he or she attends solely for the purpose of objecting at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

ARTICLE VIII

Pecuniary Benefits Transactions

Section 8.1. Policy on Pecuniary Benefits Transactions. Transactions that provide a direct or indirect pecuniary benefit to any Officer, Director, or Trustee or any member of his or her immediate family; his or her employer; or, any person or MVDPS of which he or she is a Proprietor, Partner, Officer, Director, or Trustee, are prohibited

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unless they (1) satisfy RSA 7:19-a; (2) are in the MVDPS's best interest; and (3) all of the following conditions are met:

(a) The transaction is made in the ordinary course of the MVDPS's business or operation and the transaction is fair to the MVDPS.

Any transaction with any one Officer, Director, or Trustee that exceeds \$500.00 must be approved by the greater of a quorum of the Board of Directors, or 2/3 of the members of the Board of Directors who have not had a pecuniary benefit transaction with the MVDPS during the fiscal year.

(b) The MVDPS shall list in its records each transaction with any one Officer, Director, or Trustee which exceeds \$500.00 in any one fiscal year and report them to the NH Director of Charitable Trusts annually as part of its annual report required under RSA 7:28, including the names of those benefiting from each transaction and the amount of the benefit. This list shall be available for inspection by Officers, Directors, Trustees and all contributors;

(c) The MVDPS shall publish a notice of any transactions with any one Officer, Director, or Trustee which alone or in the aggregate exceeds \$5,000.00 in any one fiscal year must give a copy of the notice to the NH Director of Charitable Trusts before the transaction takes place. The name of the Officer, Director, or Trustee, the amount of the transaction and any other information required by RSA 7:19-a II (d) must be stated in the notice;

(d) The transaction does not involve a loan of money or property to an Officer, Director, or Trustee.

ARTICLE IX

Contributions and Depositories

Section 9.1. Voluntary Contributions. The MVDPS may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities, governments, and governmental agencies.

Section 9.2. Depositories. The Board of Directors shall determine what depositories shall be used by the MVDPS as long as such depositories are located within the State of New Hampshire and are authorized to transact business by the State of New Hampshire and are federally insured. All checks and orders for the payment of money from said depository shall be signed such signatories as have been authorized and required in advance by the Board of Directors.

ARTICLE X

Dissolution

Section 10.1. Dissolution. The MVDPS may be dissolved upon the affirmative vote of four fifths (4/5) of the members of the Board of Directors of the MVDPS then in office taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors entitled to vote thereon. No Director, officer or employee or person connected with the MVDPS shall be entitled to share in the distribution of any of the MVDPS assets upon its dissolution.

ARTICLE XI

General

Section 11.1. Fiscal year. The MVDPS shall operate on a fiscal year ending December 31. Alteration of the fiscal year (by the Board of Directors) shall not require amendments of these Bylaws.

Section 11.2. Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the Board of Directors.

ARTICLE XII

Indemnification

Section 12.1. The MVDPS may indemnify a person who is or was a director, officer, employee or agent of the MVDPS or who is or was serving in another capacity at the request of the MVDPS, to the extent authorized by law, the Board of Directors may purchase and maintain insurance to protect itself and such persons against liability.

ARTICLE XIII

Amendments

Section 13.1. These Bylaws may be amended or repealed or new Bylaws adopted by the Directors at the annual meeting by the affirmative vote of not less than three fifths of all the Directors of the MVDPS, and one half of all members present at the annual meeting, provided notice of the proposed change is given in accordance with Section 7.1.