

New Milford Dog Park Bylaws

March 2022

ARTICLE 1 — NAME, OFFICES, PURPOSE

Section 1:

The name of the organization is “NEW MILFORD DOG PARK, INC. herein referred to as “NMDP. On social media, the organization uses the name CANDLEWOOF DOG PARK.

Section 2:

NMDP’s principal office is in New Milford, CT. The NMDP may have other offices, as the Board of Directors (herein referred to as the “BOARD”) may determine or as the affairs of the NMDP may require from time to time.

NMDP will have and continue to maintain in the State of Connecticut, a registered office and a registered agent whose office is identical with the registered office, as required by the Connecticut Nonstock Corporation Act.

In fulfilling requirements dictated by the Connecticut Nonstock Corporation Act, NMDP will have and continue to maintain within the State of Connecticut, a registered office and registered agent. The registered office may or may not be identical to the principal office of the NMDP in the State of Connecticut. The principal office of the NMDP may be changed from time to time by the BOARD.

Section 3:

A. As a nonprofit, community-based organization, NMDP’s mission is to provide a safe, clean, vibrant, “off-leash” dog park for the New Milford community,

- a. To foster healthy dog socialization and exercise
- b. To promote responsible dog ownership
 - Conduct educational workshops on canine behavior and socialization,
 - Engage local thought leaders to give talks on dog-specific topics (e.g., meet the breed, understanding body language, first-aid for canines, etc.)
- c. To provide a safe and welcoming park to build community among dog owners.
- d. To maintain and improve a community green space.

B. The limitations of NMDP are defined by the laws of the State of Connecticut, the Town of New Milford and these BYLAWS. Further limitations of NMDP in the form of “rules and regulations” promulgated by the BOARD exist and are posted at the park entrance..

C. The boundaries of those served byNMDP are primarily the New Milford community but may also include surrounding communities in the general vicinity of the NMDP.

ARTICLE 2 — MEMBERSHIP

Section 1: MEMBERSHIP

- a. Membership is open to anyone 18 years of age or older. Membership is available to anyone in New Milford and the surrounding areas.

- b. All prospective members must fill out an application for membership and pay annual membership dues before becoming a MEMBER IN GOOD STANDING (herein referred to as MIGS).
- c. MIGS is defined as anyone 18 years or older who has filled out an application for membership, paid their annual membership dues and whose dues have been accepted by the BOARD.
- d. MIGS may not have more than two incident reports filed against their dog(s) over a six month period. MIGS with two or more incident reports filed against them may face revocation of park privileges.
- f. MIGS may participate in monthly NMDP meetings with voting privileges.
- g. MIGS may run for any office on the BOARD.
- h. The Annual Meeting of the NMDP is held in November of each year in Litchfield County, Connecticut.
- i. The Secretary will maintain, and have present, minutes of previous meetings and a current membership list for review at each scheduled NMDP meeting.

Section 2: DUES

- a. Dues are to be collected along with a member's application before the application can be processed by the BOARD.
- b. Dues cover a period of 365 days starting from the date of payment.
- c. Members will be notified by email 30 days before their membership expires so they will have time to renew their membership without losing any privileges.

Section 3: COMMUNICATIONS

- a. Members will receive email notification of monthly BOARD meetings. Information contained in the email will be the time and location of the monthly meeting. Members are not required to attend these meetings but they are strongly encouraged to participate. Provisions will be made for members to attend via Zoom.
- b. Members will receive minutes from the monthly BOARD meetings in an effort to maintain a well-informed membership and a BOARD operating in full transparency.
- c. Members will receive notification of special events as well as park membership drives happening in the park or in the New Milford community.

ARTICLE 3 — OFFICER, DUTIES, QUALIFICATIONS

Section 1: OFFICERS and DUTIES

President

The President serves as chief executive officer and must attend all meetings of the BOARD.

If the President is unable to attend a meeting it will fall upon the Vice President to serve in the President's place for that meeting.

Roles & Responsibilities

- a. Serve as Chair over all meetings of the BOARD including any executive or special meetings.
- b. Create the NMDP Annual Budget with the Treasurer in cooperation with the full BOARD and serve on any budgetary committees.

- c. Appoint specific committees to ensure that park needs are met as events dictate.
- d. Draft agendas, prepare presentations and foster cooperative exchanges among committees, members, and the BOARD.
- e. Secure the venue for all meetings.

Vice President

The Vice President shall perform the duties of the President in the absence of the President. If for any reason the President is unable to fulfill their term the Vice President will assume the position of President until that term is completed.

- a. Must attend all meetings of the BOARD.
- b. Understand the responsibilities of the various BOARD positions and is prepared to perform in those positions when the sitting BOARD member is unavailable.
- c. Act as Supervisor of Officer terms and nominations.
- d. Ensure committee oversight adherence to the NMDP Mission Statement.
- e. Act as creative manager to make sure that all out-put of correspondence, events, social media, brand collateral is in keeping with the brand standards in conjunction with approvals of President, Social Media Officer and Community Affairs.
- f. Verify that all in-person event expenditures are approved by the President, Treasurer and Community Affairs Officer. All other operating expenditures are approved by the President and Treasurer.

Secretary

The Secretary shall manage all NMDP's internal communications, serve as custodian for all NMDP organizational records, and preside over the officer election process.

- a. Take minutes of all monthly and special meetings of the BOARD.
- b. Forward minutes of the most current BOARD meeting to the President no more than 5 days after said meeting.
- c. Provide said minutes to the BOARD and MIGS within 7 days of the meeting.
- d. Provide notices of monthly BOARD meetings through emails to MIGS and coordinating with the Social Media Officer. These notices should be 5 days before convening any of these monthly meetings.
- e. Keep accurate records of attendance for all meetings.
- f. Maintain an accurate membership roster with current information regarding membership dues.
- g. Notify members within 30 days of their membership expiration so they may pay their dues on time and maintain their MIGS status.
- h. Keep all of these records current at each meeting should any member of the BOARD or MIGS need to reference them.
- i. Work in conjunction with the Treasurer to ensure proper correspondence with donors, sponsors, businesses, and grant hosts.
- j. Prepare ballots and oversee the election process.

Treasurer

The treasurer shall oversee the financial affairs of NMDP.

- a. Monitor all inflow and outflow of funds including accounts payable and receivable, report net/gross funds at the monthly BOARD meeting and make all necessary bank deposits.
- b. Provide a Monthly Report of Receipts and Disbursements to the President. This report should also be included with the minutes from the monthly BOARD meeting that are sent out to all MIGS.

- c. Create an Annual Budget with quarterly updates reflecting actual financials and variances. Create a Projected Statement of Financial Position for the close of each quarter.
- d. Regularly check the NMDP Post Office Box.

Community Affairs Officer

The Community Affairs Officer serves as the key liaison between NMDP and the community as well as overseeing volunteer initiatives.

- a. Initiate, develop and manage practices and programs that increase the effectiveness and reputation of New Milford Dog Park within the local community.
- b. Serve the dual roles of Publicity Officer and Volunteer Coordinator.
- c. Maintain regular contact with the Vice President and Social Media Officer to ensure that MIGS are kept up to date with information regarding special events.
- d. Create and distribute signs, posters and notices about upcoming events.
- e. Coordinate volunteer activities for the NMDP including setting up and scheduling of these activities.
- f. Develop and maintain connections with sponsors in the membership and local business community. Communicate with the treasurer and social media officer about new sponsors. Co-serves as Admin on Social Media accounts as a liaison with the local business community.

Social Media Officer

The Social Media Officer shall focus on increasing awareness of NMDP through the effective use of social media channels.

- a. Design and maintain a user-friendly website for NMDP. This new website should provide visitors with an easy way to familiarize themselves with all the park has to offer. This includes access to information about membership, rules, activities, events and a discussion board. The discussion forum should be open to MIGS only. A forum is a place where MIGS can casually communicate with one another, make suggestions, and offer criticism based on their park experiences. Any discussion in the forum will not replace monthly meetings and official park business or decisions will not be decided in any forum discussion.
- b. Serve as Admin for the NMDP Facebook account. Be responsible for keeping the page up to date and attractive to encourage both member and nonmember use.
- c. Serve as Admin for the NMDP Instagram account. Be responsible for keeping the page up to date and attractive to encourage both member and nonmember use.
- d. Serve as developer and Admin for any future social media involvement that may arise over the years.
- e. Work closely with other BOARD members to facilitate fast, accurate and engaging information for the MIGS through postings on the various social media sites. This could include but not be restricted to notices about upcoming events, clean ups, MIGS spotlights or meetings.

Section 2: Qualifications.

- a. Officers and all those seeking office must be MIGS.
- b. Officers, by virtue of their office, are members of BOARD.

Section 3: Election and Terms

- a. The term of each office runs from January 1st to December 31st of each year.
- b. Nominations for officers may be accepted during the month of September and presented at the October monthly meeting.
- c. At the October meeting, the Secretary will validate that all nominees are MIGS. Once validated, their names will be added to the ballot.
- d. Ballots are to be emailed to all MIGS no later than 14 days before the November meeting.
- e. The BOARD will employ an automated service to conduct elections.

Section 4: Vacancies

- a. Should a vacancy occur in the office of President during a term, the Vice President will act as President until the expiration of the term.
- b. Should the Vice President decline or otherwise be unable to serve out the term of the President, the vacancy will be filled by a majority vote of the remaining BOARD.
- c. All other vacancies during a term will be filled by a majority vote of the remaining BOARD. This vote will take place at the beginning of the next monthly meeting, and the term will only be for the remainder of the year.

Section 5: Removal

- a. An officer can be removed from office when sufficient cause exists
- b. A special meeting must be called for the removal of an officer.
- c. An officer 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 officer's removal on the agenda of a regular or special BOARD meeting.

- d. An officer may be removed by a vote of not less than a majority of MIGS present at the special meeting. Grounds for removal shall include the following:
- i. Failure to comply with the provisions of Section 1, above.
 - ii. Failure to attend three (3) consecutive meetings of the BOARD.
 - iii. Other conduct deemed inappropriate by the BOARD or inconsistent with the purpose and mission of the NMDP.

ARTICLE 4 - BOARD OF DIRECTORS

Section 1: Responsibilities

- a. Members of the BOARD must ensure that the organization operates within the bounds of the law and consistency with NMDP Mission Statement and Bylaws.
- b. Members of the BOARD will be responsible for the management of all businesses and properties that constitute the NMDP.
- c. Members of the BOARD will regularly attend NMDP meetings.
- d. Members of the BOARD will be regular users of NMDP and its amenities.
- e. Members of the BOARD will be observant of the physical condition of NMDP and serve as good examples of dog park rules and behavior.
- f. Members of the BOARD should be aware of the behavior of NMDP members and non-members, enforcing park rules as necessary and within their abilities.

Section 2: Membership

- a. Members of the BOARD include the President, Vice President, Secretary, Treasurer, Social Media Officer, and Community Affairs Officer.

- b. If it is determined that a new position on the BOARD be created, that position needs the majority of votes from the BOARD to ensure its creation.

Section 3: Compensation

- a. Serving as a BOARD member is voluntary.
- b. Any compensation or expectation of compensation in any form is in violation of membership on the BOARD.

Section 4: Liability

- a. No members of the BOARD or its officers will be personally liable for any bills or obligations of NMDP, past or present.
- b. No members of the BOARD or its officers will obligate or disburse any NMDP funds without the authorization of the BOARD.
- c. Members of the BOARD or its officers may not use the NMDP name, mailing list, or logo for purposes other than those authorized by the BOARD.

ARTICLE 5 - MEETINGS, QUORUM, VOTING & NOTICES

Section 1: Meetings

- a. The BOARD will meet no less than ten (10) times per year commencing with the annual organizational meeting to be held in January of each year.
- b. The BOARD will meet on the second Monday of each month in New Milford, CT.
- c. The BOARD reserves the right to change the day of the month and location of the meeting as long as MIGS are informed of the

new date and location within 7 days of the date of the new meeting.

d. The President may also call additional meetings as necessary with no less than seven (7) days notice to the BOARD and MIGS.

e. The BOARD reserves the right to conduct meetings online should circumstances make physical meetings difficult.

Section 2: Quorum

a. To hold a meeting the BOARD must have no fewer than five (5) MIGS plus two (2) members of the BOARD in order to conduct the business of the NMDP.

b. Should attendance of the monthly meeting fall short of this number, a quorum will not be reached and the meeting will be adjourned for a period of not more than two weeks from the scheduled meeting.

c. Should there be a need for rescheduling the meeting, the Secretary will send out notice to all MIGS advising them of the failure to reach quorum and the need for their attendance.

d. The BOARD reserves the right to conduct monthly meetings online, especially if circumstances make it difficult for public meetings. Efforts will be made to include free public access for online meetings. The rules for quorum will remain the same.

Section 3: Notices

a. All notices, whether to members of the BOARD or MIGS will be emailed no less than seven (7) days before any action is expected on the part of the recipient.

b. Notices to MIGS will be posted on NMDP website, Facebook, and Instagram pages to ensure proper exposure.

Section 4: Elections

- a. Any MIGS that wish to run for a position on the BOARD must submit his or her name for that position to the BOARD during the month of September
- b. It is at that time that the Secretary will confirm that the candidate is in fact MIGS.
- c. The Secretary will make available at the October meeting a list of candidates running for the various offices on the BOARD.
- d. The Secretary will email to all MIGS, a ballot consisting of all candidates running for office no later than October 15th.
- e. The automated voting system shall advise MIGS of the deadline to cast their vote.
- f. The Secretary will be responsible for tallying and presenting the results of the BOARD elections.

Section 5: Voting by MIGS

- a. All MIGS have the right to vote in the BOARD elections.
- b. MIGS are allowed only one vote per membership.
- c. MIGS must be present at a meeting to vote on all other issues before the BOARD.
- g. All votes at meetings with the exception of the election of the BOARD, will be by voice and go to the majority.
- h. All motions will be passed by voice and will go to the majority.

Section 6: Emergency Voting

- a. At any regular meeting should a majority require a question be voted on in the manner and style provided for election of the BOARD, the President will appoint a committee of three (3) to act as "Inspectors of Election."

- b. It will be the responsibility of the Inspectors of Election to conduct a vote of all MIGS in the same manner as an election of the BOARD.
- c. Should decisions revolving around the vote be time sensitive, only one item may be put up for a vote.
- d. Voting must be open to the MIGS for no less than three days or more than ten (10).
- e. All instructions including the closing date for voting must be included in the email to MIGS.
- f. The number of votes either for or against must constitute a quorum.
- g. All votes will be public and will be available for viewing at the next monthly meeting and on the website.
- h. The outcome of the vote will be read at the next monthly meeting and recorded in the minutes.

ARTICLE 6 – COMMITTEES

Section 1:

- a. All committees of the NMDP are appointed by the President. The term of the committee is either one year or until completion of the duties of that committee.
- b. The BOARD may also terminate any and all committees by majority vote.
- c. All MIGS are eligible to serve on any committee or committees.

ARTICLE 7 - FINANCES AND HANDLING OF FUNDS

Section 1: Fiscal Year

- a. The Fiscal year for NMDP begins on January 1st and ends on December 31st.

Section 2: Deposits

- a. All funds of NMDP will be deposited with banking institutions authorized to conduct banking in the State of Connecticut. Endorsements of deposits may be made without countersignature.

Section 3: Checks and Drafts

- a. The express consent of the majority of the BOARD is required before any funds be withdrawn from the bank account of NMDP.
- b. Draft requests for the payment of money requested in the name of NMDP, must be signed by the Treasurer and countersigned by the President.

Section 4: Restrictions

- a. Use of NMDP funds must comply with the laws of the State of Connecticut, the Articles of Incorporation, these Bylaws and the relevant provisions of the Internal Revenue Code.

Section 5: Audit

The Treasurer's records shall be audited annually by an independent third party In December of each year.

ARTICLE 8 - CONFLICT OF INTEREST POLICY

Section 1: Purpose

The purpose of the conflict of interest policy is to protect NMDP's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of NMDP or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

A. Interested Person.

Any officer, member or member of a committee with governing-board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest.

Any person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which NMDP has a transaction or arrangement,
- b. A compensation arrangement with NMDP or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NMDP is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, sub-section B, a person who has a financial

interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures

A. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether NMDP can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in NMDP's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflict of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the

discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from NMDP for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NMDP for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NMDP, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d. Each director, officer and committee members with Board delegated responsibilities shall annually sign a statement affirming that such person has received a copy of this conflicts of interest policy, has read and understands this policy, and has agreed to comply with the policy.

ARTICLE 9 - AMENDMENT OF BYLAWS

Section 1: Amendment by Membership

- a. Proposed amendments may only be suggested by MIGS at monthly membership meetings only by majority vote. All proposed amendments will then be reviewed by the Bylaws Committee at the next Bylaws Committee meeting.
- b. The BOARD may reject any proposed amendment that would be contrary to the legal definition of non-profit status or as a charity pursuant to state and federal law.
- c. Upon the BOARD's approval of an amendment proposal, the secretary will provide the MIGS with notice of the proposed amendment changes not less than 7 days before the meeting.
- d. Approval of the amendment shall require a vote of two-thirds of the MIGS present and voting.

ARTICLE 10 - SEVERABILITY

All provisions of these Bylaws shall be severable. Any provision that, for any reason, is determined to be invalid shall not affect the validity of any other provision of these Bylaws.

ARTICLE 11 - BASIC POLICIES

The property of NMDP is irrevocably dedicated to purposes as set forth herein and no part of the net income or assets of this organization will ever benefit any officer, director, or member thereof, or be used for the benefit of any private person. The corporation will periodically review compensation benefits and arrangements and contracts to assure such operations are conducted consistent with the charitable purpose and do not jeopardize the charitable purpose of NMDP.

In the event of dissolution of NMDP, its assets remaining after payment or provision for payment of all debts and liabilities of this organization will be distributed to one or more 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, or corresponding section of any federal tax code for a public purpose.

The corporation will be non-commercial, non-sectarian and non-partisan. It shall not endorse a commercial enterprise. The name of the corporation shall not be used in any connection with a commercial concern not appropriately related to promotion of the objectives of the corporation.

The corporation will not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities attempting to influence legislation by propaganda or otherwise.

The corporation may work with other organizations to foster, reward, and promote the corporation's purpose.