

**DOG PARK OF RARITY BAY, INC.
BY-LAWS**

**ARTICLE 1
NAME AND LOCATION**

The name of this organization is the Dog Park of Rarity Bay, Inc. (hereinafter referred to as “DPRB”), a not-for-profit corporation, located in the Tellico Lake Properties, L.P. development known as “Rarity Bay on Lake Tellico” (hereinafter referred to as “Rarity Bay”) in Monroe and Loudon Counties, Tennessee.

**ARTICLE 2
PURPOSES**

The purposes of DPRB shall be to:

- A. Create and operate a self-funded dog park for residents and owners of property in Rarity Bay.
- B. Provide educational and recreational opportunities for dogs and the dogs’ owners and for other residents and owners of property in Rarity Bay.

**ARTICLE 3
ORGANIZATION**

Section 1. Board of Directors. DPRB shall be directed by a board of directors consisting of five (5) members, including a president, a vice president, a secretary, a treasurer, and one additional director at large; all selected from the members.

Section 2. Duties of the Board of Directors.

- A. The Board of Directors shall determine the policies, rules and activities appropriate to carry out the purposes of DPRB. The Board of Directors shall establish such committees and appoint such committee chairs and committee members as it deems necessary and proper to carry out the purposes.
- B. The Board of Directors shall have fiscal responsibility for DPRB and has the responsibility and authority to approve all contracts, income and expenditures.

Section 3. Fiscal Year. The fiscal year of DPRB shall begin on January 1 and end on December 31 of each calendar year.

Section 4. Compensation and Bonding. All officers, directors, and committee members shall serve without compensation, except that such individuals may be reimbursed for reasonable expenses incurred in the performance of their duties. No member of the Board of Directors shall be required to post bond.

**ARTICLE 4
MEMBERS**

- Section 1. Eligibility.** Any individual who resides in or owns property at Rarity Bay is eligible to be a member of DPRB. If an individual ceases to reside in or own property at Rarity Bay, membership shall immediately terminate, and there shall be no refund of dues. Membership may be granted after application from new members and they meet all park requirements.
- Section 2. Voting Rights.** All adult members of the household of an individual who resides in or owns property at Rarity Bay shall be deemed members of DPRB upon meeting the conditions for membership. Households shall have only one vote regardless of the number of adult individuals in the household or the number of properties owned by any member of the household.

**ARTICLE 5
MEETINGS AND VOTING**

- Section 1. Meeting Rules.** Unless otherwise specified in these By-Laws, all meetings will be conducted under the provisions of *Roberts Rules of Order, Revised*, as they are then generally accepted. The Vice President shall serve as parliamentarian.
- Section 2. Meetings of the Board of Directors.** The Board of Directors will meet at the call of the President or upon the call of two directors. Three or more directors present shall constitute a quorum. The vote of a majority of the directors present shall be necessary to take all actions.
- Section 3. Meetings of the Members.** The members shall meet at least once annually in the month of October or November upon the call of the President or upon the call of at least three directors or upon the call of at least ten percent (10%) of the members. At least thirty (30) calendar days notice shall be given in advance of a meeting of the members. Ten percent (10%) of the members shall constitute a quorum. A majority of those members present and voting, either in person or by proxy, shall be necessary to take all actions.
- Section 4. Proxy Voting.** Voting by proxy of members shall be permitted. The proxy document must be dated and signed by a member, must designate another member as proxy, must specify the matter(s) for which the proxy is given, and must be filed with the Secretary prior to the vote being taken. A proxy shall be valid only for the specific election for which it is given. Electronic voting will be acceptable.

**ARTICLE 6
ELECTION OF OFFICERS AND DIRECTORS**

- Section 1. Nominations.** The President shall annually appoint a Nominating Committee, consisting of three members. The Nominating Committee shall propose individuals to replace those officers and directors whose terms are expiring at the end of the current year or to complete the term of a prior vacancy filled by appointment until the annual meeting. The Nominating Committee shall propose one or more members to be included on the ballot for each position. The names of the nominees shall be presented to and voted upon at the annual meeting of the members. Nominations may be made from the floor at the annual meeting. Only members may be nominated for any elected office.
- Section 2. Elections.** Elections of officers and directors shall be by secret ballot. Only members shall be permitted to vote, either in person or by proxy. The nominee receiving a majority of votes shall be declared as elected to that office. If no nominee receives a majority of the votes, a run-off election between the two nominees with the highest number of votes will be held.
- Section 3. Vacancies.** All vacancies in elected positions shall be filled by appointment by the remaining Directors., except that a vacancy in the office of President shall be filled by the Vice President. In the event of a vacancy in the offices of both President and Vice President, the Secretary shall call a meeting of the members for the purpose of taking nominations from the floor and conducting an election to fill the offices. Any person appointed by the Board of Directors to fill a vacancy shall serve until the expiration of the term or until the next annual meeting of the members, whichever occurs first. Any person elected by the members to fill a vacancy shall serve until the expiration of the original term.

**ARTICLE 7
TERMS OF OFFICE**

Directors and officers shall be elected for a term of two years, with staggered terms as determined by the Board of Directors. There shall be no limit on the number of terms a member may serve as a director or officer.

**ARTICLE 8
DUTIES OF OFFICERS**

- Section 1. Duties.**
- A. The President shall have the following duties:
- (i) Preside at all meetings of the Board of Directors and of the members.
 - (ii) Schedule meetings of the Board of Directors and of the members and prepare agendas.

- (iii) Enter into and sign all contracts and other legal obligations upon proper authorization of the Board of Directors.
- (iv) Present a summary of the prior year's activities at the annual meeting of members.
- (v) Countersign all disbursements with the Treasurer, or with the Vice President in the absence of the Treasurer, for amounts in excess of Five Hundred Dollars (\$500).
- (vi) Be authorized to deposit and disburse funds of the DPRB in the absence of the Treasurer for legitimate purposes, subject to the requirement to have two signatures for disbursements in excess of \$500.
- (vii) Appoint chairs and members of all committees established by the Board of Directors.
- (viii) Ensure that the organization retains its non-profit status with the State of TN.

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B. The Vice President shall have the following duties:

- (i) Serve as the parliamentarian at all meetings.
- (ii) If for any reason the President does not complete the elected term of office, serve as President for the balance of the unexpired term.
- (iii) Perform the duties of the President in the absence of the President.
- (iv) Perform such other duties as assigned by the President or by the Board of Directors.

C. The Secretary shall have the following duties:

- (i) Record the proceedings of all meetings of the Board of Directors and of the members and make copies of the minutes available to all members in a timely fashion after the meeting.
- (ii) Serve as corresponding secretary for DPRB as directed by the President or by the Board of Directors.
- (iii) Maintain the records of DPRB.
- (iv) Prepare ballots and other necessary documentation for the use of directors and members.
- (v) Perform such other duties as assigned by the President or by the Board of Directors.

- D. The Treasurer shall have the following duties:
- (i) Be entrusted with and have custody of all funds of DPRB and keep and maintain an accurate record of all receipts and expenditures.
 - (ii) Deposit and disburse funds of DPRB.
 - (iii) Sign all checks and other evidence of payment by DPRB at the direction of the Board of Directors.
 - (iv) Obtain the signature of the President, or of the Vice President in the absence of the President, on all disbursements in excess of Five Hundred Dollars (\$500).
 - (v) Establish and maintain accounts in such financial institutions as directed by the Board of Directors.
 - (vi) Present financial reports to the Board of Directors and to the members as directed by the Board of Directors. An annual financial report shall be made available to the members no later than February 15 for the prior fiscal year.
 - (vii) Prepare, subject to approval by the Board, a budget for the following fiscal year.
 - (viii) Invest funds as directed by the Board of Directors.
 - (ix) Perform such other duties as assigned by the President or by the Board of Directors.

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ARTICLE 9 DUES

The Board of Directors shall set the amounts payable as dues. Dues shall be payable in January of each year. The membership year is January 1 through December 31. The Board of Directors may adopt a dues structure that provides for a reduction in the amount of dues for new members joining after February 1. Members whose dues remain unpaid as of February 15 will be dropped from membership.

ARTICLE 10 DOG PARK RULES

The Board of Directors or the members shall adopt rules for the operation of the dog park. Violation of the rules may serve as grounds for assessments or for suspension or termination of membership privileges as specified in the rules. The rules shall require at least fifteen (15) calendar days advance written notice of proposed suspension or termination of membership in

DPRB, including the reasons therefore, and shall provide that the member shall be afforded an opportunity at least five (5) calendar days in advance of the proposed date of suspension or termination of membership to present evidence as to why the suspension or termination shall not take place. If membership is suspended or terminated for violation of the rules, there shall be no refund of any membership dues. Nothing in these provisions restrict the Board of Directors or the members from adopting rules that immediately restrict privileges to or impose conditions on the use of the dog park for alleged violations of the rules or pending the hearing on suspension or termination of membership in DPRB.

All members shall have the responsibility of enforcing the dog park rules for the safety and enjoyment of others.

ARTICLE 11 BY-LAWS

Section 1. Procedures to Amend By-Laws. These By-Laws may be amended by the members at the annual meeting or at a special meeting called for that purpose. An amendment to the By-Laws must be approved by two thirds (2/3) of the votes cast by the members or by one half (1/2) of the total number of members, whichever is fewer.

Section 2. Notification of Proposed Amendments. Proposed amendments to these By-Laws shall be made available to all members at least thirty (30) calendar days prior to the meeting. The proposed amendments may be made available by mail by first class mail, by electronic mail or by delivery to the home of the member. Notice shall be deemed given as of the date that the notice is deposited with first class mail attached or the date of mailing by electronic mail as noted on the sender's records or by the date of delivery to the member's home.

ARTICLE 12 INSPECTION OF RECORDS

Section 1. Right to Inspect Records. Charter, By-Laws, the most recent annual report filed with the secretary of state, mMembership lists, minutes of meetings of members and of the Board of Directors for the past three (3) years, accounting records, contracts and other legal obligations of DPRB may be inspected at reasonable times by members of DPRB. Correspondence to and from members, including notices of violations of dog park rules and reference to such actions in minutes shall not be available for inspection except by approval of the Board of Directors. The DPRB will make all official documents available to members. The organization website will be the primary vehicle to publish information for members and interested parties on general business activity. In compliance with the State of TN Non-Profit Association publication, Section 48-66-101. Corporate Records, DPRB members may request other specific business documents or operation information from the DPRB Board with an advance notice of a minimum of five business days to respond, or non-critical requests 30 days to respond. DPRB business documents include: Board Meeting Minutes,

Newsletter, Membership Lists, Signed Documents, Financial Summaries, Purchases, Revenue, and Letters of Correspondence. This does NOT include access to personal email of the DPRB Board or its members. Requests to inspect records shall be made to the Secretary clearly stating the person requesting to view the records and the reason therefore. Records shall be made available for inspection within a reasonable time, which generally shall not exceed forty five (45) calendar days. Provided, however, nothing in this section shall abrogate the right of members under law to inspect within five (5) business days the following documents: the charter, the most recent annual report filed with the secretary of state, the Bby-Llaws, the membership list, the names and addresses of the directors, the minutes of members from the past three years, and written communications to members generally from the past three years.

Section 2. Charges. The Board of Directors may require the person seeking to inspect records to pay for the time in assembling and copying records at a rate not to exceed Twenty Dollars (\$20) per hour.

Section 3. Right to Copy. The right of inspection includes the right to make copies or extracts at the expense of the person requesting copies. The Secretary may charge a fee based upon the cost per copy generally charged by commercial copiers which shall be in addition to any fee charged for the time involved as set by the Board of Directors.

ARTICLE 13 INDEBTEDNESS

DPRB shall not incur indebtedness or borrow money beyond cash on hand.

ATICLE 14 INDEMNIFICATION AND INSURANCE

The officers and directors and agents of DPRB shall be indemnified for all actions and inactions related to DPRB to the extent permitted by law. DPRB shall maintain general comprehensive liability insurance and directors' and officers' liability insurance as approved by the Board of Directors.

The Board of Directors of the Dog Park of Rarity Bay, Inc. approved these initial By-Llaws on the 16th day of November, 2012. The By-Laws were revised and approved on December 21, 2012 by a vote by the Members.

Marlene Eeg, President

Cathy BarrettSue Seitz, Secretary

Joyce LaMantia, Vice-President

Cheryl Heinecke, Treasurer/Membership

Tom Simcox, Director

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