

AMENDED BYLAWS  
OF  
ENGLEWOOD UNLEASHED  
(A Colorado Nonprofit Corporation)

ARTICLE I

NAME

The name of this corporation is Englewood Unleashed.

ARTICLE II

STATEMENT OF PURPOSE

A. PURPOSE:

1. This corporation is governed by and operating under the Colorado Revised Nonprofit Corporation Act ("CRNCA"), Colorado Revised Statutes, Title 7, Articles 121 to 137. Hereafter CRNCA shall refer to that Act as it may be amended from time to time and any other Act adopted by the Colorado Legislature in substitution of the CRNCA. This corporation is specifically entitled to the benefits of the terms and provisions of the CRNCA.

2. To support off-leash dog privileges at designated parks within the City of Englewood and surrounding communities.

3. To work with, aid and assist the governmental agencies of Englewood and the surrounding communities by raising funds and providing volunteer support to improve and better maintain the off-leash parks in Englewood and surrounding communities, in which dogs can exercise without leash restraint in a clean, healthy and safe environment.

4. To receive, invest and use funds acquired through membership dues, fundraising events, donations, gifts, grants, bequests and solicitations needed to facilitate health, safety, maintenance and improvement projects at off-leash parks in Englewood and to achieve this organization's goals.

5. To be advocates of responsible dog ownership.

6. To serve as a local educational resource on dog ownership.

7. To cultivate community spirit, and neighborhood relations through various outreach efforts.

8. To provide a safe, clean and accessible environment where dog owners and their canine companions can exercise and socialize.

ARTICLE III

MEMBERSHIP

A. ELIGIBILITY:

Membership shall be open to anyone who endorses the purpose of the corporation, abides by these Bylaws, and who meets the requirements of one of the classes of membership defined below.

B. CLASSES:

The membership of this corporation shall consist of the following classes:

1. Non-voting members:

Non-voting members include:

(a) Honorary members designated by the Board of Directors.

(b) Associate members who make a contribution to the organization (or specific park project) who either do not desire to be a voting member, or whose monetary contribution is of insufficient amount (less than the minimum annual dues) to qualify him/her as a voting member.

(c) Corporate/business members, sponsors or underwriters.

(d) Ex-officio members designated by the Board of Directors.

2. Voting members:

Voting members are those who pay annual dues. Each membership shall have one (1) vote. These members include:

- (a) Individual/family members (more than one person living at the same address) (one vote per household).
- (b) Senior citizens (50 years of age or older).
- (c) Supporting members.
- (d) Sustaining members.
- (e) Patrons. Examples of membership voting include, but are not limited to, voting for amendments to the organization's Bylaws and/or Articles of Incorporation, and voting for new board members. Membership voting does not apply to business held during Monthly Board meetings.

3. Payment of dues:

The amount of assessed dues shall be set each year at the member's annual meeting. Payment of dues shall be on an annual basis. All dues are tax-deductible and non-refundable. The amount assessed for annual dues shall be as follows, but may be changed from time to time, if approved by the Board of Directors and the voting membership.

- (a) Individual and family members dues- to be set at annual meeting
- (b) Senior citizen- to be set at annual meeting
- (c) Supporting members- 2 x individual member
- (d) Sustaining members- 3 x individual member
- (e) Patrons- 4 x individual member
- (f) Corporate/business sponsors- 5 x individual member

4. Fiscal year: The fiscal year shall begin 1 July and end 30 June of each year. Payment of annual dues shall be in the anniversary month in which the member first became a member. For example, if the member first paid dues in January, the payment for renewal will be due in January of the following year. Members will be notified by mail, e-mail or telephone that their anniversary date is approaching.

5. Transfer of membership

Members may not transfer their membership or any rights arising from it.

6. Termination of membership:

The membership of any voting member shall terminate upon occurrence of any of the following:

- (a) Resignation of the member.
- (b) Failure to pay his/her dues.
- (c) Determination by two-thirds (2/3) of the Board of Directors that a member has violated the Articles of Incorporation or these Bylaws.

#### ARTICLE IV

##### MEETINGS OF VOTING MEMBERS

###### A. ANNUAL MEETING:

The organization shall hold its annual meeting the last Thursday in June of each year for the following purposes:

- 1. To elect and install new members of the Board of Directors.
- 2. To set annual dues.
- 3. To receive year-end reports, including but not limited to, future project forecasts, existing project status, secretary's and treasurer's reports. Members shall be notified of the annual meeting at least two (2) weeks in advance of this meeting by U.S. or electronic mail and via a semi-annual newsletter.

###### B. ADDITIONAL MEETINGS:

- 1. Additional meetings of the membership shall be held at least twice per year to provide interim project and financial status; to allow regularly scheduled intervals where non-voting and voting members can discuss park priorities and concerns with governmental agencies of Englewood and the surrounding communities; and to vote on various proposals. Members shall be notified of General Membership Meetings at least three (3) weeks in advance of each meeting by U.S. or electronic mail and via a semi-annual newsletter.

2. Special meetings may be called at any time. Any voting or non-voting member in good standing (members whose dues are paid to date) may request a special meeting of the organization by contacting any member of the Board of Directors. Special meetings must be of an urgent nature, and be approved by 3 of the Board of Directors, if it is determined that a meeting cannot wait until the next regularly scheduled (semi-annual) member's meeting. Members shall be notified at least one (1) week in advance of special meetings, by U.S. or electronic mail and by flyers posted at Englewood off-leash parks.

C. QUORUM:

Fifteen percent (15%) of the recorded voting members in good standing shall constitute a quorum for any meeting of the members.

D. VOTING:

1. Eligibility to vote:

All voting members in good standing shall be entitled to one (1) vote at a meeting of the members.

2. Methods of Voting:

Voting may be done by any of the following methods:

- (a) Returning ballots by U.S. mail.
- (b) Oral, hand or ballot vote at meetings and recorded by the secretary.
- (c) Signed facsimile.
- (d) Through the organization's website.

E. NOTICE OF CERTAIN AGENDA ITEMS:

Annual, semi-annual and/or special meetings which are intended to address any of the following subjects/proposals require specific written notification to members to clearly define the subjects/proposals to be discussed and/or voted upon.

- 1. Removing directors/officers.
- 2. Filling director/officer vacancies.
- 3. Amending the Articles of Incorporation or Bylaws.
- 4. Dissolution of the corporation/organization.

F. RULES OF ORDER

Where not inconsistent with the Bylaws, the special rules of this Corporation, or the provisions of the CRNCA, meetings of the Board and of the members of this Corporation shall be conducted in accordance with the most current edition of Robert's Rules of Order.

ARTICLE V

BOARD OF DIRECTORS

A. NUMBER OF BOARD MEMBERS:

The Board of Directors shall consist of no more than seven (7) voting members who shall be elected and installed at the annual meeting. The officers of the Board of Directors shall be the president, vice president, secretary and treasurer. Officers shall be elected by the Board of Directors at the first Board of Directors' meeting following the annual members' meeting.

B. QUALIFICATIONS:

- 1. Members of the Board of Directors shall be voting members of the organization in good standing.
- 2. Members of the Board of Directors shall be subject to the financial self-interest / conflict of interest exclusions described below.

C. FINANCIAL SELF-INTEREST / CONFLICT OF INTEREST EXCLUSION:

1. No member of the Board of Directors shall have a financial self-interest in the investments, fundraising efforts of the organization, projects funded by the organization, or on-going maintenance efforts paid for by the organization.

2. No member of the Board of Directors shall have a financial self-interest in any Englewood off-leash parks themselves.

3. Any member of the Board of Directors shall automatically resign if a financial self-interest or other conflict of interest arises, or if the Board member is or has been convicted of a fiduciary crime or fraud.

4. Each member of the Board of Directors shall sign a ethical statement stating that they do not have financial self-interest or other conflict of interest with the organization, and that they have not been convicted of a fiduciary crime or fraud. Furthermore, each member of the Board of Directors shall disclose on this ethical statement if they have ever been convicted of a Class II felony or above.

#### D. NOMINATIONS & ELECTIONS:

1. The Elections Committee Chair shall solicit nominations for annual elections and Board of Directors vacancies at semi-annual members meetings. Nominees shall be advertised to members at subsequent semi-annual meetings, through a semi-annual newsletter and by special mailings.

2. Members shall be sent ballots by electronic mail, or U.S. mail if necessary, at least four (4) weeks in advance of Board of Directors elections, which could be held at either the annual meeting or at a semi-annual meeting or as necessary, to fill unscheduled Board of Directors vacancies.

3. Members may cast their votes for the members of the Board of Directors by:

- (a) Returning ballots by U.S. mail.
- (b) Oral, hand or ballot vote at meetings and recorded by the secretary.
- (c) Signed facsimile.
- (d) Through the organization's website.

4. Members may write-in nominees who are voting members in good standing and meet the qualifications for the members of the Board of Directors specified above.

5. The members of the Board of Directors shall be elected by a simple majority vote.

#### E. SPECIFIC POWERS & LIMITATIONS:

1. The Board of Directors shall administer the affairs of the corporation; control all expenditures and property of the corporation; and act in the corporation's interest on matters, which are consistent with the Articles of Incorporation, these Bylaws, and Colorado law.

2. The Board of Directors shall have no power, which subjects the corporation to any debt, encumbrance or liability beyond the amount of the corporate fund.

3. The Board of Directors shall create and disband committees as may be considered necessary from time to time.

4. To ensure the completeness and accuracy of corporate records and books, upon the completion of the fiscal year the secretary and treasurer's books shall be reviewed by an independent entity, appointed by the Board of Directors, and findings reported at the annual meeting.

5. The Board of Directors may not fill Board of Directors vacancies; amend the Articles of Incorporation or Bylaws; or dissolve the corporation/organization without approval by the voting membership.

6. Directors may chair committees and perform other duties in addition to their normal Board of Directors responsibilities.

#### F. LENGTH OF TERM:

1. Directors shall be elected to a term of one (1) year. Annual elections shall be held in a manner to elect directors each year.

2. Following each annual election, the Board of Directors shall elect new officers for a term of one (1) year.

G. HONORARY & EX-OFFICIO MEMBERS:

Non-voting honorary and ex-officio members of the Board of Directors may be appointed by the Board of Directors from time to time to support specific organization needs.

H. COMPENSATION:

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

I. VACANCIES:

1. Any unscheduled vacancy on the Board of Directors shall cause a special election to occur to fill the remainder of that Board of Directors member's term. Should the Board of Directors feel that the time remaining for the vacant position would not warrant a special election, they may pass a resolution to that effect and recommend same at the next regularly scheduled members' meeting for approval.

2. Members and officers of the Board of Directors may resign by giving written notice to any Board of Directors member.

3. Members of the Board of Directors may be terminated upon occurrence of any of the following or as deemed necessary by two-thirds (2/3) of the Board of Directors that a member has violated the Articles of Incorporation or these Bylaws.

(a) Failure to pay his/her dues;

(b) Failure to abide by the rules of order and ethical behavior;

(c) Failure to attend three (3) consecutive Board of Directors meetings (without reasonable justification);

(d) If a financial self-interest or other conflict of interest arises; or

(e) If the Board member is convicted of a fiduciary crime or fraud.

J. MEETINGS:

1. The Board of Directors shall call and administer all annual, semi-annual and special members meetings.

2. The Board of Directors shall hold regular monthly Board of Directors meetings to attend to and administer on-going planning, financial and operational needs of the organization. Board of Directors meetings require a quorum of a minimum of four (4) Directors to vote on any issue or proposal presented at that meeting, i.e., a meeting can occur but votes are not valid unless a quorum is present. These monthly Board meetings are in addition to the members' semi-annual meetings and the Annual meeting, as described in Article IV, Sections A and B of these Bylaws respectively.

3. Furthermore, the Board of Directors may make decisions concerning administrative matters via email and/or phone votes, only after all Board members have responded within a 48 hour time period. If all Board members do not respond within the 48 hour time period, only a quorum vote is necessary.

4. Monthly Board of Directors meetings shall include secretary's and treasurer's reports; address old and new business agenda items; and status from committee chairpersons, as required.

5. The spending of the organization's funds shall be approved by the Board of Directors only through regular monthly or specially called Board meetings. The secretary's meeting minutes, treasurer's financial reports and committee status reports provided at monthly Board of Directors meetings allow incremental review and approval by the Board of Directors, and provide the source materials needed to prepare various year-end reports to the organization and governmental agencies.

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## K. COMMITTEES:

1. The Board of Directors shall from time to time create standing and ad-hoc committees, each consisting of one (1) or more members, for the purpose of achieving specific organization goals and objectives.
2. Standing committees may include, but not limited to:
  - (a) Project / Fundraising committee(s).
  - (b) Park maintenance & planning.
  - (c) Membership.
  - (d) Communications & advertising, including a newsletter.
  - (e) Nominations & elections.
  - (f) Community outreach.
3. Committee chairpersons shall be drawn from the full membership and approved by the Board of Directors.
4. The Board of Directors shall have the authority to remove or replace committee chairpersons as situations dictate.
5. Each organization project/event shall have a chairperson responsible for its overall planning, funding, advertising, and implementation. That person shall coordinate the event's activities with other committee chairpersons and members of the Board of Directors, as required.
6. The specific purpose, limitation, and functions to be performed by each committee ("Charters") shall be established by the committee chairperson and approved by the Board of Directors.
7. Standing Committee Charters shall be developed by Committee Chairpersons, and maintained by the organization's Secretary, and may be changed/enhanced from time to time to incorporate "lessons learned" and to reflect the changing needs of a given committee.

## ARTICLE VI

## DUTIES OF THE BOARD OF DIRECTORS

## A. PRESIDENT:

1. The president shall be the general manager of the organization and shall supervise, direct, and control the organization's activities, business affairs, and officers.
2. The president shall preside at all members' meetings and at all Board of Directors meetings.
3. The president shall have such powers and duties as the Board of Directors or these Bylaws prescribe.
4. The president shall sign, with the treasurer, all checks.
5. The president shall be an ex-officio member of all committees created by the Board of Directors.
6. The president shall be the organization's focal point and principal spokesperson for all park project planning meetings with the City of Englewood personnel.

## B. VICE PRESIDENT:

The vice president, in the absence of the president or secretary, shall perform all duties of those offices.

## C. SECRETARY:

1. The secretary shall record, or cause to record, meeting minutes at annual, semi-annual, and special members' meetings; monthly Board of Directors meetings; and committee meetings, as required.
2. The secretary shall keep a Book of Minutes for all meetings, proceedings and actions of the Board of Directors; of committees of the Board of Directors; and members' meetings.

3. In support of the secretary, committee chairpersons shall record committee meeting minutes and provide same to the secretary for inclusion in the Book of Minutes.

4. The secretary shall maintain copies of the corporation's Articles of Incorporation, Bylaws, committee charters and other documents critical to the corporation in its dealings with city, state and federal agencies.

5. The secretary shall notify members of regular and special meetings in the time and manner prescribed by these Bylaws. Supplemental notifications shall also be provided via an newsletter, via electronic mail and posted notices at Englewood off-leash parks.

6. The secretary shall keep a current Book of Members' Records, containing:

- (a) Members' names, addresses, phone numbers, and email addresses.
- (b) Members' class of membership.
- (c) Members' dues status (as provided by a membership committee chairperson and/or the treasurer).

The secretary shall keep all members' records confidential, and shall only release members' information after receiving individual / specific member's approval, or as required by public law.

7. The secretary shall allow the inspection and copying of organization records as defined in Article VIII C, Records and Reports.

D. TREASURER:

1. The treasurer shall keep and maintain adequate and accurate Books of Accounts of the organization's properties and transactions.

2. The treasurer shall receive, collect and deposit all funds or other valuables in the name and to the credit of the organization.

3. The treasurer shall prepare and present a written financial report appropriate for each annual and semi-annual member's meeting; and for each monthly Board of Directors meeting. Financial reports, as a minimum, shall include:

(a) The organization's monthly and year to date income, expenses and account balance.

(b) Specific project income, expenses and project/account balance.

4. The treasurer shall sign all checks under \$100. The treasurer, with the president, shall sign all checks over \$100. In the treasurer's absence, the president shall sign all checks.

5. The treasurer shall allow the inspection and copying of financial reports as defined in Article VIII C, Records and Reports.

6. The treasurer shall maintain an adequate set of financial books/records, recognized as accepted accounting practices, in order to satisfy applicable state and federal reporting and audit requirements.

7. The treasurer shall submit financial books/records for independent review before each annual member's meeting and before the filing of financial reports with state and federal agencies.

8. In the event of the treasurer's death, resignation or removal from office, the president shall appoint an interim treasurer until an election can be held as stated in Article V, section I.

E. PARLIAMENTARIAN:

1. It shall be the duty of the parliamentarian to ensure that meetings are conducted in an efficient and orderly manner as proscribed by Roberts Rules of Order.

2. After the annual Board of Directors elections and assignment of new officers, the parliamentarian shall act as a liaison between outgoing and incoming officers, including, but not limited to, ensuring a smooth transition of power and officers' records, and updating the incoming Board of Directors of the status of current events and projects.

3. The parliamentarian shall assure that the Articles of Incorporation and Bylaws are understood and adhered to by all Board of Directors members.

4. The parliamentarian shall be appointed by the Board of Directors and shall have an overlapping term of one month past the normal one-year term required of other officers, in order to facilitate the transition and to train and update the incoming parliamentarian.

#### ARTICLE VII

##### PERMITS, INSURANCE & WAIVERS

1. The organization shall obtain permits and purchase liability insurance as necessary to conduct organization events/activities.
2. Written waivers shall be obtained to document that permits and/or liability insurance is not required to conduct organization events/activities.
3. Obtaining permits, insurance and/or waiver protection is the responsibility of the event/activity chairperson and must be approved by the Board of Directors.

#### ARTICLE VIII

##### RECORDS & REPORTS

A. The organization shall keep:

1. Written records of member's meetings, Board of Directors meetings and committee meetings.
2. Written records of members.
3. Written financial accounts, books and records.
4. Written records of the organization's Articles of Incorporation, Bylaws, other corporate documents and all changes thereto.

B. The organization shall prepare and deliver annual and periodic reports required by state and federal law. Such reports/filings shall be reviewed and approved by the Board of Directors prior to submittal.

C. RIGHTS OF INSPECTION:

As a Nonprofit Corporation, the organization's information is open to the public and available via the organization's website at <http://www.engageunleashed.org>. General information, including the Corporation's Articles of Incorporation, Bylaws, and Annual and semi-annual Secretary's and Treasurer's Reports may be accessed and downloaded at no charge. Any Voting or Non-Voting organization member in good standing who does not have access to the Internet may, upon written request to the organization's secretary, obtain copies of the same documents described above for the cost of reproduction and mailing expenses. Requests for additional information will be handled on a case-by-case basis.

#### ARTICLE IX

##### AMENDMENTS

A. Without specific approval by the organization's voting members, the Board of Directors may not:

1. Adopt, amend or repeal any bylaw that would materially or adversely affect organization members.
2. Change voting rights, classes, quorum or majority requirements.
3. Fix or change the number of Board of Directors members or officers.
4. Fix or change the term of Board of Directors members or officers.
5. Change Board of Directors member qualifications or election procedures.
6. Change the amount of annual dues.

B. New bylaws may be adopted, or these bylaws amended, only with the approval of voting organization members.

#### ARTICLE X

##### DISSOLUTION

A. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever

benefit any director, officer, or member thereof, or be used for the benefit of any private person. Upon the dissolution of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed to 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.

B. Reasons for dissolution of this corporation include, but are not limited to:

1. A vote by the general membership to dissolve the corporation / organization.
2. Failure to meet state and federal requirements for a nonprofit public benefit tax-exempt organization.

CERTIFICATION OF THE SECRETARY

I certify that I am the duly elected and acting secretary of Englewood Unleashed. I further certify that the above Bylaws, consisting of XXXXX pages, are the Amended Bylaws as adopted by the Membership of Englewood Unleashed on June 28th, 2007 and that they have not been amended or modified since that date.

Executed on September 17th, 2007 in Englewood, Colorado.

Approved as to form:

Paul Gaggini, Secretary of Englewood unleashed.