

**Bylaws**  
**of**  
**Johnson County Dog Park Action Committee**

**Article I. Offices**

The principal office of the Corporation in the state of Iowa shall be located in the city of Iowa City, county of Johnson. The Corporation may have other offices, either within or without the state of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

The Corporation shall have and continuously maintain in the state of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Iowa Nonprofit Corporation Act, Iowa Code section 504A.8. The registered office may be, but need not be, the same as the principal office in the state of Iowa, and the address of the registered office, or the registered agent at the registered office, or both, may be changed from time to time by the Board of Directors.

**Article II. Members**

Section 1. Classes of Members. The Corporation may have one or more classes of members. The designation of the initial class and the qualifications and rights of the members of the initial class shall be as follows:

(a) Resident Members. Members who reside or have an office within the state of Iowa shall be eligible for resident membership.

Section 2. Members. All applicants for membership as a resident member shall file with the Board of Directors an application in the form determined by the Board. Membership in any other classes established shall be designated at the time such class is established.

Section 3. Voting Rights. Each member of the resident class shall have one vote on each matter submitted to a vote of the resident members. Members of any other classes established shall have such voting rights as determined by the Board of Directors.

Section 4. Resignation. Any member of the resident class may resign at any time by filing a written resignation with the President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when the President or Secretary receives it. Acceptance of a resignation is not necessary for it to be effective. Resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 5. Reinstatement. Upon written request signed by a former member of the resident class and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

**Article III. Meetings of Resident Members**

Section 1. Annual Meeting. An annual meeting of the resident members shall be held on the second Thursday of December in each year, beginning with the year 2003 at the hour of 7:00 o'clock, p.m., for

the purpose of electing directors and for the transaction of any other business that may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the state where the meeting is to be held, the meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated here for any annual meeting, or at any adjournment of the annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon after as is convenient.

Section 2. Special Meetings. Special meetings of the resident members may be called by the Board of Directors.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the state of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors or the President. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Corporation in the state of Iowa; provided, however, that if all members meet at any time and place, either within or without the state of Iowa, and consent to the holding of a meeting, the meeting shall be valid without call or notice, and any corporate action may be taken at the meeting.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting shall be delivered no less than ten nor more than fifty days before the date of the meeting, either personally or by regular or electronic mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each member entitled to vote at the meeting. In the case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If notice is given by regular or electronic mail, the notice shall be deemed to be delivered when sent. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise required by statute.

Section 5. Informal Action by Resident Members. Any action required to be taken at a meeting of the resident members, or any action which may be taken at a meeting of the resident members, may be taken without a meeting and without a vote if all of the resident members entitled to vote with respect to the subject matter of the action sign a consent in writing, setting forth the action taken.

Section 6. Quorum. A quorum shall be five (5) resident members. If a quorum is not present at any meeting of resident members, a majority of the resident members present and entitled to vote at the meeting may adjourn the meeting without further notice. The members present at a meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough resident members to leave less than a quorum.

Section 7. Proxies. At any meeting of resident members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the resident members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of the matter, unless a greater proportion is required by law or by these bylaws. Resident members standing in the name of a partnership may be voted by any partner of the partnership; and memberships standing in the name of a corporation or association may be voted by any officer or agent that the bylaws of the corporation or association may prescribe, or, in the absence of such a provision, as the board of directors of the corporation or association may determine.

Section 9. Resident Membership Record Date. In order that the Corporation may determine the members entitled to notice of or to vote at any meeting of resident members or any adjournment of a meeting, or to express consent to corporate action in writing without a meeting, or entitled to receive allotment of any rights, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date which shall not be more than sixty nor less than ten days before the day of such meeting, nor more than sixty days prior to any other action. A determination of resident members of record entitled to notice of or to vote at a meeting of resident members shall apply to any adjournment of the meeting, unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 10. Voting by Mail. Where directors or officers are to be elected by resident members the elections may be conducted by mail, including electronic mail, in the manner that the Board of Directors may determine.

#### **Article IV. Board of Directors**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the state of Iowa or members of the Corporation.

Section 2. Number, Tenure and Qualifications. The number of directors shall be no more than nine (9). All directors will hold two (2) year terms. Those elected in odd years will serve a two-year term expiring in the next odd year. Those elected in even years will serve a two-year term expiring in the next even year. Each successor director shall hold office until the next annual meeting of members or until his or her successor is elected and has qualified.

Section 3. Resignation. Any director, member of a committee or officer may resign at any time by filing a written resignation with the President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when the President or Secretary receives it. Acceptance of a resignation is not necessary to make it effective.

Section 4. Increase in Number. The number of directors may be increased by amendment to these bylaws by the affirmative vote of a majority of the entire Board or by the affirmative vote of a majority of the members at an annual meeting or at a special meeting called for that purpose.

Section 5. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, jointly with the annual meeting of members or immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the state of Iowa, for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state of Iowa, as the place for holding any special meeting of the Board called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously by written notice delivered personally or sent by mail or electronic mail (e-mail) to each director at his or her address as shown by the records of the Corporation, unless the meeting must be held within two days. If mailed or e-mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid, or when sent, in the case of e-mail. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express

purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting, unless specifically required by these bylaws.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business; but if less than a majority of directors are present at the meeting, a majority of the directors present may adjourn the meeting without any further notice.

Section 9. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. A director so elected shall be elected for the unexpired term of his or her predecessor in office, or for the full term of the new directorship, as the case may be, and until his or her successor is elected and has qualified.

Section 11. Compensation. Directors as such shall not receive any stated salaries for their services, but the Board of Directors may be re-imbursed for reasonable expenses incurred in the course of their duties on behalf of the Corporation. Nothing in these bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for that service.

Section 12. Informal Action by Directors. Any action required to be taken at a meeting of directors, or any action that may be taken by directors, may be taken without a meeting and without voting if all of the directors sign a consent in writing, setting forth the action taken.

Section 13. Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

Section 14. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards a dissent by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. A director who voted in favor of an action may not dissent from the action.

## **Article V. Officers, Employees and Agents**

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint the other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it may deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. The same person may hold any two or more offices. The officers may be, but need not be, members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor is elected and has qualified, or until his or her death, resignation or removal.

Section 3. Removal. Any officer, agent or employee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served by his or her removal, but removal does not prejudice the contract rights, if any, of the person removed. Election or appointment of an officer or agent does not of itself create contract rights.

Section 4. Other Agents and Employees. The Board of Directors may appoint such agents and employees as it may deem necessary, each of who shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may determine. No agent or employee need be a director of the Corporation. The Board of Directors may prescribe the respective title, terms of office, authorities and duties of such agents or employees.

Section 5. Delegation of Authority. To the full extent allowed by law, the Board of Directors may delegate to any officer, agent or employee any powers possessed by the Board of Directors.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and of the Board of Directors if present at the meeting. He or she may sign and execute alone in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, either generally or specifically, except in cases where the signing and execution has been expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and any other duties that the Board of Directors prescribes.

Section 8. Vice-President. In the absence of the President or in event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to any restrictions upon the President. Any Vice-President shall perform any other duties that the President or the Board of Directors assigns to him or her.

Section 9. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety that the Board of Directors determines. He or she shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; keep full and accurate account of receipts and disbursements in books belonging to the Corporation; disburse the funds of the Corporation as may be ordered by the Board of Directors or the President, taking proper vouchers for the disbursements; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the Corporation in the banks, trust companies or other depositaries as are selected in accordance with the provisions of article VIII of these bylaws; and in

general perform all the duties incident to the office of Treasurer and any other duties that the President or the Board of Directors assign to him or her.

Section 10. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law (but if the Secretary is absent, or refuses or neglects to give such notice, any notice may be given by any person who is directed to give notice by the President, or by the directors, or members, upon whose requisition the meeting is called as provided in these bylaws); be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by that member; and in general perform all duties incident to the office of Secretary and any other duties that the President or the Board of Directors assign to him or her.

Section 11. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in the sums and with the sureties that the Board of Directors determines. In the absence of the Treasurer or Secretary or in event of the inability or refusal to act of the Treasurer or Secretary, the Assistant Treasurer or Assistant Secretary, as the case may be (or in the event there be more than one Assistant Treasurer or Assistant Secretary, the Assistant Treasurers or Assistant Secretaries in the order of their election) may perform the duties of the Treasurer or Secretary, as the case may be. When so acting, the Assistant Treasurers or Assistant Secretaries shall have all the powers of and be subject to any restrictions upon the Treasurer or Secretary, as the case may be. The Assistant Treasurers and Assistant Secretaries shall perform such other duties as the Treasurer, the Secretary, the President or the Board of Directors assign to them.

Section 12. Compensation. Any officer, agent or employee of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation only when authorized by a majority of the Board of Directors.

## **Article VI. Committees**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an Executive Committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors; provided, however, that no such committee shall have the authority of the Board of Directors in reference to:

- (a) amending the articles of incorporation;
- (b) adopting a plan of merger or consolidation;
- (c) recommending to the members the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation;
- (d) recommending to the members a voluntary dissolution of the Corporation or a revocation thereof;
- (e) amending, altering or repealing the bylaws of the Corporation;
- (f) electing, appointing or removing any director or officer of the Corporation; or
- (g) amending, altering or repealing any resolution of the directors, unless by its terms the resolution may be amended, altered or repealed by the committee.

The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any director, of any responsibility imposed by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors may be appointed by the President. The President may remove any member whenever in his or her judgment the best interests of the Corporation would be served by removing the member. The President may terminate any committee so appointed, as the President deems appropriate.

Section 3. Term of Office. Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing a committee or a committee member, each member of a committee shall continue as a member until the next annual meeting of the members of the Corporation and until his or her successor is appointed, unless the committee is terminated sooner, or unless the member is removed from the committee, or unless the member ceases to qualify as a member of the committee.

Section 4. Chair. One member of each committee may be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting and, subject to action by the Board of Directors, the committee by majority vote of its members may determine the time and place of meetings and the notice for meetings.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 8. Meetings by Conference Telephone. Members of a committee may participate in a meeting of the committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

## **Article VII. Indemnification of Directors and Officers; Insurance**

Section 1. Indemnity. The Corporation shall indemnify and advance expenses to any person who was, is, or is threatened to be made a party to or witness in any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including a grand jury proceeding) and whether formal or informal, by reason of the fact that he or she (a) is or was a director or officer of the Corporation, or (b) while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, employee, agent, partner or trustee (or in a similar capacity) of another foreign or domestic corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, to the maximum extent it is empowered to indemnify and advance expenses to a director or officer by the Iowa Nonprofit Corporation Act, the Iowa Business Corporation Act, or other applicable law as all of the same now exists or may hereafter be amended or changed (but, in the case of any such amendment or change, only to the extent that such amendment or change empowers the Corporation to provide broader indemnification than said law empowered the Corporation to provide prior to such amendment or change), against expenses (including attorneys' fees), judgments, penalties, fines, including an excise tax assessed with respect to an employee benefit plan, and amounts paid in settlement actually and reasonably incurred by such person in connection with such claim, action, suit or proceeding or any appeal thereof.

Section 2. Payment. Any indemnification or advancement of expenses required under this article shall be made promptly upon, and in any event within thirty days after, the written request of the person entitled thereto. If the Corporation denies a written request for indemnity or advancement of expenses, in whole or in part, or if payment in full pursuant to such request is not made within thirty days of the date such request is received by the Corporation, the person seeking indemnification or advancement of expenses as granted by this article may at any time within the applicable statute of limitations bring suit against the Corporation in any court of competent jurisdiction to establish such person's right to indemnity or advancement of expenses. The Corporation shall also indemnify such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification in any such action or proceeding.

Section 3. Contract. The provisions of this article shall be deemed a contract between the Corporation and each director or officer who serves in such capacity at any time while this article and the relevant provisions of the Iowa Nonprofit Corporation Act and Iowa Business Corporation Act are in effect, and any repeal or modification of any such law or of this article shall not adversely affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any claim, action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 4. Nonexclusive. The indemnification and advancement of expenses provided by, or granted pursuant to, this article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any provision in the articles of incorporation or bylaws, agreements, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding the office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, administrators and legal or personal representatives.

Section 5. Indemnification of employees, agents, members and volunteers. The Corporation may, by action of the Board of Directors, provide indemnification and advancement of expenses to such of the employees, agents, members or volunteers of the Corporation to such extent and to such effect as the Board of Directors may determine to be appropriate and authorized by applicable law.

Section 6. Applicability. This article shall be applicable to all claims, actions, suits or proceedings commenced after the effective date hereof, whether arising from acts or omissions occurring before or after the effective date hereof. Each person who is now serving or who shall hereafter serve as a director or officer of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided for in this article, and such rights of indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of his or her heirs, executors, administrators and legal or personal representatives.

Section 7. Validity and Enforceability. If this article or any portion hereof shall be held to be invalid or unenforceable on any ground by any court of competent jurisdiction, such holding shall not affect the validity or enforceability of the remaining provisions of this article, and the Corporation shall nevertheless indemnify each director and officer of the Corporation to the maximum extent permitted by any applicable portion of this article that shall not have been invalidated.

Section 8. Initiation of Claims. Notwithstanding anything in this article to the contrary, except with respect to proceedings initiated to enforce rights of indemnification to which such person is entitled under this article or otherwise, the Corporation shall indemnify any such person in connection with a claim,

action, suit or proceeding (or part thereof) initiated by such person only if the initiation of such claim, action, suit or proceeding (or part thereof) was authorized by the Board of Directors.

Section 9. Insurance. The Corporation may purchase and maintain insurance, at its expense, on its own behalf or on behalf of an individual who is or was a director, officer, employee, agent, member or volunteer of the Corporation, or is or was serving at the Corporation's request as a director, officer, member, employee, agent, partner, trustee (or in a similar capacity) of another foreign or domestic corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising from his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this article, the Iowa Nonprofit Corporation Act, the Iowa Business Corporation Act or otherwise. The Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or similar arrangements), as well as enter into contracts providing for indemnification to the maximum extent permitted by law and including as part thereof any or all of the foregoing, to ensure the payment of such sums as may become necessary to effect full indemnification. The Corporation's obligation to make indemnification and pay expenses pursuant to this article shall be in excess of any insurance purchased and maintained by the Corporation and such insurance shall be primary. To the extent that indemnity or expenses of a person entitled to indemnification and payment of expenses pursuant to this article are paid on behalf of or to such person by such insurance, such payments shall be deemed to be in satisfaction of the Corporation's obligation to such person to make indemnification and pay expenses pursuant to this article.

Section 10. No Self-Dealing. Notwithstanding anything in this article to the contrary, the Corporation shall not indemnify or advance expenses to any person if such indemnification or advancement of expenses would give rise to excise tax liability on the part of any person under section 4941 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 11. Definitions. For purposes of this article, references to "serving at the Corporation's request" shall include any service as a director, officer, employee, agent, member or volunteer of the Corporation which also imposes duties on, or otherwise involves services by, such director, officer, employee, agent, member or volunteer to an employee benefit plan or to participants in or beneficiaries of the plan.

## **Article VIII. Contracts, Loans, Checks, Deposits and Investments**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President and Treasurer or such officer or officers, agent or agents of the Corporation and in such manner as may be determined by resolution of the Board of Directors. In the absence of a determination by the Board of

Directors, the Treasurer or an Assistant Treasurer of the Corporation shall sign the instruments. The Vice-President shall review at least quarterly all accounts and account statements..

Section 4. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 6. Gifts. The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 7. Loans to Directors and Officers Prohibited. The Corporation shall make no loans to the directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of the loan until it is repaid.

### **Article IX. Certificates of Membership**

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, in the form that the Board may determine. The certificates shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary, or the Treasurer or an Assistant Treasurer and shall be sealed with the seal of the Corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation.

Section 2. Lost Certificates. New certificates of membership may be issued in the place of any certificates issued by the Corporation, alleged to have been lost or destroyed, and the directors may, at their discretion, require the owner of the lost or destroyed certificate or his or her legal representative, to give the Corporation a bond, in such sum as they may direct, to indemnify the Corporation against any harm on account of the alleged loss of any such new certificate.

Section 3. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in the member's name and delivered to him or her by the Secretary, if the Board of Directors has provided for the issuance of certificates of membership under the provisions of section 1 of this article.

Section 4. Transfers of Certificates of Membership. Transfers of certificates of membership may be made only on the records of the Corporation by a registered member or by his or her attorney authorized by a power of attorney executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate evidencing membership to be transferred.

### **Article X. Books and Records**

Section 1. Books and Records Maintained. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep and its registered office or principal office a record of the names and addresses of its members entitled to vote.

Section 2. Inspection. Any member, or his or her agent or attorney may inspect all books and records of the Corporation for any proper purpose at any reasonable time.

#### **Article XI. Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

#### **Article XII. Dues**

Section 1. Annual Dues. The Board of Directors may determine the amount of initiation fee, if any, and any annual dues payable to the Corporation by members of each class.

Section 2. Payment of Dues. Dues shall be payable as may be determined by the Board of Directors. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the Corporation.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues, his or her membership may be terminated by the Board of Directors in the manner provided in Article II of these bylaws.

#### **Article XIII. Seal**

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the Corporation and the words "Corporate Seal, Johnson County Dog Park Action Committee." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

#### **Article XIV. Waiver of Notice**

Whenever any notice is required to be given to any member or director of the Corporation or to any member of a committee of the Corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the articles of incorporation or bylaws of the Corporation, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice.

#### **Article XV. Amendments to Bylaws**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.