

**BYLAWS OF  
NORTH MAIN BARK PARK  
A Non-Profit Corporation**

**ARTICLE ONE  
Purposes and Governing Instruments**

1.1 Corporation Name. The name of the organization shall be North Main Bark Park (herein referred to as “Corporation”), a nonprofit corporation incorporated under the laws of the State of South Carolina.

1.2 Charitable and Educational Purposes. The Corporation’s mission shall be promote responsible dog ownership through community education and maintenance of a safe, enjoyable off-leash area for dog exercise and socialization. North Main Bark Park is dedicated to maintaining a positive community presence by encouraging sustainable environmental practices and supporting local dog-friendly organizations.

1.3 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation (herein referred to as “Articles”) and the Bylaws of North Main Bark Park (hereinafter referred to as “Bylaws”).

**ARTICLE TWO  
Offices**

The principal office of the Corporation shall be located at 1001 Sycamore Avenue Columbia, SC 29203. The Corporation may have other offices at such place or places, within or outside the State of South Carolina, as the Board of Directors may determine from time to time as the affairs of the Corporation require or make desirable.

**ARTICLE THREE  
Members**

The corporation shall have no members.

**ARTICLE FOUR  
Board of Directors**

4.1 Authority and Responsibility. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of the Board of Directors (herein referred to as the “Board”) subject to any limitation set forth in the Articles, a provision of these Bylaws, or the South Carolina Code. The Board shall have supervision, control and direction of the management, affairs and property of the Corporation; it shall determine its policies and changes therein; and it shall actively further its purposes and objectives and supervise the disbursement of its funds. The Board may adopt, by majority vote, the business of the Corporation as shall be deemed advisable.

4.2 Selection of the Board of Directors. At the end of each board term as defined in Section 4.4 below, the Board shall elect, by majority vote, the proposed members of the Board for the following year. The offices of Chairperson, Secretary, and Treasurer shall be elected pursuant to Section 7.2. The selection and/or removal of individual members of the Board at any other time shall be governed by Sections 4.5 and 4.6 below.

4.3 Composition. The Board shall consist of not fewer than five (5) and not more than nine (9) members, and shall be comprised of an odd number of directors at all times. Unless otherwise provided in the Articles, the Board may, by resolution, increase or decrease the size of the Board, within said minimum and maximum, at any time.

4.4 Terms for Board. Each initial director, except the executive officers so appointed, shall continue in office for an initial term of three (3) years or until his/her earlier death, resignation, retirement, disqualification, or removal. In all subsequent years, except for persons appointed to fill vacancies, and except for the executive officers, all persons serving on the Board shall be appointed to serve two-year terms. The Board, in its discretion, may appoint the directors in such a manner that the terms of not less than approximately one-half (1/2) of the Directors shall expire each year. The directors shall serve until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. There are no limits on the number of terms a director may serve. The regular Board year shall begin with the first meeting of the Board of Directors.

4.5 Removal, Resignation. Any director may be removed without cause, at any time by resolution of the Board. Any director may resign at any time by giving notice in writing to the Chairperson of the Board. A removed director's successor may be appointed at the same time to serve the unexpired term, in accordance with Section 4.6, below.

4.6 Vacancies. With the exception of selection of the Board in Section 4.2 above, a vacancy in the Board arising at any time from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any time by resolution of the Board by a majority vote.

4.7 Compensation and Reimbursement. Any director or officer of the corporation is authorized to receive reasonable reimbursement for actual expenses incurred when authorized by the Board or its designee. No director of the corporation shall receive directly or indirectly any salary or compensation merely for acting as a director.

4.8 Committees and Committee Meetings. The Board may designate or delegate authority to one or more committees. All committees must be comprised of at least one (1) Board member, and all committee decisions require a two-thirds (2/3) vote, and ratification by the full Board. Election to Committees shall require nomination by a Board member, and confirmation by simple majority.

**ARTICLE FIVE**  
**Meetings of the Board of Directors**

5.1 Annual Meeting; Notice. The Annual Meeting of the Board shall be held at the principal office of the Corporation or such other place as the Board shall determine on such day and such time as the Board shall designate. Unless waived as contemplated in Section 6.2, notice of the time and place of such Annual Meeting shall be given personally, by telephone, by mail, by e-mail, or by facsimile not less than ten (10) and not more than thirty- (30) days before such Annual Meeting.

5.2 Regular Meetings; Notice. Regular Meetings of the Board shall be held from time to time between Annual Meetings at such times and at such places as the Board may prescribe. Notice of the time and place of each such Regular Meetings shall be given personally, by telephone, by mail, by e-mail, or by facsimile not less than ten (10) and not more than thirty- (30) days before such Regular Meeting.

5.3 Special Meetings; Notice. Special Meetings of the Board may be called by or at the request of the Chairperson or by any two (2) of the Directors in office at that time. Notice of the time, place and purpose of any Special Meeting of the Board shall be given personally, by telephone, by mail, by e-mail, or by facsimile at least twenty-four hours before such Special Meeting.

5.4 Waiver. Attendance by a director at a Meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting the transaction of business because the meeting is not lawfully called. See also Article Six (“Notice and Waiver”).

5.5 Quorum. At meetings of the Board, a simple majority of the directors then in office shall be necessary to constitute a quorum. If a quorum exists, the act of a majority of the Directors present at the time shall be the act of the Board unless the Articles, a provision of these Bylaws, or the South Carolina Code requires a greater number.

5.6 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all the members of the Board. Such consent shall have the same force and the effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book. For purposes of this section, an e-mail sent by a member of the Board shall constitute a signed consent.

5.7 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of a conference telephone or similar communications equipment if and only if all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.8 Adjournments. A meeting of the Board, whether or not a quorum is present, may be adjourned by a majority of the Directors present and be scheduled to reconvene at a specific time

and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting that was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

## **ARTICLE SIX**

### **Notice and Waiver**

6.1 Procedure. Whenever these bylaws require notice to be given to any Director, the notice shall be given as prescribed in Article Five. Whenever notice is given to a Director by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the Director at his or her address as it appears on the books of the Corporation. Such notice shall be deemed to have been given at the time the same is deposited in the mail. Notice shall be deemed to have been given by e-mail or facsimile at the time such notice is transmitted.

6.2 Waiver. Whenever any notice is required to be given to any Director by law, by the Articles or by these Bylaws, a waiver thereof in writing signed by the Director entitled to receive such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

## **ARTICLE SEVEN**

### **Officers**

7.1 Number and Qualifications. The officers of the Corporation shall be natural persons of majority age, and consist of a Chairperson, a Secretary, a Treasurer, and such other officers as the Board may determine. The Board shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a Chairperson, a Secretary, and a Treasurer. Any two (2) or more offices may be held by the same person, except the offices of the Chairperson and the Treasurer. Each officer of the Corporation must be a member of the Board.

7.2 Election and Term of Office. At the end of each board year as defined in Section 4.4, the Board shall elect by majority vote the proposed Board Chairperson, Secretary, Treasurer, and any other officer that the Board determines necessary for the following year. The Officers of the Board shall serve in that office for a one-year term, until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. There are no limits on the number of terms an officer may serve; however, in the event that an officer's term as a Director expires or is otherwise terminated prior to his or her term as an officer, the officer shall relinquish his or her office and the Board may fill the vacancy pursuant to Section 7.5 below.

7.3 Other Agents. The Board may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board and shall have authority and perform such duties and shall receive such reasonable compensation, if any, as the Board shall from time to time determine.

7.4 Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

7.5 Vacancies. A vacancy in the office of Chairperson arising at any time and from any cause may be filled for the unexpired term by the following procedure: The Board shall call a special meeting, and the Directors shall, by majority vote, elect the replacement candidate. A proposed replacement candidate shall take office immediately upon approval by the Board. A vacancy in the offices of Secretary or Treasurer arising at any time and from any cause may be filled for the unexpired term by resolution at any meeting of the Board by majority vote.

7.6 Chairperson. The Chairperson shall be the principal executive officer of the Corporation and shall preside at all meetings of the Board. She/he shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, and statements and reports required to be filed with the state or federal officials or agencies. She/he shall also be authorized to enter into any contract or agreement and to execute in the corporate name, along with the Secretary, any instrument or other writing. She/he shall see that all orders and resolutions of the Board are carried into effect.

7.7 Treasurer. The Treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board. She/he shall disburse the funds of the Corporation as ordered by the Board and prepare financial statements each month or at such other intervals as the Board shall direct. The Treasurer shall be responsible for ensuring that the Corporation's tax returns are accurately and timely filed. The Treasurer shall be responsible for ensuring that the Corporation continues its tax-exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code, and shall advise the Board accordingly. She/he shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the Chairperson may from time to time delegate.

7.8 Secretary. The Secretary shall attend all meetings of the Board and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose. She/he shall give, or cause to be given, notice of all meetings to the Board. She/he shall keep in safe custody the seal of the Corporation and, when authorized by the Board or the Chairperson, affix it to any instrument requiring it. When so affixed, it shall be attested to by her/his signature or by the signature of the Treasurer or any assistant secretary. The Secretary is responsible for ensuring that the Corporation's Secretary of State filing is accurately maintained. The Secretary shall be under the supervision of the Chairperson and shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the Chairperson may from time to time delegate.

**ARTICLE EIGHT**  
**Contracts, Checks, Deposits, and Funds**

8.1 Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

8.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as may from time to time be determined by resolution by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Chairperson or by the Treasurer, except that any instrument issued in the name of the Corporation for more than \$100.00 must be first approved by the Chairperson or the Treasurer.

8.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

8.4 Gifts. The Board 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.

**ARTICLE NINE**  
**Miscellaneous**

9.1 Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board.

9.2 Fiscal Year. The fiscal year shall run from January 1 to December 31. The Board is authorized to change the fiscal year from time to time as it deems appropriate.

9.3 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely the plural shall include the singular. If any portion of these Bylaws shall be invalid or inoperative, then so far as it is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative.

9.4 Bylaws. The term "Bylaws," as used herein, shall mean these Bylaws of the Corporation, as the same are now enacted or hereafter amended.

9.5 Headings. The headings are for organization and convenience. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

**ARTICLE TEN**  
**Conflict of Interest**

At the annual board meeting, the Board shall review and sign a Conflict of Interest Policy, which shall be kept with the Secretary and produced for review at the annual meeting.

**ARTICLE ELEVEN**  
**Amendments**

Subject to any contrary or limiting provisions contained in the Articles, these Bylaws may be amended or repealed, or new Bylaws may be adopted, by a two-thirds (2/3) majority vote of the Board. Any board member may propose an amendment which shall be submitted in writing to each board member at least thirty (30) days prior to the meeting at which it shall be voted on.

**ARTICLE TWELVE**  
**Tax-Exempt Status**

Notwithstanding any other provision of these Bylaws, no director, officer, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be awarded, or by an organization contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE THIRTEEN**  
**Dissolution**

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Upon dissolution, the assets of this Corporation shall be distributed to the Columbia Parks and Recreation Foundation.

**ARTICLE FOURTEEN**  
**Indemnification Clause**

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and

further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under these Bylaws shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of these Bylaws which adversely affects the right of an indemnified person under these Bylaws shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

These Bylaws constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of these Bylaws which adversely affects the right of an indemnified officer, director, or employee under these Bylaws shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**ARTICLE FIFTEEN**  
**Emergency Bylaws**

In the event of an emergency, as determined solely by the Chairperson, decisive action may be taken via telephone. The Chairperson shall contact the Secretary and Treasurer who may take only whatever action is required in the face of the emergency and may decide these matters amongst themselves on a majority vote basis. Emergencies include, but are not limited to, flood, fire, or other unexpected catastrophic events.

**ARTICLE SIXTEEN**  
**South Carolina Law Prevails**

South Carolina law controls these bylaws and all business conducted by the Corporation.

**ARTICLE SEVENTEEN**  
**Severability**

If any Article, paragraph, subparagraph, sentence, clause, phrase, or word of these Bylaws is for any reason held to be unconstitutional or illegal, such holding shall not affect the constitutionality or legality of the remaining portions of these Bylaws.

**ARTICLE EIGHTEEN**  
**Adoption of Bylaws**

These Bylaws were adopted by the Board of Directors of North Main Bark Park effective the 3rd day of November, 2014.

Attest: Mae Wilson, Interim Chairperson