

Bylaws of K9COLA

Citizens for Off-Leash Areas

EIN #42-1517118/Corporate # 251326
P.O. Box 992 Cedar Rapids, IA 52406-0992
Last updated: February 2019

ARTICLE I. Name, Mission and Values

Section 1. Mission

K9COLA, Citizens for Off-Leash Areas, is a 501(c)(3) non-profit corporation which supports and promotes safe off-leash dog areas in and around Cedar Rapids, Iowa.

Section 2. Core Values

The Core Values of K9COLA are:

- We believe that responsible community planning includes provisions for off-leash areas and that the existence of these areas benefits the community as a whole.
- We advocate the development of off-leash areas in the city and county, not to replace, but in addition to existing access to public spaces.
- We educate the community about off-leash areas and their benefits.
- We educate dog owners about dog training and behavior to promote responsible dog ownership.
- We volunteer to enhance, develop and maintain the Cheyenne Park and K9 Acres Off-Leash Areas.
- We support various events, dog rescue groups and other non-profit 501(c)(3) animal welfare organizations for the purpose of educating the general public about the benefits of dog ownership and companionship and for the encouragement of family pet ownership.
- We raise funds to accomplish these Core Values, and use these funds accordingly.

Section 3. Offices

The principal office of the Corporation in the State of Iowa shall be located in Linn County. The Corporation shall have and continuously maintain in the State of Iowa a registered office, and a registered agent required by the Iowa Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. Membership

Section 1. Membership

Membership in the Corporation shall be available to any person, 18 years or older, interested in helping the Corporation achieve its goals. To be eligible as a Member, a person must be an active supporter, as indicated by participation within the last 12 months by volunteering as a board member, participating in

park maintenance duties, providing fiscal contribution, or by performing other duties assigned by the Board of Directors.

A person actively contributing to the goals of the Corporation is considered a member for purposes of voting rights in the annual member meeting, and any other member meetings.

Section 2. Membership Fees

There shall be no membership fee required.

Section 3. Voting Rights

Each Member shall be entitled to one vote at the annual membership meeting to elect Board of Director positions. The annual membership meeting is to be held within the first two weeks of November.

Section 4. Termination of Membership

If a Member is determined to violate the constitution or rules of the Corporation, or if a Member's conduct endangers, or tends to endanger the welfare, interest or character of the Corporation, the Board of Directors, at a regular or special meeting, may censor or suspend, or by a two-third (2/3) majority vote of the Directors, may expel the Member, provided that before a Member shall be expelled, the Member shall be given notice in writing via post or email twenty (20) days of the pending expulsion and a copy of the charges. The Member shall be given an opportunity to be heard by a committee of the full Board of Directors prior to expulsion.

ARTICLE III. Officers

Section 1. Officers

The Corporation shall have three officers: a President/Chairperson, Secretary and Treasurer, who shall be elected by a simple majority of Members in attendance at the annual election meeting. In addition, the membership may elect a Vice-Chair and such other officers as the Board of Directors may deem necessary. Any two or more offices may be held by the same person, except for the office of President/Chairperson.

Section 2. Term of Office

Each officer shall be elected to serve for a term of two (2) years. There shall be no limit to the number of terms an Officer may serve.

Section 3. Duties

The Corporation's President/Chairperson shall preside over all group activities; the Corporation's Secretary shall keep all official group records; and the Corporation's Treasurer shall preside over all financial aspects of the group.

ARTICLE IV: Board of Directors

Section 1. Board of Directors

The Corporation's Board of Directors shall be made up of the Corporation's officers and additional board members. The Board of Directors shall be elected by a simple majority of Members in attendance at the annual election meeting. Directors may be elected to serve specific positions as Committee Chairpersons/Coordinators.

Section 2. Number and Qualifications

The number of the Board of Directors shall be not less than three (3) or more than eleven (11). Each Director shall be elected to serve for a term of two (2) years, except for the At-Large position which shall be one (1) year. All efforts shall be made to elect Directors on a staggered schedule so that the majority of the Directors' terms are not scheduled to conclude during any one year. The President/Chairperson position shall terminate in a different year than the Secretary and Treasurer, such that one-half of the Officers of the Board of Directors shall have their terms expiring each year, or as close to this as possible.

At each annual election meeting, the Board of Directors shall propose a slate to the Membership, and the Membership in attendance shall give the slate an up or down vote. If the slate is not accepted, individual position nominations and voting shall occur during the same meeting. Directors whose terms are expiring may be nominated for additional consecutive terms. Each Director elected by the membership shall hold office for his or her term and until his or her successor is elected, death, resignation, or removal from office.

Section 3. Duties

The business and affairs of the Corporation shall be managed by its Board of Directors. As it may deem necessary, the Board of Directors may designate committees to oversee specific responsibilities or projects. Possible committees include, but are not limited to: Public Education; Site Coordination; Fund-raising; and Volunteer Coordination.

Section 4. Resignation

Any Director may resign at any time by giving written notice to the President, the Secretary, or the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereon as determined by the President or the Board.

Section 5. Vacancies

Any vacancy occurring through death, resignation, or removal of a Director shall be filled by action of the Board of Directors to another board of directors member. A Director so appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office and until the election of his or her successor.

Vacancies may be occupied by a new member after the following steps have been followed:

1. New member must come to 3 consecutive meetings in a 6 month time period.

2. After the 6 month time period, there will be a review of new members performance and values as it pertains to our corporation by the Board of Directors.

If the review is accepted, the new member is elected as an “acting member” of the specified vacant board position. Upon the next election of that board position, may be voted in as a board member. If that board position does not come up for election that year, the Board of Directors will hold a special election during current elections to vote a new member into a board position until the position is actually up for election next election term.

Section 6. Committees

The Board of Directors may establish one or more committees, each committee to consist of one (1) or more Directors elected or designated by the Board of Directors. Any such committee shall serve at the will of the Board of Directors. Each such committee shall have the powers and duties delegated to it by the Board of Directors.

ARTICLE V: Meetings of the Board

Section 1. Regular Meetings

The Board may provide by resolution the time and place for the regular meetings or change its date and place of meeting or hold additional regular meetings of the Board without other notice than stated in the resolution of the meeting.

Section 2. Special Meetings

Special meetings of the Board may be called by or at the request of any one (1) Director/s or officer/s. The person or persons authorized to call special meetings of the Board may fix any place within Linn County, Iowa, as the place for holding any special meeting of the Board called by them.

Section 3. Notice of Meeting

Notice of any meeting of the Board shall be given at least five (5) days prior thereto by written notice delivered personally or sent by mail or email, to each Director at his or her email or postal address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transactions 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 4. Quorum

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board are present, the meeting shall be adjourned without further notice.

Section 5. 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, unless the act of a greater number is required by law or by these Bylaws.

Article VI. Distribution of Funds

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 such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer of the Corporation, provided that any check in an amount greater than Seventy-five Dollars (\$75.00) must have the approval of a majority vote of the Board of Directors.

ARTICLE VII. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of its Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected at any reasonable time.

ARTICLE VIII. Audit

At the end of each Treasurer's term of service, an informal review shall be conducted of the financial records of the Corporation by the outgoing and incoming Treasurers and Chairperson, or other person designated by the Chairperson. The audit being performed at the end of a Treasurer's service shall occur within one (1) month of the end of such Treasurer's term, unless an extension has been granted by the Board for such audit.

ARTICLE IX. Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of at least two-thirds of the whole Board of Directors given at any meeting. The whole Board of Directors shall be notified personally, or via email or mail of intent to alter by-laws one (1) week in advance of the vote. It is the responsibility of each board member to ensure the Secretary has their current email address.

ARTICLE X. Dissolution

Dissolution of the Corporation may only be accomplished by a two-thirds affirmative vote of the Board of Directors. Notice of proposed dissolution must be communicated personally, by mail or email, to all Members no less than two (2) weeks prior to the meeting at which the vote shall be taken.

Upon dissolution, any assets that remain after all indebtedness is addressed shall be donated to Friends of the Cedar Rapids Animal Shelter in the name of the Corporation.