

HAPPY TAILS DOG CLUB BYLAWS

ARTICLE I

GENERAL

Section 1. The name of the club shall be Happy Tails Dog Club (hereinafter referred to as "the Club"). The Club is chartered by Lake of the Woods Association, Inc. (hereinafter referred to as "LOWA").

Section 2. The objective of the Club shall be to encourage and promote the healthy exercise and socialization of the dogs of Club Members, and to ensure that the off-leash facility provided by LOWA is used respectfully and maintained in very good condition.

Section 3. Membership in the Club and access to the off-leash facility provided by LOWA shall not be available to the General Public.

ARTICLE II

DEFINITIONS

Unless expressly defined in this Article II, below, the words used in these Bylaws shall have the same meaning as set forth in the standard American Dictionary.

1. "LOWA" means the Lake of the Woods Association, Inc., its successors and assigns.
2. "Bylaws" means the Bylaws of Happy Tails Dog Club, as amended from time to time.
3. "Board of Directors" means the executive body of LOWA, hereinafter referred to as BOD.
4. "Common Area" means all property owned by LOWA for the common use and enjoyment of LOWA members and their families, tenants and guests.
5. "Lot Owner" means and refers to the Owner of record, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
6. "Resident" means the person residing in a home in LOWA who is not an Owner (legal or equitable) of a residential Lot in Sections 1 through 14, and Sections 16 and 18 of the Subdivision.
7. "Meeting" or "meetings" means the formal gathering of the Club Officers and/or Club Members where business of the Club is discussed or transacted.
8. "Socials" means the informal gathering of Club Members for the purpose of social interaction.
9. "Dog Park" means the facility constructed in LOWA, at the location designated by the BOD, for the sole purpose of providing off-leash exercise and socialization opportunities for the dogs of Club Members.

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ARTICLE III

MEMBERS OF THE CLUB

Section 1. Qualification for Membership. Membership in the Club is not available to the General Public. The qualification for membership in good standing in the Club shall be the following:

- a. Any Owner in LOWA who wishes to participate in the administrative, maintenance or social activities of the Club.
- b. Any Resident in LOWA who wishes to participate in the administrative, maintenance or social activities of the Club.
- c. All Members of the Club agree to annual registration of dogs and to pay annual dues to cover administrative and maintenance costs associated with the use of the Dog Park facility, regardless of whether or not the Member has a dog that uses the Dog Park.
- d. It is the obligation of the Member to comply with all rules and regulations promulgated by the Club and its Officers including providing:
 - i. Complete contact information, proof of required health information of the dogs that will use the Dog Park, and proof of liability insurance through either a homeowners' insurance policy or separate liability policy.
- e. Guests of Members may observe but may not enter into the fenced area of the Dog Park. No dogs other than those registered by Club Members may enter the fenced area of the Dog Park.

Section 2. Resignation. Members may resign at any time with written notice to the Corresponding Secretary of the Club. Dues for the year shall be pro-rated and the balance of the year shall be refunded as of the date of resignation.

Section 3. Rules Violations. It is up to the Members of the Club to enforce the rules of the Club and the Dog Park. Adjudication of violations shall be the responsibility of the Club by the Officers of the Club.

Section 4. Confidentiality. All information provided to the Club, including personal emails, insurance, and pet information, shall be held strictly confidential for the use of club officers only and shall not be distributed to any other groups or organizations.

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ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of the Members of the Club shall be held in October, at a place specified by the Officers and stated in the notice of that meeting. Failure to hold the Annual Meeting at the designated time shall not be considered a waiver of the Club's right to conduct business nor be considered forfeiture of the charter or dissolution of the Club.

Section 2. Special Meetings. A Special Meeting of the Members of the Club may be called at any time by the President, or the Officers, or upon written request of fifteen (15) Club Members, who include in the request their purpose for the meeting.

Section 3. Notice of Meetings. Written notice stating date, time, and place of each Annual and/or Special Members' Meeting shall be given by the Corresponding Secretary of the Club by email or postal service, as designated by the Club Member, at least ten (10) days prior to the meeting.

Section 4. Agenda of Meetings. Prior to each Annual or Special Meeting of the Club Members, an agenda listing separately the matters to be discussed or voted upon at such meeting shall be published in an email to the Club Members. The Annual Meeting agenda shall be as follows:

- Call to Order
- Pledge of Allegiance
- Recording Secretary establishes that a quorum of the Members are present
- Approve Minutes of last Annual Meeting
- President's Report
- Officers' Reports
- Annual Financial Report
- Nomination of Officers for coming year
- Closing of Nominations
- Election of Officers for coming year
- Comments from Members
- Adjournment.

Section 5. Voting Rights. One vote per household regardless of the number of members of the household shall vote for Officers of the Club and for any other business that comes before the Club membership.

Section 6. Methods of Voting. At any meeting at which a vote of the Members is to be taken, the Members present may vote by voice or by raising hands. Members not present in person may vote electronically for the election of Officers or for amending of these Bylaws only. Written ballots may be used at the discretion of the President, or upon request of the Members present, for election of Officers or amending of these Bylaws only.

Section 7. Quorum. At any Annual or Special Meeting of the Members of the Club when the Members are voting on any question, a quorum shall exist if fifteen (15) Members are present in person or by proxy. The Recording Secretary shall verify that a quorum is present before the

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Meeting is called to order and report this to the Members present after the Meeting is called to order. If, however, such quorum shall not be present at any meeting where a vote is to be taken, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, by majority vote of those present, without notice, other than announcement at the meeting, until a quorum as aforesaid shall be present.

Section 8. Order and Decorum at Meetings. All meetings of the Club may be conducted in accordance with Robert's Rules of Order, Newly Revised, or other widely recognized rules governing order and decorum in meetings. Standing rules may also be adopted, if deemed necessary by the Officers.

Section 9. Socials. At any time, any Members may organize an informal gathering of Club Members at any location for the purpose of socializing. These informal gatherings can be used to provide information about the Club to new prospective Members, with the only limitation that no Club business can be transacted that would require a vote of the Officers or Members.

Section 10. Suspension of Voting Rights. Any Member who is not in good standing at the time of a meeting at which a vote is required shall not be eligible to vote. A Member shall be considered not in good standing when such Member shall be in default in the payment of dues levied by the Club for administrative and maintenance costs related to the Dog Park, or such Member shall be found to be in violation of Club and/or Dog Park Rules.

Section 11. Proxies. A proxy may be submitted by any Member unable to attend the Annual Meeting or any Special Member Meetings. A proxy may be instructed if a vote of the Member is required for election of Officers or for amending of these Bylaws. Proxies may be submitted in paper or electronic form, as desired by the individual Member.

ARTICLE V

OFFICERS

Section 1. Number and Qualifications. The affairs of this Club shall be managed by a Board of seven (7) Officers, each of whom shall be a Member in good standing, elected by the Members in good standing in attendance at the Annual Meeting.

Section 2. Term of Office. The Officers shall be elected for two-year terms, without term limits. All Officers shall serve until their successor(s) have been elected at the Annual Meeting.

Section 3. Removal. Any Officer may be removed, with or without cause, at a Special Meeting of the Members of the Club called for that purpose by written petition with at least fifteen (15) valid signatures of Club Members in good standing.

Section 4. Resignation. An Officer may resign at any time by delivering written notice to the President and/or the Corresponding Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 5. Vacancies. In the event of death, resignation or removal of an Officer, his or her successor shall be appointed by the remaining Officers to serve until the next Annual Meeting.

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Section 6. Compensation. No Officer shall receive compensation for any service he/she may render to the Club. However, any Officer may be reimbursed for actual expenses incurred in the performance of his/her duties.

ARTICLE VI

NOMINATION AND ELECTION OF OFFICERS

Section 1. Nominations. Approximately three (3) months before the Annual Meeting, the Officers shall appoint a Member to serve as the Nominating Chair, whose duty it shall be to solicit and present candidates for the Officers' positions, at least four (4) weeks prior to the Annual Meeting, to the Corresponding Secretary of the Club. If any positions do not have a candidate when the Annual Meeting is called to order, the President may call for nominations from the floor during the Annual Meeting for the vacant positions only.

Section 2. Elections. Candidates nominated for Officer positions may be elected by voice vote by the Members at the Annual Meeting, or by written ballot. A volunteer member present at the meeting who is neither a candidate nor a current Officer shall be asked to count written ballots with the Corresponding Secretary. If possible, the results may be announced before the close of the Annual Meeting. Otherwise, the results shall be announced within three (3) days to the Members by email (or postal service for Members with no email address).

ARTICLE VII

MEETINGS OF THE OFFICERS

Section 1. Regular Meetings. Meetings of the Officers may be scheduled at regular intervals or called at any time by the President or by a majority of the Officers. The President or Vice President shall preside over the meetings. In the event that both offices are vacant, then the remaining Officers shall appoint one of their number to preside over the meeting until candidates can be appointed to fill those positions.

Section 2. Special Meetings. Special Meetings of the Officers shall be held when called by the President of the Club, or by any two Officers.

Section 3. Quorum. A majority of the number of Officers shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Officers present at a duly held meeting at which a quorum is present shall be regarded as an official act of the Officers. There shall be no proxy voting by Officers at an Officers' Meeting.

Section 4. Notice of Meetings. Notice of the place, date and time of each regular meeting shall be emailed or posted where it is reasonably calculated to be available to a majority of the Members, at the same time that it is provided to the Officers. For purposes of this section, notice shall be given to each Officer at least three (3) days in advance of such meeting. Attendance at any meeting by an Officer shall be considered a waiver of notice. In the event of an emergency, as determined by the Officers, Notice of a Meeting shall be given at a time and in a manner that is reasonable, if possible, under the circumstances.

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Section 5. Agenda. The Officers shall provide a designated period of time during a meeting to allow Members an opportunity to comment on any matter relating to the Club. At a Special Meeting, the comments of Members may be limited to the topics listed on the meeting agenda.

ARTICLE VIII

POWERS AND DUTIES OF THE OFFICERS

Section 1. Powers. The Officers shall have all powers granted to it by the Club Charter and such powers as may be necessary to fulfill its responsibilities thereunder. Individual Officers shall have only such authority as may be specifically delegated to them by the other Officers at a meeting, or in these Bylaws. Specifically, the Officers shall have the power to:

- a. adopt and publish rules and regulations governing the use of the Dog Park and related facilities, and the personal conduct of the Club Members and their dogs while using the Dog Park and related facilities;
- b. suspend the voting rights and right to use of the Dog Park by a Member during any period in which such Member shall be in default in the payment of dues levied by the Club for administrative and maintenance costs related to the Dog Park, or such Member shall be found to be in violation of Club and/or Dog Park Rules;
- c. exercise for the Club all powers, duties and authority vested in or delegated to this Club and not reserved to the Members by other provisions of the Bylaws or the Club Charter; and
- d. declare the position of an Officer to be vacant in the event such Officer shall be absent from regular meetings for six (6) months.

Section 2: Duties. Each elected Officer has a duty to act and make decisions that are in the best interests of LOWA, the Club Members and the Dog Park, and in accordance with the Club Charter and these Bylaws. The principal duties of the Officers are to:

- a. determine the fiscal needs of the Dog Park, review and approve an annual budget, levy Annual Dues on the Club Members to finance maintenance of the Dog Park, supervise the collection and disbursement of funds, and provide an annual financial report to all Club Members and to LOWA;
- b. plan for future replacement, enhancement, acquisition, and use of equipment and related facilities for the Dog Park with LOWA Management;
- c. cause to be kept a complete record of all its acts and affairs, and to present a statement thereof to the Members at the Annual Meeting;
- d. coordinate regulations, security, policies and programs with LOWA through the General Manager, who supervises the vendors, agents and employees of LOWA, to ensure the Dog Park and related facilities are properly maintained and regulations are compatible with LOWA policies and Governing Documents;

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- e. fix the amount of the Annual Dues for each Member at least thirty (30) days before the beginning of the fiscal year; mail written notice of Annual Dues to every Member subject thereto at least thirty (30) days in advance of each Annual Dues period;
- f. maintain and provide proof of adequate liability and hazard insurance on the Club and on the Dog Park, which is Common Property owned by LOWA;
- g. cause the Dog Park and immediate surrounding common areas to be maintained;
- h. select and appoint Committee Chairs as needed, and Officers in the event of a vacancy; and
- i. provide adequate communication with the Members of the Club.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The Officers of this Club shall be a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Parliamentarian who shall, at all times, be Owners or Residents of LOWA and be Members of the Club in good standing.

Section 2. Vacancies. A vacancy in any Office may be filled by appointment by the remaining Officers. The Officer appointed to such vacancy shall serve for the remainder of the term.

Section 3. Multiple Offices. No person shall simultaneously hold more than one office, unless the office was vacated unexpectedly and is only temporary until a replacement can be elected. This Officer still has only one vote.

Section 4. Duties. The Duties of the Officers are as follows:

- a. President. The President shall set the agenda and preside at all meetings of the Officers and meetings of the Members; shall see that orders and resolutions of the Club are carried out; shall sign all written instruments; and shall co-sign checks with the Treasurer. The President is the primary representative of the Club with LOWA Management and in relationships with outside individuals and organizations. The President shall participate in the development of a draft budget with the Treasurer.
- b. First Vice President. The Vice President shall act in the place and stead of the President in the event of absence, inability or refusal to act, or when specifically requested by the President. The First Vice President also shall supervise the functions of all Committee Chairs; solicit volunteers for Nominating Chair and Election Chair, and present the names to the Officers for approval. The First Vice President shall perform any other duties as may be requested of him/her by the President from time to time.

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- c. Second Vice President. The Second Vice President shall be responsible for checking compliance of Members and dogs with the rules of the Dog Park and the Club Bylaws, and making recommendations in this regard to the Officers, if deemed necessary, and assisting the Recording Secretary with Member roster details.
- d. Recording Secretary. The Recording Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Officers and of the Members; serve notice of meetings of the Officers and of the Members; and perform such other duties as required, including, but not limited to, the following:
 - ii. cause to be kept a complete and accurate list of the names and addresses, including current mailing addresses and email addresses, of all Members of the Club;
 - iii. be the custodian of the records (except the financial records) of the Club;
 - iv. certify to the eligibility of the Members to vote at any meeting and to the existence of a quorum to hold the meeting; and
 - v. forward copies of approved Minutes of Meetings to the LOWA General Manager's Office, and to other LOWA staff if requested.
- e. Corresponding Secretary. The Corresponding Secretary shall receive all mail and email for the Club and respond promptly to all correspondence, forwarding all mail and email of a financial nature to the Treasurer, and perform such other duties as required, including, but not limited to, the following:
 - i. open and maintain a P.O. Box at the local Post Office for regular US Mail contact;
 - ii. work with the Nominating and Election Chairs; and
 - iii. assist Recording Secretary by keeping all dog records required by the Rules of the Club and contacting Members when records need to be updated.
- f. Treasurer. The Treasurer shall cause to be kept complete financial records of the Club, including such books, ledgers, computer accounting software and other records of financial transactions as generally accepted accounting principles (GAAP) dictate, as follows;
 - i. collect all Annual Dues from Members based on the list provided by the Recording Secretary and report to the Officers of any receivables unpaid;
 - ii. provide a financial statement to the Officers on a monthly basis including income by source, expenditures by purpose and category, any liabilities outstanding, and the balance in all financial accounts and instruments;
 - iii. ensure that all funds of the Club are kept in accounts in the name of the Club, in banks and/or other depositories as approved by the Officers;

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- iv. ensure that all disbursements from Club bank accounts are in accordance with the approved budget;
 - v. oversee adherence to the approved budget, and monitor LOWA capital and replacement reserve schedules as they relate to the Dog Park;
 - vi. co-sign all disbursement checks with the President;
 - vii. work with the President to prepare a draft of the annual budget at least ninety (90) days prior to the end of the fiscal year and submit it to the other Officers for review; and
 - viii. arrange with at least two (2) other Members to perform an Internal Audit of the Club's financial records within sixty (60) days of the end of a fiscal year and certify same at the first Officers meeting after completion; also, forward a copy of the annual financial report to the LOWA General Manager's office.
- g. LOWA Liaison. The LOWA Liaison shall assist the President at Meetings of the Officers and the Club Members by ensuring that the approved agenda is followed, and acceptable parliamentary procedure, such as Robert's Rules of Order, is followed to ensure an orderly and respectful meeting process. In addition, as directed by the President, the LOWA Liaison shall communicate with LOWA Board members and points of contact inside and outside of the LOW community to gather information needed to resolve issues impacting the Club. The LOWA Liaison shall also generally assist the President and other Officers of the Club from time to time.

ARTICLE X

COMMITTEES

Section 1. General. Committee Chairs assist the Officers in performance of their duties but do not have to hold office year round. Except for the Nominating Chair and the Election Chair, the Officers may appoint whatever Committee Chairs it deems necessary for the furtherance of the Club and its Members.

Section 2. Nominating Chair. The Nominating Chair shall be appointed by the Officers in accordance with Article VI, Section 1, at least ninety (90) days prior to the Annual Meeting. This person shall not be a current Officer. The Nominating Chair shall solicit candidates for election as Officers at the next Annual Meeting, and present a slate to the Corresponding Secretary at least four (4) weeks prior to the Annual Meeting. The Nominating Chair's duties end for the year when the Annual Meeting is adjourned.

Section 3. Election Chair. The Election Chair is appointed by the Officers in accordance with Article VI, Section 2, is not a current Officer or candidate, and serves only during the current Annual Meeting. The Election Chair, with the Corresponding Secretary, counts written ballots for the Officer election only. If there is no objection to voice vote by the Members present at the meeting, the Election Chair shall be excused from this service.

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ARTICLE XI

ANNUAL DUES

Section 1. General. Each Member is obligated to pay to the Club Annual Dues to cover the shared maintenance of the Dog Park and any administrative costs that the Club may incur. Since the Club shares the cost of maintaining the Dog Park with LOWA, it is important that each Club Member understand and accept this obligation prior to membership in the Club and use of the Dog Park and related facilities.

Section 2. Single Payment Plan. All annual dues are due and payable on the first day of the Club's fiscal year and considered late after fifteen (15) days. In the case of a Member who joins after the start of the fiscal year, pro-rated dues are payable within fifteen (15) days of joining.

Section 3. Late Payments. Dues not paid within thirty (30) days of the due date shall be considered late and shall be subject to a late penalty and/or loss of access to the Dog Park.

ARTICLE XII

BOOKS AND RECORDS

The Books and Records of the Club shall consist of the approved minutes of all meetings of the Officers and of the Annual Meeting of the Members, as well as current and proposed budgets, and financial reports provided to the Officers monthly and the Members annually. Any Member may inspect the Books and Records, as well as the Charter and Bylaws, by contacting the President of the Club. A copy of all approved minutes and annual audited financial reports shall be forwarded to the LOWA General Manager's Office, and to other LOWA staff, if requested.

ARTICLE XIII

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Club shall begin on the first day of May in each year and end on the last day of April in the next subsequent year.

Section 2. Audit. The Treasurer shall arrange with at least two (2) other Members of the Club to perform an internal audit each year of the financial reports and the underlying records of the Club within sixty (60) days of the end of the fiscal year, and report any findings to the Officers at their first meeting following completion of the audit.

Section 3. Outside Relationships. The President represents the Club when cooperating and/or coordinating with LOWA, and the Treasurer represents the Club with all financial and banking relationships.

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ARTICLE XIV

AMENDMENTS

These Bylaws, and all Rules and Regulations, may be amended by the Club Members at an Annual Meeting or at a Special Meeting of the Members called for this purpose. The Bylaws are amended according to the following procedure:

Step 1: Any proposed amendment to the Bylaws and or the Rules and Regulations may come from any Member of the Club or from the Officers. All proposed amendments must be submitted in writing to the Officers, who shall determine if the proposal has merit to bring to the Members for approval.

Step 2: After review of the proposal, the President shall advise the Members of the proposal and solicit written comments for up to thirty (30) days. Comments received shall be reviewed by the Officers and the author of the proposal to determine if any changes should be made. If there are no comments from the Members, the Officers shall schedule a meeting of Members to vote on the proposal.

ARTICLE XV

TERMINATION OF THE CLUB

Section 1. The Club shall be terminated only upon the decision of the LOWA BOD to terminate the Club Charter and make other arrangements for the use of the Dog Park. Club Members may petition the BOD to do so with approval from a majority of the Members of the Club, or the Officers may do so if membership falls below the number needed to provide a quorum for Member Meetings.

Section 2. In the event of termination of the Club Charter, and after payment of all debts and liabilities, the remaining funds and other property shall be turned over to LOWA if requested, or if not requested, distributed amongst Members remaining at the moment of termination.