

BY-LAWS
OF
FRIENDS OF THE DOG PARKS, INC.

ARTICLE I
PURPOSE

The Mission of Friends of the Dog Parks, Inc. ["the Corporation"] is to promote the creation and improvement of off-leash parks in Lincoln, Nebraska.

ARTICLE II
OFFICES

1. Principal Office: The principal office of the Corporation shall be located in Lincoln, Nebraska. The Corporation may have such other offices within or without the City of Lincoln as it deems necessary.

2. Registered Office: The Corporation's registered office shall be located within the State of Nebraska. The initial registered office shall be 121 South 13th Street, Suite 601, Lincoln, Nebraska 68508. The Board of Directors may from time to time change the location of the registered office.

ARTICLE III
MEMBERSHIP

1. Members: The Corporation shall have members.

2. Eligibility for Membership: Membership shall be open to any current resident, property owner, business, business operator, or employee in the City of Lincoln that supports the Purpose stated in Article 1. Membership is only granted after completion and receipt of a membership application, and annual dues. The Board shall determine the amount required for annual dues.

3. Responsibilities: Membership is open without discrimination to all of the above persons and entities as long as they comply with the responsibilities of membership. The responsibilities and standards of membership include: maintaining conduct that enhances the image and reputation of the organization and does not cause its embarrassment; behaving in a civil manner; supporting the harmony, mission and welfare of the organization; and complying with the organization's conflict of interest and disclosure policy.

4. Termination: The Board has the right in its sole and absolute discretion to terminate the membership of any Member provided it is carried out in good faith and that the procedure is fair and reasonable.

5. Rights of Members: Each voting member shall be eligible to cast a vote in

the organization's annual elections to the Board of Directors. There shall be no minimum number of votes cast by the Members to constitute a quorum of the Membership.

6. Categories of Membership: The Board shall have the authority to establish and define categories and levels of membership, including non-voting memberships.

ARTICLE IV BOARD OF DIRECTORS

1. General Powers: The Corporation's affairs shall be managed by its Board of Directors ["the Board"], subject, however, to the authority granted to the Executive Committee established pursuant to Article VI, Section 1 hereof.

2. Number: The Corporation shall have not less than three (3) nor more than nine (9) directors.

3. Election of Directors: The voting members at the Annual Meeting shall elect the Board of Directors for the next year. Only voting members of record at the regular meeting immediately prior to the Annual Meeting may vote.

4. Staggered Terms: There shall be staggered terms for Directors so that one-third of the directorships shall be up for election each year. The system for staggered terms shall be implemented as follows: At the meeting of the Board of Directors at which these bylaws are adopted there shall be a drawing in order to determine the initial terms of the Directors. After the drawing, one board member's initial term shall be until the next election, three board members shall have terms of one year, and three board members shall have terms of two years. The minutes of this board meeting shall show the results of the drawing. Thereafter, all Board Members shall be elected to serve three (3) year terms. Board Members are eligible for re-election for an unlimited number of terms.

5. Qualifications: Directors shall be members in good standing of the Corporation, of majority age and shall be supportive of the Mission set forth in Article I.

6. Removal: Any Board Member may be removed, either with or without cause, by a three-quarter (3/4) majority vote of the entire Board at any meeting of the Board. Any Board Member who misses more than three (3) consecutive meetings without a showing of good cause is grounds for removal.

7. Vacancies: Any Board Member may resign by written notice to the Board. Any vacancy on the Board may be filled by the Board at the first meeting subsequent to the occurrence of the vacancy. A Board Member so chosen shall hold office for the unexpired term of that director's predecessor.

ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS

1. Annual and Regular Meetings: The Annual Meeting of the Board shall be held in the month of February commencing in the calendar year 2016. The specific date, time and place of the meeting shall be determined by the Board and shall be set forth in written notice to the Membership given not less than three (3) days in advance. The Board may establish a schedule and location for regular meetings. Any person, whether a member of the Corporation or not, may attend the meetings. The Board's regular meetings may be held without notice.

2. Special Meetings: The President or two or more directors may call special meetings of the Board. Written notice of a special meeting shall be given not less than ten days in advance. The notice shall state the date, time and place of the meeting and may or may not state the purpose of the special meeting.

3. General: If mailed, notice of a meeting shall be deemed delivered when deposited in the United States Postal Service mail addressed to the director at the director's address as it appears on the records of the Corporation, postage prepaid. Any director may waive notice of any meeting voluntarily and is deemed to have waived notice by attendance at any meeting unless attendance is solely to object to the meeting because unlawfully called or convened.

4. Action by Directors without a Meeting: Any action, which may be taken at a meeting of directors under the Corporation's By-Laws, may be taken without a meeting if two-thirds of the directors agree in writing.

5. Quorum: A simple majority of the authorized number of directors shall constitute a quorum for the transaction of any business. If a quorum is not present at any meeting, a majority of those present may adjourn the meeting.

6. Manner of Acting: The act of the simple majority of the directors present at a meeting at which a quorum is present shall be the act of the Board unless a greater number is required elsewhere in these By-Laws or in the Articles.

ARTICLE VI
COMMITTEES

1. Executive Committee: The President, Vice President(s), Secretary and Treasurer of the Corporation, or such of them as are from time to time duly elected and serving, shall comprise the Executive Committee of the Corporation. The Executive Committee shall have the authority to do all things which the Board might otherwise do, provided, however, election or removal of directors and amendment of these Bylaws are matters reserved exclusively to the Board. Any action taken by the Executive Committee within the scope of its authority shall be binding upon the Corporation but may be overridden by the Board.

2. Other Committees: Other committees for such purposes as the Board shall determine and having such authority as the Board shall direct may be established. The President, with Board approval, shall appoint the chairpersons of such committees.

3. Committee Members: Committee members may, but need not, be members of the Board except for chairpersons, who must be Board Members.

ARTICLE VII OFFICERS

1. Specified: The Officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Any one person may occupy two offices, as, for example, vice-president and secretary, however no one person shall occupy the office of both President and Treasurer during the same term.

2. Election, Qualification and Tenure: Officers must be members of the Board. Officers shall be elected for one-year terms by a majority of the Board at first meeting following the Annual Meeting. Each Officer shall hold office until that Officer's successor shall have been duly elected and qualified.

3. Officer's Duties:

(a) President: The President shall preside at all Board meetings. The President shall also perform all other duties incident to that office and in particular those specified in these By-Laws and those that may be prescribed by the Board. If a member of the Board, the President shall be entitled to vote on all matters before the Board in the same manner as any other Board Member even though acting as the presiding Officer. The President shall be an ex-officio member of all committees, except any nominating committee.

(b) Vice-President: In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of that office, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall also perform any other duties assigned by the President or the Board.

(c) Secretary: The Secretary shall keep the minutes of Board meetings, execute certificates evidencing resolutions and actions by the Board, deliver all notices required by these By-Laws or by law, act as custodian of the corporate records, keep a register of the post office address of each director and, in general, perform all other duties incident to that office including those assigned by the President or the Board.

(d) Treasurer: The Treasurer shall be responsible for all the financial

matters of the Corporation. The Treasurer shall receive and give receipts for monies paid over to the Corporation; deposit all receipts in the name of the Corporation as directed by the Board; deliver funds to third parties as directed by the Board; prepare proper vouchers for such disbursements; maintain an accounting of all the Corporation's financial transactions, including accounts of its assets, liabilities, receipts and disbursements; and render a statement of the Corporation's finances at all meetings of the Board and a full financial report at the Annual Meeting. The Treasurer shall also perform all the duties incident to the office and other duties as may be assigned by the President or the Board.

4. Removal: Any Officer may be removed, either with or without cause, by a three-quarter (3/4) majority vote of the entire Board at any meeting of the Board. Any Officer who misses more than three (3) consecutive meetings without a showing of good cause is grounds for removal.

5. Vacancies: Any Officer may resign by written notice to the Board. Any vacancy of any office may be filled by a vote of the Board at the first meeting subsequent to the occurrence of the vacancy. A Officer so chosen shall hold office for the unexpired term of that Officer's predecessor.

ARTICLE VIII BUSINESS AND FINANCIAL TRANSACTIONS

1. Contracts: The President may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Board may also authorize any other Officer 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.

2. Checks, Drafts and Other Orders for Payment: The President and the Treasurer or any other persons designated by the Board are authorized to sign all of the Corporation's checks, drafts, notes, and all other orders for the payment of money or evidences of indebtedness.

3. Deposits: All funds of the Corporation shall be deposited in such banks, trust companies, or other depositories as the Board may select.

4. Sources of Funds;

(a) The Corporation shall be supported by gifts, bequests, contributions, and donations, individual and corporate, and other sources not inconsistent with the purposes and tax-exempt status of the Corporation.

(b) The Treasurer shall maintain records of all donations, contributions and funding sources.

5. Expenditures: All funds shall be spent to carry out the purposes of the Corporation and in such a manner as to avoid jeopardizing the Corporation's tax-exempt status. Funds received under specific grants, if accepted by the Board, shall be expended only for the purposes for which designated. Undesignated donations shall be used as deemed necessary by the Board to carry out the Corporation's tax-exempt purposes.

6. Books and Records: The Corporation shall keep complete and correct books and records of account and shall also keep minutes of the proceedings of its Board and committees.

7. Audit: The Board shall cause the Corporation's records and books of account to be audited or reviewed at such times as it deems necessary.

8. Fiscal Year: The fiscal year of the Corporation shall be the calendar year.

9. Indemnification: Directors shall be indemnified by the Corporation against liabilities imposed upon them and expenses reasonably incurred by them in connection with any claim asserted against them, or any action, suit or proceeding to which they may be a party by reason of their being a director to the fullest extent permitted by the Nebraska Nonprofit Corporation Act, provided, however, no director shall be indemnified with respect to matters (a) for which adjudged in any action, suit or proceeding to be liable for negligence or misconduct in performance of duty, or (b) for which such indemnification would be against public policy.

ARTICLE IX VOTING PROCESS

1. Nominations/Announcement of Candidature: Nomination of candidature for any position requiring a vote is not required. Candidates may announce their candidature themselves, either orally or in writing, at the regular meeting in the month immediately prior to the meeting at which the election takes place or at the meeting at which the election takes place. Candidates may make up to a five-minute statement in support of their candidature at either one or both meetings.

2. Order of Officer Elections: The President shall be elected first, followed by Vice-President, followed by Secretary, followed by Treasurer. A candidate for office who fails to win an office may immediately announce their candidature for a subsequent office.

3. Order of Board of Director Elections: Voting for the first open seat on the Board of Directors shall take place first. Voting for the second open seat on the Board of Directors shall take place second. And, voting for the third open seat on the Board of Directors shall take place third. This process shall continue until all vacancies are filled or there are no more candidates. A candidate for the Board of Directors who fails to win a seat may immediately announce their candidature for a subsequent seat.

4. Presence of Candidates: Candidates do not need not be present to be elected.

5. Candidate Withdrawal: A candidate may withdraw from the election for any reason and at any time prior to the vote.


6. The Voting Process: Voting shall be by secret ballot. The name and position for which each candidate is running shall be posted for all voting members to view and use as a reference during the voting process. All voting members present shall be provided with the necessary voting materials and must cast one vote per position. Voting members not wishing to cast a vote for any candidate may abstain from voting by writing the word "Abstain" on their ballot. All completed ballots shall be placed into a collection device. The Secretary shall open the collection device and the ballots tallied and announced to those present at the meeting. The candidate receiving the most votes shall be declared the winner of the respective position.

7. Resolving Most-Vote Ties Between Candidates: In the event of a tie vote between two or more candidates, a revote shall be held immediately. If a revote fails to resolve the tie then each candidate's name shall be placed into a hat and the Secretary shall draw one candidate's name from the hat. The name shall be given over to the Secretary and that candidate shall be declared the winner of the respective position.

ARTICLE X AMENDMENT OF BY-LAWS

Amendments, deletions, or additions to these By-Laws may be adopted by two-thirds of the entire Board at any Board meeting provided that the notice of such meeting specifies amendment of the Bylaws will be considered and describes the proposed amendment.

Adopted effective this 17th day of December, 2015.



Kelly Hansen, Secretary