

BYLAWS
OF
MILLCREEK FRIENDS INTERESTED IN
DOGS AND OPEN SPACES

ARTICLE I

NAME, MISSION AND PURPOSE

RECEIVED
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CITY RECORDER

A. Name. The name of the corporation is MILLCREEK FRIENDS INTERESTED IN DOGS AND OPEN SPACES a/k/a MILLCREEK FIDOS.

B. Mission. The mission of the corporation is to promote animal safety, responsible dog practices, and to advocate for open space for people and their animal companions.

C. Purpose.

1. To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah to promote animal and social welfare including, but not limited to, the preservation of open space for people and their canine companions.

2. To engage in any and all activities and pursuits, and to support or assist such organizations, as may be reasonably related to the foregoing and following purposes.

3. To support public policies that promote animal and social welfare, including but not limited to, the preservation of open spaces for humans and their canine companions.

4. To provide educational and informational programs and materials on animal and social welfare including, but not limited to, the responsible use of public open spaces.

5. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under IRC § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Amounts in excess of income may be distributed for that same purpose, at the sole discretion of the Trustees.

6. The corporation shall be a non-profit corporation under Article 16-6a-101, *et seq.*, of the Utah Revised Nonprofit Corporation Act. The purposes for which the corporation is formed are exclusively to receive and administer funds for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended and, to that end, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the trustees, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the corporation, or any laws applicable thereto; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees or officers, except as permitted under the Utah Revised Nonprofit Corporation Act.

7. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3), or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Internal Revenue Code Section 170(c)(2), or corresponding section of any future federal tax code.

8. The corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Internal Revenue Code Section 4942, as amended, or corresponding provisions of any subsequent federal tax laws.

9. The corporation shall not engage in self-dealing defined in Internal Revenue Code Section 4941(d), as amended, or corresponding provisions of any subsequent federal tax laws.

10. The corporation shall not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c), as amended, or corresponding provisions of any subsequent federal tax laws.

11. The corporation shall not make any investments in such manner so as to subject it to tax under Internal Revenue Code Section 4944, as amended, or corresponding provisions of any subsequent federal tax laws.

12. The corporation shall not make any taxable expenditures as defined in Internal Revenue Code Section 4945(d), as amended, or corresponding provisions of any subsequent federal tax laws.

13. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Internal Revenue Code Section 501(c)(3), as amended, and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and its regulations as they now exist or as they may hereafter be amended.

14. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Internal Revenue Code Section 501(c)(3), 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. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II

OFFICES

The principal offices of the corporation in the State of Utah, shall be located in the County of Salt Lake, State of Utah, or such other place as may be designated by the directors of the corporation. The corporation shall have such other offices, either within or without the State of Utah, as the Board of Directors, or the business of the corporation may require from time to time.

ARTICLE III

MEMBERSHIP

A. No Members. The corporation shall have no members. However, the corporation may bestow the honorary title of "member" upon individuals or business entities who make financial contributions to the corporation, who volunteer time or services to assist in carrying out activities sponsored by the corporation or who desire to further the purposes of the corporation.

B. Dues. The Board of Directors may establish such honorary membership dues and other assessments and such rules and procedures for the manner and methods of payment as the Board of Directors shall deem necessary or appropriate.

ARTICLE IV

BOARD OF DIRECTORS

A. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors, except as otherwise provided in the Utah Revised Nonprofit Corporation Act, the articles of incorporation, or these bylaws.

B. Number, Election, and Initial Board of Directors. The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors shall be provided in the bylaws. The initial Board of Directors shall consist of no less than three (3) persons and no more than eighteen (18) persons. The number may be increased or decreased by adoption of amendment of bylaws. Any action of the Board of Directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws effecting such increase or decrease. Each director shall serve for a two (2) year term beginning January of the calendar year of election and ending December of the second succeeding calendar year. Directors shall be elected or re-elected by a majority vote of the Board of Directors at an annual or special meeting of the Board falling prior to January of the calendar year, and each director shall hold office until December of the calendar year following the meeting at which his or her successor is elected or if such successor is not elected by January, until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal. Directors may be removable in the manner provided by the statutes of the State of Utah. In electing directors, members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates. The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name</u>	<u>Address</u>
Jason Esplin	356 North 1200 West Salt Lake City, Utah 84116
Amanda Moore	356 North 1200 West Salt Lake City, Utah 84116
Deb Dolph	3137 South 3360 East Salt Lake City, Utah 84109

C. Vacancies. Any director may resign at any time by giving written notice to the Chair of the Board of Directors, the Executive Director or the Secretary of the corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office, and a director so chosen shall hold office until the next election of directors and thereafter until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

D. Regular Meetings. Regular meetings of the Board of Directors shall be held during the first or last week of February at such time and place as shall be determined by the Chair or Executive Director, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.

E. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board called by them.

F. Notice. Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each director at his or her address as shown on the corporate records at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or by electronic mail, or at least two (2) days prior thereto by personal or facsimile delivery of written notice or by telephone notice. Notice of any meeting of the Board may be waived by any director by either (1) delivery of a written waiver to the Chair of the Board, or (2) attendance at and/or participation in such meeting without formal protest as to the impropriety of such meeting or of the notice thereof.

G. Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting until a quorum shall be present. A director may vote or act by proxy at any meeting of directors.

H. Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors in attendance at Board meetings may be paid or reimbursed by the corporation.

I. Board of Advisors. The Board of Directors may designate contributors, volunteers, and other interested persons as a Board of Advisors by a majority vote, such board being made up of such number of honorary members as the Board shall designate from time to time. The major function of the Board of Advisors shall be to give suggestions regarding activities sponsored by the corporation and to offer opinions and assistance as they are able. The delegation of authority to this Board of Advisors shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law.

J. Meetings by Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or any committee, and cast a vote on issues presented therein, by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

K. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as the unanimous vote of the directors or committee members.

L. Board Administration. The Board of Directors shall elect from among the directors the following Board officers, a president, a vice president, a corporate secretary, and chairs of committees of the Board, to serve for two-year terms beginning January of the calendar year of election and ending December of the second succeeding calendar year. In the absence of timely election of a successor, however, a Board officer shall continue to hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal. The Board of Directors shall determine the respective duties of Board officers.

1. President. The president, subject to the control of the Board of Directors, shall be the chief executive and administrative officer of the corporation. He/she shall preside at all meetings of the directors. He/she shall perform such duties as customarily pertain to the office of the president and shall have general and active supervision of the property, business, and affairs of the corporation and shall have set supervision over all employees other than those appointed by the Board of Directors. He/she may execute, on behalf of the corporation all deeds, conveyances, mortgages, leases, and such other instruments, as may be authorized by the Board of Directors, or which should be executed on behalf of the corporation and which do not require authorization by the Board under Article VII herein.

2. Board Secretary. The corporate secretary shall keep the minutes of all directors' meetings as well as the minutes of all committee meetings. The secretary shall cause notice to be given of meetings of the Board of Directors, and

of any committee. The secretary shall have custody and general charge of the records, documents, and papers of the corporation not being utilized by other corporate officers in the performance of their duties. These records shall be open to examination by any director at reasonable times. The secretary may sign or execute contracts with the president in the name of the corporation. The secretary shall be responsible for authenticating the records of the corporation. The secretary shall perform such other duties as may be prescribed from time to time by the Board of Directors or the bylaws.

M. Committees. Subject to these bylaws, the Board of Directors, at any time and from time to time, may establish one or more committees of directors and/or advisors for any appropriate purpose and may dissolve any such committee, provided, however, a committee established by these bylaws can be dissolved only by an amendment to the bylaws. Without limiting the judgment and discretion of the Board of Directors, the Board shall consider, from time to time, the appointment of ad hoc committees to deal with particular projects, programs, organizational issues and/or other matters of current concern to the Board. A chair of each such committee shall be appointed or ratified by the Board and such chair shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee, including notices to be given of meetings, and for the conduct of such committee's affairs shall be established by the committee, consistent with the bylaws. In the absence of a specific resolution of the Board to the contrary, each committee shall be chaired by a director.

N. Standing Committees. The Board of Directors or the President may establish such standing committees as may be necessary for the administration of the organization.

ARTICLE V

OFFICERS AND AGENTS

A. Number and Qualifications. The Board of Directors may designate an Executive Director or other staff officers who may perform the Operations Management Function, Development Management Function, and the Financial Management Function. The Board of Directors may also elect or appoint such other officers, assistant officers, and agents as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the office of Executive Director and perform the Financial Management Function. Provided, however, that until the corporation hires someone to perform the Financial Management Function, the corporation may have an outside accounting firm to supervise or oversee the Financial Management Function. Officers need not be directors of the corporation. All officers must be at least eighteen (18) years old.

B. Election and Term of Office. The elected officers of the corporation shall be elected or confirmed by the Board of Directors at a regular annual or special meeting of the Board of Directors. Each officer shall serve at the pleasure of the Board of Directors

and may be removed at any time by Board action. In the absence of timely election of a successor and if not so removed, an officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her earlier death, resignation, or removal.

C. Compensation. The compensation of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving a salary by reason of the fact that he or she is also a director of the corporation. However, during any period in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), no payment of compensation shall be made in any manner so as to result in the imposition of any liability under Internal Revenue Code Section 4941.

D. Removal. Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

E. Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the Executive Director, the officer performing the Operations Management Function or the Board of Directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors of the unexpired portion of the term.

F. Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform duties specified by the Board of Directors or these bylaws, except that, in any event, each officer shall exercise such powers and perform such duties as may be required by law. Officers, if appointed by the Board of Directors, shall perform the following functions:

1. Executive Director. The Board of Directors may employ a person to exercise all of the powers and perform all the duties set forth in this subsection and shall designate such person so appointed as the manager, executive director, director or administrator of the corporation (herein called the "Executive Director"). The Executive Director shall have such general powers and duties of supervision and management as are usually vested in the office of the chief administrative officer of a corporation, and he or she shall carry into effect all directions and resolutions of the Board. The Executive Director shall oversee the day-to-day business of the corporation, including supervising all other officers and employees of the corporation, report to the Board of Directors regarding the performance, collecting any charges or fees, and keeping records in the form prescribed from time to time by the Board of Directors and reporting thereon

whenever so requested by the Board. The Executive Director shall be directly responsible to the Board and shall report directly to the Board.

(a) Supervise Employees. The Executive Director shall have the power to employ, remove, and suspend all agents and employees not elected or appointed by the Board of Directors, to determine the duties and responsibilities of such appointees, to create such titles for such appointees as he or she may deem desirable to enable the appointees to execute their duties and responsibilities, and to fix and change the compensation of such appointees.

(b) Attendance At Board Meetings. The Executive Director may be invited to attend any meeting of the Board of Directors and any committee thereof and to express his or her opinion and make reports at such meetings; provided, however, that in such event he or she will not be considered to be a director or committee member or have the right to vote or be counted for the purpose of determining a quorum at any such meeting.

(c) Additional Duties. The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these bylaws or the rules and regulations (if any) or from time to time by the Board of Directors.

(d) Replacement/Substitution. In the event of death, absence, incapacity, inability or refusal to act of the Executive Director, the Board of Directors shall designate some other person to exercise, and in the absence of such designation the officer performing Operations Management Function may exercise, all of the powers and perform all of the duties of the Executive Director.

2. Operations Management Function. The Operations Management function shall, subject to the direction and supervision of the Board of Directors and the Executive Director, be delegated and assigned to a staff employee who shall (a) be one of the principal administrative officers of the corporation and have general and active control of its affairs and business and general day-to-day supervision of its agents and employees; (b) organize volunteers into committees and supervise the execution of the activities of said committee members in the activities; (c) see that all orders and resolutions of the Board of Directors are carried into effect; (d) manage the corporation's office and physical facilities; and (f) perform all other duties incident to Operations Management Functions as from time to time may be assigned to him or her by the Board of Directors or the Executive Director.

3. Financial Management Function. The Financial Management Function shall, subject to general oversight by the Finance Committee, be delegated and assigned to a staff employee who shall (a) be the principal financial officer of the

corporation and have the care and custody of all its funds, securities, evidences of indebtedness, and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (b) receive and give receipts and acquittance for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls, and other just debts of the corporation of whatever nature upon maturity; (c) be the principal accounting officer of the corporation and as such prescribe and cause to be maintained the methods and systems of accounting to be followed, keep complete books and records of accounts, prepare and file all local, state, and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Executive Director, the officer performing Operations Management Functions and Board of Directors statements of account showing the financial position of the corporation and the results of its operations; (d) upon request of the Board and/or the Finance Committee, make such reports to it or them as may be required at any time; and (e) perform all other duties incident to the office of chief financial officer and such other duties as from time to time may be assigned to him or her by the Executive Director, the office performing Operations Management Functions or the Board of Directors.

4. Development Management Function. The Development Management Function shall, subject to the direction and supervision of the Board of Directors and the Executive Director, be delegated and assigned to a staff employee who shall (a) arrange, supervise, and oversee the corporation's fund-raising efforts; (b) write, deliver, and pursue grant requests to foundations and other institutional donors; contact and cultivate potential donors and seek substantial gifts from affluent individuals and families; (d) establish and administer a planned giving program; (e) establish and maintain relationships with governmental and quasi-governmental entities responsible for encouraging and funding activities of the entity; and (f) organize, maintain, and administer a program of annual public giving to the corporation.

5. Combined Duties. The duties of two or more officers may be combined and assigned to one officer by the Board of Directors or the Executive Director. Until the Board of Directors determines otherwise, the duties of the Executive Director and officer performing the Development Management Function shall be combined and the duties of officers performing Operations Management and Financial Management Function shall be combined.

G. Surety Bonds. The Board of Directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his or her duties and for the restoration to the corporation of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

ARTICLE VI

LIMITATION OF LIABILITY OF DIRECTORS

A director is not liable to the corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Utah. However, nothing contained herein shall eliminate or limit the liability of a Director for:

1. A breach of Director's duty of loyalty to the Corporation and its members;
2. An act or omission not in good faith or that involves intentional misconduct or knowing violation of the law; or
3. A transaction from which a Director received an improper benefit.

ARTICLE VII

INDEMNIFICATION

A. Indemnification of Directors, Officers, Etc. The corporation hereby declares that any person who serves at its request as a trustee, officer, employee, chair or member of any committee, or on behalf of the corporation, shall be deemed the corporation's agent for the purposes of the Article and shall be indemnified by the corporation against expenses (including attorney fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a part or threatened to be made a party to any administrative or investigative action by reason of such service, provided such person acted in good faith and in a manner he or she reasonably believes to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Except as provided in Section VII.C, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plead of *nolo contendere* or its equivalent shall not of itself create either a presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in the best interest of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his or her conduct was unlawful.

B. Indemnification Against Liability to Corporation. No indemnification shall be made in respect of any claim, issue, or matter as to which person covered by Section A shall have been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such

person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

C. Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section A shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine, upon application, that despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

D. Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these bylaws, vote of the disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity while holding such office.

E. Period of Indemnification. Any indemnification pursuant to this Article shall (1) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (2) continue as to any indemnified party who has ceased to be a trustee, officer, employee, or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict, or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

F. Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in such action, the corporation may, subject to Section H, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him or her and incurred by him or her in his or her capacity of or arising out of his or her status as an agent of the corporation, whether or not the corporation would have the power to indemnify him or her against such liability under applicable provisions of law. The corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the corporation against any liability, including, without limitation, any liability for the indemnifications provided in this Article.

G. Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in the Article, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including, but not limited to, any one or more of the following: (1) that any counsel representing the person to be indemnified in connection with

the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; (2) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, or threatened against the person to be indemnified; and (3) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

H. Limitation on Indemnification. Notwithstanding any other provisions of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or would result in liability under Section 4941 of the Internal Revenue Code.

ARTICLE VIII

MISCELLANEOUS

A. Account Books Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the corporation may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time.

B. Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31.

C. Conveyances of Encumbrances. Property of the corporation may be assigned, conveyed, or encumbered by such officers of the corporations as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance, and encumbrance, however, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

D. Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title, and interest in and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose of use. Further, the corporation shall

retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

E. Conflict of Interest. If any person who is trustee or employee of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with himself or herself, any member of his or her family, or any entity in which he or she has any legal, equable, or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, or beneficiary such person shall (1) immediately inform those charged with approving the transaction on behalf of the corporation of his or her interest or position, (2) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the corporation and (3) not be entitled to vote on the decision to enter into such transaction.

F. Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its directors or officers. Any trustee or officer who assents to or participates in the making of any such loan shall be liable to the corporation of the amount of such loan until it is repaid.

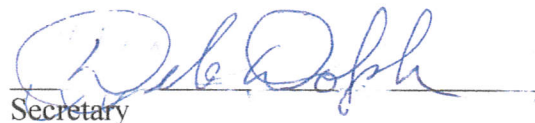
G. References to the Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provision of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

H. Amendments. The power to alter, amend, or repeal these bylaws and adopt new bylaws shall be vested in the Board of Directors.

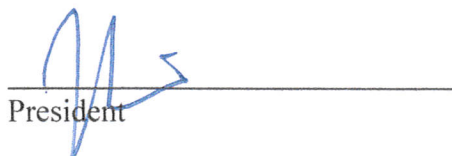
I. Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

The foregoing Bylaws were adopted by resolution of the Board of Directors at the first meeting of the Board held on the 28 day of February, 2009.

MILLCREEK FRIENDS INTERESTED
IN DOGS AND OPEN SPACES


Secretary

ATTEST:


President