

**DOUGLAS ACRES NEIGHBORHOOD ASSOCIATION
COMMITTEE ON BYLAWS
REPORT
November 11, 2019**

The Committee on Bylaws begs leave to report the following executive summary and proposed resolution concerning proposed revisions to the bylaws. Some of these revisions are made to conform the bylaws to requirements set by the City of Des Moines.

Executive Summary

The committee on bylaws was created by the Douglas Acres Neighborhood Association Board of Directors on May 8, 2017, consisting of one member, to review and update the bylaws of the Association. The bylaws were last amended on November 10, 2009.

Based upon the review, the committee proposes to amend the bylaws to update them by making the following changes:

1. Improving the grammar and numbering or lettering paragraphs as appropriate for better readability.
2. Removing obsolete and duplicative provisions.
3. Clarifying that there shall be no classes of membership and no corporate memberships.
4. Establishing a formal nonpartisanship policy.
5. Stating a clear procedure for resignation by a director and for filling vacancies.
6. Specifying that all meetings are open to the public.
7. Updating Iowa Code references.

The committee proposes a resolution to be presented at the meeting of members in March 2020 or later for approval pursuant to Bylaw 12.1. Under the provisions of Bylaw 12.2, the amendments, if approved, will take effect upon the adjournment of the meeting at which they are approved.

The full text of the resolution is given beginning on page 2.

Submitted by the Committee on Bylaws,

Richard Schulze
Member of the Committee

**RESOLUTION
ADOPTING AMENDMENTS TO THE BYLAWS
OF THE DOUGLAS ACRES NEIGHBORHOOD ASSOCIATION
AS ADOPTED ON FEBRUARY 11, 2008
AND AMENDED ON NOVEMBER 10, 2009**

Be it resolved by the members of the Douglas Acres Neighborhood Association, the following amendments to the bylaws of the Association are hereby adopted.

Section 1. Add new Bylaw 2.3 as follows.

Bylaw 2.3 Nonpartisanship.

(1) The Association shall not endorse a candidate for election to a partisan or nonpartisan office or take a position on a public question that is subject to a federal, state, or local election.

(2) The Association may distribute general information regarding a candidate for election to a partisan or nonpartisan office or a public question to be voted upon at a federal, state, or local election to encourage members to exercise their right to vote.

Section 2. Amend Bylaw 3.1 as follows.

Bylaw 3.1 Boundaries.

The boundaries of the Douglas Acres Neighborhood shall be as follows:

(1) East Euclid Avenue on the south, ~~Four Mile~~.

(2) Fourmile (Four Mile) Creek on the east.

(3) ~~the~~The city limits of the City of Des Moines on the north, ~~and~~.

(4) Interstate 235 on the west.

Section 3. Add new Bylaws 3A, 3A.1, 3A.2, 3A.3, and 3A.4 as follows.

**Bylaw 3A
General Provisions and Definitions**

Bylaw 3A.1 Director.

As used in the bylaws unless otherwise required by the context, the term “*director*” means a member serving as a director of the Association as provided in Bylaw 6.2.

Bylaw 3A.2 Member.

As used in the bylaws unless otherwise required by the context, the term “*member*” means a person who is a member of the Association as provided in Bylaw 4.1.

Bylaw 3A.3 Notice.

As used in the bylaws unless otherwise required by the context, the term “*notice*” means a communication given in writing and delivered to a recipient by postal mail or by electronic mail.

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Bylaw 3A.4 Vote and voting.

As used in the bylaws unless otherwise required by the context, the terms “vote” and “voting” include a voting method using a voice vote or a voting method using a written ballot.

Section 4. Amend Bylaw 4.1 as follows.

Bylaw 4.1 ~~Members~~Membership.

(1) A natural person age eighteen years or older who is a resident of, owner of property in, or owner of a business in the Douglas Acres Neighborhood shall be a member of the Association.

(2) There shall be no classes of membership.

Section 5. Amend Bylaw 4.2 as follows.

Bylaw 4.2 Voting.

(1) A member shall be entitled to cast one vote on each matter submitted to a vote at a meeting of the members.

(2) Absentee voting or proxy voting by a member at a meeting of the members shall be prohibited.

(3) Approval of a matter that is submitted to a vote of the members at a meeting of the members shall require an affirmative vote by a majority of those members present at the time the vote is taken.

Section 6. Amend Bylaw 5.1 as follows.

Bylaw 5.1 Meetings.

(1) The Association shall hold meetings of members as follows:

(a) ~~an~~An annual meeting ~~of members~~held on the second Tuesday ~~in~~of January of each calendar year.

(b) ~~The Association shall hold a regular~~A bimonthly meeting ~~of members~~held on the second Tuesday of the months of January, March, May, July, September, and November ~~in~~of each calendar year. The annual meeting in January that is provided for in subparagraph (a) of this paragraph (1) shall serve as the bimonthly meeting of the month of January.

(2) The president shall determine the time and location of an annual meeting or ~~regular~~a bimonthly meeting ~~shall be determined by the president of the Association.~~

(3) The Association may hold a special meeting of the members on any ~~other~~ date and at a time and location as determined by the president. ~~An annual, regular, or special meeting may be cancelled or postponed and rescheduled by the president.~~

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Section 7. Amend Bylaw 5.2 as follows.

Bylaw 5.2 Notice of meetings.

Notice of the scheduled date, time, and location of ~~an annual, regular, or special~~the annual meeting and the bimonthly meetings of the members for a calendar year shall be given to all members of the Association at least seven days before the date of the annual meeting in January of that calendar year.

Section 8. Add new Bylaw 5.2A as follows.

Bylaw 5.2A Cancellation or postponement of meeting.

(1) The president may cancel or may postpone and reschedule an annual meeting or a bimonthly meeting subject to the provisions of paragraphs (2) and (3) of this bylaw.

(2) If the president cancels or postpones an annual meeting, the president shall reschedule the annual election to take place at the next bimonthly meeting.

(3) If the president cancels or postpones a bimonthly meeting at which the annual election is rescheduled to take place, the president shall reschedule the annual election to take place at the next bimonthly meeting.

(4) If the annual election is delayed, an incumbent director shall continue to hold office until a successor is elected as provided in Bylaw 8.3.

Section 9. Add new Bylaw 5.2B as follows.

Bylaw 5.2B Attendance by interested person.

Any interested person may attend a meeting of the members of the Association.

Section 10. Amend Bylaw 5.3 as follows.

Bylaw 5.3 Presiding officer.

(1) The president of the Association shall ~~be~~serve as the presiding officer at ~~an annual, regular, or special~~a meeting of the members.

(2) If the president is unable to serve as the presiding officer for any reason, the vice president shall serve as the presiding officer.

(3) If the president and vice president are both unable to serve as the presiding officer for any reason, a director who is present at the meeting shall serve as the presiding officer.

Section 11. Amend Bylaw 5.4 by striking the bylaw.

Section 12. Amend Bylaw 5.5 by striking the bylaw.

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Section 13. Amend Bylaw 5.6 as follows.

Bylaw 5.6 Minutes.

The secretary shall ~~take~~record minutes of ~~an annual, regular, or special~~a meeting as provided in Bylaw 7.3(1).

Section 14. Amend Bylaw 5.7 by striking the bylaw.

Section 15. Amend Bylaw 6.1 as follows.

Bylaw 6.1 Powers and duties.

(1) The board of directors of the Association shall exercise the powers that are vested in the board by the following:

(a) ~~articles~~The articles of incorporation~~;~~.

(b) ~~the~~The bylaws~~;~~.

(c) ~~and~~The vote of the members of the Association.

(2) The board of directors shall ~~be responsible for~~have the duty to conduct the business of the Association.

Section 16. Amend Bylaw 6.2 as follows.

Bylaw 6.2 Membership of board.

The board of directors of the Association shall consist of the following ~~nine persons~~:

(1) One director who shall be designated as the president of the Association.

(2) One director who shall be designated as the vice president of the Association.

(3) One director who shall be designated as the secretary of the Association.

(4) One director who shall be designated as the treasurer of the Association.

(5) Five additional directors.

Section 17. Add new Bylaw 6.3A as follows.

Bylaw 6.3A Resignation of president and other directors.

(1) The president may resign from office by submitting a notice of resignation to the vice president. The vice president shall accept the resignation. At the next meeting of members the vice president shall declare that the president's office is vacant.

(2) A director other than the president may resign from office by submitting a notice of resignation to the president. The president shall accept the resignation. At the next meeting of members the president shall declare that the director's office is vacant.

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Section 18. Amend Bylaw 6.4 as follows.

Bylaw 6.4 ~~Vacancies~~ General provision for filling of vacancy.

A vacancy on the board of directors ~~that occurs between annual meetings~~ that occurs because of a resignation as provided in Bylaw 6.3A or that occurs for any other reason shall be filled as provided in Bylaw ~~8.1~~ 8.1A.

Section 19. Amend Bylaw 6.5 as follows.

Bylaw 6.5 ~~Meetings~~ Meeting of board.

(1) The board of directors shall hold a meeting of the board on the first or second Monday of each month of the calendar year, subject to the requirement of a quorum as provided in Bylaw 6.7.

(2) ~~Determination of~~ The president shall determine the date, time, and location of a monthly meeting ~~shall be made by the president of the board of directors, subject to the provision in paragraph (1) of this bylaw.~~

(3) The president may call for a special meeting of the board of directors if the president determines that a special meeting is necessary.

(4) The president shall call for a special meeting of the board ~~upon receipt of of directors if~~ a ~~written~~ request for a meeting is made in a notice that is made by at least three directors, that is delivered to the president, and that states the purpose for the requested meeting.

(5) The president shall determine the date, time, and location of a special meeting called under paragraph (3) or (4) of this bylaw, subject to the notice requirement in paragraph (6) of this bylaw.

(6) The ~~purpose of a special meeting~~ president shall ~~be stated in a notice that shall be delivered~~ deliver a notice to each director at least three business days before the date of ~~the~~ special meeting called under paragraph (3) or (4) of this bylaw. The notice shall state the date, time, location, and purpose of the special meeting.

~~Determination of the date, time, and location of a special meeting shall be made by the president.~~

Section 20. Add new Bylaw 6.5A as follows.

Bylaw 6.5A Notice of meetings.

Notice of the scheduled date, time, and location of meetings of the board for a calendar year shall be given to all members of the Association at least seven days before the date of the annual meeting of members in January of that calendar year.

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Section 21. Add new Bylaw 6.5B as follows.

Bylaw 6.5B. Attendance by interested person.

Any interested person may attend a meeting of the board of directors of the Association.

Section 22. Amend Bylaw 6.6 as follows.

Bylaw 6.6 Presiding officer.

(1) The president shall ~~be~~serve as the presiding officer at a meeting of the board of directors.

(2) If the president is unable to serve as the presiding officer for any reason, the vice president shall serve as the presiding officer.

(3) If the president and vice president are both unable to serve as the presiding officer for any reason, a director who is present at the meeting shall serve as the presiding officer.

Section 23. Amend Bylaw 6.7 as follows.

Bylaw 6.7 Quorum~~and voting~~.

(1) A quorum is required to hold a meeting of the board of directors.

(2) A majority of the directors shall constitute a quorum~~for holding a meeting of the board. The affirmative vote of a majority of all directors present at a meeting shall be required for approval of any action to be taken by the board. The secretary shall make a written record of the directors present at a meeting and any action approved by vote of the board of directors.~~

(3) The presiding officer shall determine and declare if a quorum is present before the meeting is officially called to order.

(4) If a quorum is not present at any time before a meeting is adjourned, the board shall take no further action, and the meeting shall immediately be adjourned by the presiding officer without a vote on adjournment.

Section 24. Add new Bylaw 6.7A as follows.

Bylaw 6.7A Voting.

(1) A director shall be entitled to cast one vote on each matter submitted to a vote at a meeting of the board of directors.

(2) Absentee voting or proxy voting by a director at a meeting of the board of directors shall be prohibited.

(3) The affirmative vote of a majority of all directors present at a meeting of the board of directors shall be required to approve any action to be taken by the board.

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Section 25. Add new Bylaw 6.7B as follows.

Bylaw 6.7B Record.

The secretary shall make a written record of the proceedings of a meeting of the board of directors, including but not limited to the following:

- (1) The date, time, and location of the meeting.
- (2) The names of the directors who are present at a meeting.
- (3) A matter submitted to a vote of the board of directors and the outcome of the vote.

Section 26. Amend Bylaw 6.8 as follows.

Bylaw 6.8 Cancellation or postponement of ~~meetings~~meeting.

(1) The president may cancel or may postpone and reschedule a monthly meeting of the board of directors. ~~For reason of emergency or convenience, if the president cancels a meeting, a proposal may be considered and voted upon by the board by utilizing communication by telephone, postal mail, or electronic mail~~

(2) Notice of the cancellation or the postponement and rescheduling of a meeting shall be given to the directors in a timely manner.

Section 27. Amend Bylaw 6.9 as follows.

Bylaw 6.9 Attendance at ~~meetings~~meeting of directors.

(1) ~~Each~~A director shall attend ~~each~~a meeting of the board of directors unless the director is excused from attending the meeting.

(2) If a director is absent from three or more consecutive monthly meetings of the board, the ~~position~~office of ~~that person~~the director ~~on the board~~ may be declared vacant by the board of directors.

(3) The vacancy shall be filled as provided in Bylaw ~~8-18.1A~~.

(4) The board of directors may, by a majority vote of all directors present, permit ~~the~~a director who is absent from three or more consecutive monthly meetings to retain the ~~position~~office of director in lieu of declaring a vacancy.

Section 28. Amend Bylaw 6.10 as follows.

Bylaw 6.10 Attendance by director at ~~meetings~~meeting of members.

~~Each~~A director shall attend ~~each annual, regular, or special~~a meeting of the members unless the director is excused from attending.

Section 29. Amend Bylaw 7.1 as follows.

Bylaw 7.1 President.

The president shall:

- (1) Serve as the chief executive officer of the Association.
- (2) Set the agenda of items for consideration or presentation at a meeting of members of the Association and at a meeting of the board of directors.

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~~(3) The president of the Association shall preside~~ Serve as the presiding officer at ~~each~~a meeting of the members of the Association and at ~~each~~a meeting of the board of directors.

~~(4) Perform the duties required when a director has resigned as provided in~~ Bylaw 6.3A(2).

~~(5) The president shall perform~~ Perform the duties relating to a committee ~~of established by~~ the board of directors as provided in ~~Bylaw~~Bylaws 9.2 and 9.3.

~~(6) The president shall prepare and file a~~ Prepare and deliver to the Secretary of State of the State of Iowa the biennial report ~~as that is~~ required by the Revised Iowa Nonprofit Corporation Act, Iowa Code §504.1613 ~~(2007)~~(2019). ~~The president may delegate this duty to another member of the Association if the delegation is approved by the board of directors.~~

Section 30. Amend Bylaw 7.2 as follows.

Bylaw 7.2 Vice president.

The vice president shall:

~~(1) The vice president shall preside~~ Serve as the presiding officer at a meeting of members of the Association and at a meeting of the board of directors when the president is ~~absent from the~~ unable to serve as the presiding officer at a meeting.

~~(2) If the president is unable or refuses to perform any or all of the duties of the president, the vice president shall perform~~ Perform ~~any or all of~~ the duties of the president if the president is unable or refuses to perform the duties of the president.

~~(3) Perform~~ any or all of the duties of the president when the office of the president is vacant, until the vacancy in the office of president is filled as provided in Bylaw 8.1A.

~~(4) The vice president shall perform~~ Perform any duty relating to the business of the Association that is assigned by the president to the vice president.

~~(5) Perform the duties required when the president has resigned as provided in Bylaw 6.3A(1).~~

Section 31. Amend Bylaw 7.3 as follows.

Bylaw 7.3 Secretary.

The secretary shall:

~~(1) The secretary shall keep~~ Record minutes of the proceedings of a meeting of the members of the Association.

~~(2) The secretary shall place~~ Place a copy of the minutes in the records of the Association and make a copy of the minutes available to any member upon request.

~~(3) Make a written record of the proceedings of a meeting of the board of directors as provided in Bylaw 6.7B.~~

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~~(4) The secretary shall be~~Serve as the custodian of the records of the Association. ~~The secretary, with the approval of the board of directors, may delegate this duty to another member of the Association.~~

(5) Transfer, upon leaving office, all records of the Association that are kept as provided in this bylaw to the person succeeding to the office of secretary.

Section 32. Amend Bylaw 7.4 as follows.

Bylaw 7.4 Treasurer.

The treasurer shall:

~~(1) The treasurer shall serve~~Serve as ~~the~~the chief financial officer of the Association ~~and in that capacity.~~

~~(2) shall faithfully oversee~~Oversee and keep faithfully an itemized record of all moneys received and expended by the Association.

~~(3) The treasurer shall pay~~Pay from moneys of the Association all obligations that are presented to and verified by a director of the Association~~for and submitted to the treasurer for~~ payment by the Association.

~~(4) The treasurer shall make~~Deliver, either verbally or in writing, a report on the financial status of the Association at each meeting of the board of directors and at each annual meeting or ~~regular~~bimonthly meeting of the members.

(5) Transfer, upon leaving office, all records of the Association that are kept as provided in this bylaw to the person succeeding to the office of treasurer.

Section 33. Amend Bylaw 8.1 as follows.

Bylaw 8.1 ~~Elections~~Annual election.

(1) The Association shall ~~hold~~conduct an election for the directors of the Association at the annual meeting held in January of each calendar year. ~~Nine~~

(2) The directors ~~shall be elected, including~~who are elected shall include ~~one designated as the~~a president, ~~one designated as the~~a vice president, ~~one designated as the~~a secretary, ~~one designated as the~~a treasurer, and five additional directors, as provided in Bylaw 6.2. ~~A vacancy in a director position that occurs between annual meetings shall be filled by an election held at the regular meeting of members next occurring after the vacancy is determined as provided in Bylaw 6.4.~~

(3) A director who is elected at an annual meeting shall assume and hold office as provided in Bylaw 8.3.

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Section 34. Add new Bylaw 8.1A as follows.

Bylaw 8.1A Vacancy election.

(1) A vacancy in the office of a director shall be filled by an election held at the bimonthly meeting of members next occurring after the vacancy is determined to exist.

(2) A director who is elected to fill a vacancy shall take and hold office as provided in Bylaw 8.3.

Section 35. Amend Bylaw 8.2 as follows.

Bylaw 8.2 ~~Qualifications of candidates~~ Membership qualification for candidate for election and for serving director.

(1) A person who is a candidate for election as a director of the Association shall be a member of the Association at the time of election.
~~and~~ (2) A director shall be ~~required to be~~ a member for the entire time that the person is serving as a director.

(3) If a director is found at any time to ~~no longer~~ not be a member of the Association, the ~~position~~ board of directors shall declare the office of that director ~~is declared to be~~ vacant. The vacancy shall be filled as provided in Bylaw ~~8.1~~ 8.1A.

Section 36. Amend Bylaw 8.3 as follows.

Bylaw 8.3 ~~Duties~~ Assumption of office and term of office.

(1) A ~~person~~ member who is elected as a director of the Association shall assume the ~~duties~~ office of the director immediately following the adjournment of the meeting at which the director is elected.

(2) ~~A~~ Upon election, a director ~~who is elected at an annual meeting~~ shall be entitled to serve until the adjournment of the next annual meeting ~~or until a successor is elected and qualified. A director who is elected to fill a vacancy that occurs between annual meetings shall serve until the adjournment of the next annual meeting or until a successor is elected and qualified.~~

Section 37. Amend Bylaw 8.4 as follows.

Bylaw 8.4 ~~Limit~~ No limitations on service as director.

~~An incumbent director of the Association may be reelected at an annual meeting to an additional term as a director. There shall be no limitation upon the number of terms as a director that may be served by a~~ A member of the Association may serve any number of consecutive or nonconsecutive terms as a director.

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Section 38. Amend Bylaw 9.1 as follows.

Bylaw 9.1 Establishment of committee.

(1) The board of directors may establish a committee for any purpose as determined by the board.

(2) The board shall determine whether a committee is permanent or temporary. ~~A committee may consist of any number of directors and other members of the Association as determined by the board.~~

Section 39. Amend Bylaw 9.2 as follows.

Bylaw 9.2 Membership ~~and oversight~~ of committee.

(1) The president shall appoint the chairperson and members of a committee established by the board of directors. A committee may have any number of members.

(2) ~~and~~ The president may appoint a member of a committee to be a liaison ~~from between~~ the committee ~~to~~ and the board of directors. ~~The president shall oversee the work of a committee.~~

(3) The president shall be an ex officio, nonvoting member of a committee.

Section 40. Add new Bylaw 9.3 as follows.

Bylaw 9.3 Oversight.

The president shall oversee the work of a committee.

Section 41. Amend Bylaw 10.1 as follows.

Bylaw 10.1 Establishment and approval.

(1) ~~Dues~~ The board of directors may establish dues for members of the Association ~~shall be established by the board of directors.~~

(2) The amount of dues established by the board of directors under paragraph (1) shall be approved by a majority of the members of the Association present at ~~an annual or regular~~ a meeting of the members.

Section 42. Amend Bylaw 10.2 as follows.

Bylaw 10.2 Payment.

(1) ~~Payment~~ A payment of dues shall be a voluntary contribution made by ~~each member~~ a contributor to be used to support the activities of the Association.

(2) A payment of dues shall be delivered to and recorded by the treasurer as provided in Bylaw 7.4(2).

(3) Dues shall be payable at any time.

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Section 43. Amend Bylaw 11.1 as follows.

Bylaw 11.1 Procedure for voluntary dissolution.

The Association may be voluntarily dissolved as provided in the Revised Iowa Nonprofit Corporation Act, Iowa Code ~~§504.1402 (2009)~~ chapter 504, subchapter XIV, part 1 (2019).

Section 44. Amend Bylaw 12.1 as follows.

Bylaw 12.1 Approval.

~~An~~ To be approved, an amendment to the bylaws shall require the affirmative vote of a majority of the members of the Association who are present at ~~an annual, regular, or special~~ a meeting of the members ~~to be approved~~.

Section 45. Amend the table of contents, internal references, and footnotes to conform to the amendments made in Sections 1 through 44 of this resolution.

APPROVED _____
Date

EFFECTIVE _____
Date

I hereby certify that this resolution was approved by the members in compliance with Bylaw 12 of the Bylaws of the Douglas Acres Neighborhood Association as adopted on February 11, 2008, and amended on November 10, 2009.

President of the Douglas Acres Neighborhood Association

Date