

# BYLAWS OF THE DOUGLAS ACRES NEIGHBORHOOD ASSOCIATION

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# BYLAWS OF THE DOUGLAS ACRES NEIGHBORHOOD ASSOCIATION

## Preamble

The Douglas Acres Neighborhood Association adopts the following bylaws to regulate and manage the affairs of the Association.

## Bylaw 1 Name and Location of the Association

### Bylaw 1.1 Name.

The name of the association shall be the Douglas Acres Neighborhood Association (hereinafter referred to as the "Association").

### Bylaw 1.2 Location.

The Association shall be located in the City of Des Moines in the State of Iowa.

## Bylaw 2 Purposes and Status of the Association

### Bylaw 2.1 Purposes.

The purposes of the Association shall be as follows:

- (1) To preserve the quality of the Douglas Acres Neighborhood.
- (2) To promote the neighborhood area as desirable for family living.
- (3) To foster neighborhood fellowship.
- (4) To serve as a forum to solve neighborhood problems and to achieve neighborhood goals.

### Bylaw 2.2 Status.

(1) The Association is a neighborhood association granted recognized status by the City of Des Moines on April 21, 1997.

(2) The Association is a nonprofit corporation incorporated under the laws of the State of Iowa on January 9, 2008.

Amended effective November 10, 2009

**Bylaw 3**  
**Boundaries of the Douglas Acres Neighborhood**

**Bylaw 3.1 Boundaries.**

The boundaries of the Douglas Acres Neighborhood shall be East Euclid Avenue on the south, Four Mile Creek on the east, the city limits of the City of Des Moines on the north, and Interstate 235 on the west.

**Bylaw 3.2 Additional areas. Stricken effective November 10, 2009.**

**Bylaw 4**  
**Membership and Voting by Members**

**Bylaw 4.1 Members.**

A 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.

**Bylaw 4.2 Voting.**

A member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members. Absentee or proxy voting by a member shall be prohibited.

**Bylaw 5**  
**Meetings of Members of the Association**

**Bylaw 5.1 Meetings.**

The Association shall hold an annual meeting of members on the second Tuesday in January of each calendar year. The Association shall hold a regular meeting of members on the second Tuesday of the months of March, May, July, September, and November in each calendar year. The time and location of an annual or regular meeting shall be determined by the president of the Association. 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.

**Bylaw 5.2 Notice.**

Notice of the date, time, and location of an annual, regular, or special meeting shall be given to all members of the Association at least seven days before the date of the meeting.

**Bylaw 5.3 Presiding officer.**

The president of the Association shall be the presiding officer at an annual, regular, or special meeting.

**Bylaw 5.4 Order of business.**

The order of business at an annual, regular, or special meeting shall be as follows:

- (1) Call to order
- (2) Special presentations and speakers
- (3) Reports of officers and committees
- (4) Elections
- (5) Old business
- (6) New business
- (7) Adjournment

The order of business at a meeting may be changed by the president unless a member objects to the change.

**Bylaw 5.5 Elections.**

The Association shall conduct an election for the directors of the Association at an annual meeting as provided in Bylaw 8.1.

**Bylaw 5.6 Minutes.**

The secretary shall take minutes of an annual, regular, or special meeting as provided in Bylaw 7.3.

**Bylaw 5.7 Approval vote.**

Approval of an action taken at an annual, regular, or special meeting that requires a vote of the membership shall require an affirmative vote by a majority of those members present at the time the vote is taken.

## **Bylaw 6 Board of Directors**

**Bylaw 6.1 Powers and duties.**

The board of directors of the Association shall exercise the powers vested in the board by the articles of incorporation, the bylaws, and the members of the Association. The board of directors shall be responsible for the business of the Association.

**Bylaw 6.2 Membership.**

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

Referred to in Bylaw 8.1

**Bylaw 6.3 Election.**

The directors shall be elected as provided in Bylaw 8.1.

**Bylaw 6.4 Vacancies.**

A vacancy on the board of directors that occurs between annual meetings shall be filled as provided in Bylaw 8.1.

Referred to in Bylaw 8.1

**Bylaw 6.5 Meetings.**

The board of directors shall hold a meeting on the first or second Monday of each month of the calendar year. Determination of the date, time, and location of a meeting shall be made by the president. The president may call a special meeting of the board. The president shall call a special meeting of the board upon receipt of a written request made by at least three directors. The purpose of a special meeting shall be stated in a notice that shall be delivered to each director at least three days before the date of the special meeting. Determination of the date, time, and location of a special meeting shall be made by the president.

**Bylaw 6.6 Presiding officer.**

The president shall be the presiding officer at a meeting of the board of directors.

**Bylaw 6.7 Quorum and voting.**

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.

**Bylaw 6.8 Cancellation or postponement of meetings.**

The president may cancel or postpone and reschedule a 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.

**Bylaw 6.9 Attendance at meetings of directors.**

Each director shall attend each meeting of the board of directors unless excused. If a director is absent from three or more consecutive meetings of the board, the position of that person on the board may be declared vacant by the board of directors. The vacancy shall be filled as provided in Bylaw 8.1. The board of directors may, by a majority vote of all directors, permit the director who is absent from three or more consecutive meetings to retain the position of director.

**Bylaw 6.10 Attendance at meetings of members.**

Each director shall attend each annual, regular, or special meeting of the members.

**Bylaw 7**  
**Duties of President, Vice President,**  
**Secretary, and Treasurer**  
**of the Association**

**Bylaw 7.1 President.**

The president of the Association shall preside at each meeting of the members of the Association and at each meeting of the board of directors. The president shall perform the duties relating to a committee of the board of directors as provided in Bylaw 9.2. The president shall prepare and file a biennial report as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code §504.1613 (2007). The president may delegate this duty to another member of the Association if the delegation is approved by the board of directors.

**Bylaw 7.2 Vice president.**

The vice president shall preside at a meeting of members of the Association and at a meeting of the board of directors when the president is absent from the meeting. If the president is unable or refuses to perform any or all of the duties of the president, the vice president shall perform any or all of the duties of the president. The vice president shall perform any duty that is assigned by the president.

**Bylaw 7.3 Secretary.**

The secretary shall keep minutes of the proceedings of a meeting of the members of the Association. The secretary shall 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. The secretary shall be 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.

Referred to in Bylaw 5.6

**Bylaw 7.4 Treasurer.**

The treasurer shall serve as chief financial officer of the Association and in that capacity shall faithfully oversee and keep an itemized record of all moneys received and expended by the Association. The treasurer shall pay all obligations that are presented to and verified by a director for payment by the Association. The treasurer shall make a report on the financial status of the Association at each meeting of the board of directors and at each annual or regular meeting of the members.

## **Bylaw 8 Elections and Terms of Directors of the Association**

### **Bylaw 8.1 Elections.**

The Association shall hold an election for the directors of the Association at the annual meeting held in January of each calendar year. Nine directors shall be elected, including one designated as the president, one designated as the vice president, one designated as the secretary, one designated as the 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.

Referred to in Bylaw 5.5, 6.3, 6.4, 6.9, 8.2

### **Bylaw 8.2 Qualifications of candidates.**

A person who is a candidate for election as a director of the Association shall be a member of the Association and shall be required to be a member for the entire time that the person is serving as a director. If a director is found to no longer be a member of the Association, the position of that director is declared vacant. The vacancy shall be filled as provided in Bylaw 8.1.

### **Bylaw 8.3 Duties and term of office.**

A person who is elected as a director of the Association shall assume the duties of the director immediately following the adjournment of the meeting at which the director is elected. A director who is elected at an annual meeting shall 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.

### **Bylaw 8.4 Limit on service.**

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 member of the Association.

## **Bylaw 9 Committees**

### **Bylaw 9.1 Establishment.**

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



**Bylaw 9.2 Membership and oversight.**

The president shall appoint the chairperson and members of a committee established by the board of directors and may appoint a member of a committee to be a liaison from the committee to the board. The president shall oversee the work of a committee. The president shall be an ex officio, nonvoting member of a committee.

Referred to in Bylaw 7.1

**Bylaw 10  
Establishment and Payment of Dues****Bylaw 10.1 Establishment and approval.**

Dues for members of the Association shall be established by the board of directors. The amount of dues established by the board shall be approved by the members of the Association at an annual or regular meeting.

**Bylaw 10.2 Payment.**

Payment of dues shall be a voluntary contribution by each member to the Association. Dues shall be payable at any time.

**Bylaw 11  
Dissolution of the Association****Bylaw 11.1 Procedure for dissolution.**

The Association may be dissolved as provided in the Revised Iowa Nonprofit Corporation Act, Iowa Code §504.1402 (2009).

Amended effective November 10, 2009

**Bylaw 11.2 Disposal or distribution of assets.**

If the Association is dissolved, the assets of the Association shall be disposed or distributed in the manner set forth in Article V of the articles of incorporation of the Association.

**Bylaw 12  
Amendment to Bylaws****Bylaw 12.1 Approval.**

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 meeting to be approved.

Referred to in Bylaw 12.2

**Bylaw 12.2 Effective date.**

An amendment to the bylaws that is approved pursuant to Bylaw 12.1 shall take effect upon the adjournment of the meeting at which the vote approving the amendment was taken, unless the amendment specifies a different time for the amendment to take effect.

**Bylaw 13  
Transition Provisions**

**Bylaw 13.1 Officers.** Stricken effective November 10, 2009.

**Bylaw 13.2 Steering committee.** Stricken effective November 10, 2009.

**Bylaw 13.3 Bylaws.** Stricken effective November 10, 2009.

**Bylaw 13.4 Dues.** Stricken effective November 10, 2009.