

BY-LAWS OF NORTHEAST NEIGHBORS AND Friends

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BY-LAWS

Of Northeast Neighbors and Friends

Preamble

Northeast Neighbors and Friends adopts the following by-laws 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 Northeast Neighbors and Friends (herein after referred to as the "NENF" or "Association").

Bylaw 1.2 Location.

Northeast Neighbors and Friends 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 purpose of NENF is (1) to share information and common interest and value; (2) to increase the power of member neighborhood groups and associations to improve their areas and address major projects in the area;(3) to promote projects, forums, conferences, and other community efforts; and (4) to advocate for civic improvements and reforms for the benefit of the northeast area of Des Moines

Bylaw 2.2 Status.

The Association is a nonprofit corporation incorporated under the laws of the State of Iowa on January 7, 2010.

Bylaw 3

Boundaries For Northeast Neighbors and Friends

Bylaw 3.1 Boundaries.

The boundaries of Northeast Neighbors and Friends shall be the River on the West, the River on the South, and city limits on the North, and the city limits on the East

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, or owner of a business within the boundaries of NENF may be a member by completing an application and paying yearly dues.

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 except by a business representative who may cast one vote. Members who have paid their yearly membership shall be entitled to one vote on each matter submitted to a vote of the membership at the next month's regular meeting after dues are paid.

Bylaw 5 Meetings of Members of the Association

Bylaw 5.1 Meetings.

NENF shall hold an annual meeting of members in January of each calendar year. NENF shall hold a regular meeting of members in February, March, April, May, June, July, September, October, and November. The time and location of the annual meeting and regular meetings shall be determined by the Board of Directors. NENF may hold a special meeting of the members on any other date and at a time and location as determined by the Board of Directors. An annual, regular, or special meeting may be cancelled or postponed and rescheduled by a vote of the Board of Directors.

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 via email or by posting in the community section of the newspaper.

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) Old Business
- (5) New Business

(6) Adjournment

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

Bylaw 5.5 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 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) A minimum of three additional directors. The treasurer and secretary director may be the same person.

Referred to in Bylaw 8.1

Bylaw 6.3 Election.

The directors shall be elected as provided in Bylaw 8.1.

Bylaw 6.4 Meetings.

The board of directors may hold a meeting prior to any general membership meeting. Determination of the date, time, and location of a meeting shall be made by the board of directors. 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 6.5 Presiding officer.

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

Bylaw 6.6 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 6.7 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 6.8 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 6.9 Attendance at meetings of members.

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

