

# **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.

**Bylaw 7**  
**Duties of President, Vice President,**  
**Secretary and Treasurer**  
**Of Northeast Neighbors and Friends**

**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 general meeting held in October of each calendar year. Seven 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 three additional directors as provided in Bylaw 6.2. A vacancy in a director position that occurs between the October 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.

### **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. The director also must have been a member of the association for the prior twelve months. 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 NENF shall assume the duties of the director beginning in January. A director who is elected at the October meeting shall serve a January to December term. 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 the October 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 membership 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 and the work the committee performs must be approved by the membership. The president shall be an ex officio, nonvoting member of a committee.

**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 established by the Board of Directors with the approval of the general membership. Membership may be waived by a vote of the Board of Directors.

**Bylaw 11  
Dissolution of the Association**

**Bylaw 11.1 Voting.**

The Association may be dissolved by the affirmative vote of two-thirds of all members of the Association in attendance when the vote is taken.

**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.

**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.**

The persons who were elected as the chairperson, vice chairperson, secretary, and treasurer of Northeast Neighbors at the meeting of members held in January 2009, prior to the effective date of the incorporation of the Association as a nonprofit corporation under the laws of the State of Iowa (January 7, 2010), shall continue in office as the president, vice president, secretary, and treasurer of the Association respectively beginning on the effective date of the incorporation of the Association as a nonprofit corporation (January 7, 2010) and ending upon the adjournment of the first meeting of Northeast Neighbors and Friends held February 2010 or until a successor is elected and qualified.