

BYLAWS

DOWNTOWN DES MOINES NEIGHBORHOOD ASSOCIATION

ARTICLE ONE: **NAME**

This association shall be the Downtown Des Moines Neighborhood Association.

ARTICLE TWO: **PURPOSE**

The purpose of this association shall be to enhance the quality of life of its residents by working with the businesses and residents of the neighborhood and with governmental and elected officials and other eligible parties who can assist in the improvement of the neighborhood.

ARTICLE THREE: **BOUNDARIES**

The boundaries of the Downtown Des Moines Neighborhood Association are: Ingersoll Avenue (West of 14th Street), High Street (between 14th Street and 6th Avenue) and Grand Avenue (East of 6th Avenue) on the North, the Raccoon River on the South, the Des Moines River on the East, and 18th Street on the West.

ARTICLE FOUR: **MEMBERSHIP AND VOTING**

SECTION ONE: Voting Membership in the Association is open to all adult persons who are residents living within the boundaries of the Association.

SECTION TWO: Associate Membership is available to businesses and organizations which operate within the boundaries of the Association and to non-resident owners of property located within the boundaries of the Association which is used for residential purposes. Associate Membership does not have voting rights.

SECTION THREE: Any person meeting the eligibility requirements of Section One may become a Voting Member by registering with the Association and providing proof of residence within the boundaries of the Association and by paying the annual dues. Such person may remain a Voting Member in good standing by paying the annual dues.

SECTION FOUR: Any business, organization or non-resident property owner meeting the eligibility requirements of Section Two may become an Associate Member by registering with the Association and by paying the annual dues. Any such business, organization or person may remain an Associate Member in good standing by paying the annual dues.

SECTION FIVE: Each Voting Member of the Association shall be entitled to one (1) vote on each matter submitted to a vote of the members. Absentee or proxy ballots shall be allowed at any meeting of the members, but only for the purposes of the election of members of the Board of Directors and changes to the Association's bylaws or rules.

ARTICLE FIVE: **MEETINGS OF MEMBERS**

SECTION ONE: Annual meeting. An annual meeting of the members shall be held each year, with the exact date, time and place to be established by the Board of Directors, for the purpose of electing members of the Board of Directors, and transacting such other business may come before the meeting. Notice of the annual meeting shall be posted on the Association website and sent to each Voting and Associate Member, by regular or electronic mail, at least fifteen (15) days before the meeting, and shall be held at such places as may be determined by the Board of Directors.

SECTION TWO: Quarterly and Special Meetings. Three quarterly meetings of the members shall be held in addition to the annual meeting. Quarterly meetings shall be held on such dates and at such times and places as may be established by the Board of Directors. Notice of all quarterly meetings shall be posted on the Association website and sent to each Voting and Associate Member, by regular or electronic mail, at least ten (10) days before the meeting, and shall be held at such places as may be determined by the Board of Directors.

Special meetings of the members may be called by the President or any three (3) members of the Board of Directors. Notice of all special meetings shall be posted and sent as set out above, at least three (3) days before the meeting, and shall be held at such places as may be determined by the Board of Directors.

Nominations for the Board of Directors:

Nominations for the Board of Directors shall be made by a Nominating Committee Appointed by the President subject to the approval of the full Board. The notice of the Annual meeting shall be sent to all individuals on the contact list and shall be posted for public notice. The notice shall state the names of the nominees for the officer/director and shall indicate that any nominations must be in writing and signed by not less than ten residents. The nominations shall be sent to the Chairman of the Nomination Committee not less than 30 days prior to the date of the annual meeting. Nominations so made shall be included in the official ballot to be posted mailed with notice of the Annual Meeting. In the event of insufficient number of nominations, the Nomination Committee shall be authorized to recruit additional candidates. No nominations shall be made from the floor at the Annual Meeting.

Voting for directors may be done by absentee/proxy or in person. Votes must be cast on the

official ballot and by voting members of the association (see Article 4, Section 3). Voting membership requires residency within the neighborhood association boundaries with membership dues paid in full. The Nomination Committee shall verify residency, that the nominee is a member in good standing, and that the nominating petition has sufficient signatures. Candidates may submit a resume with nomination papers to be distributed with the official ballots. The Nomination Committee shall provide the official ballot to the Secretary, President, and the Chairman of the Rules Committee no later than 20 days before the Annual Meeting.

In the event there are no nominations for a position, the Board of Directors shall have the power to fill any vacancy in the office and each successor shall be elected by the members at the subsequent annual meeting. No individual can hold more than one position at the same time. The Board of Directors shall have the power to appoint by resolution an executive committee composed of the President, Vice President, Secretary and Treasurer who shall exercise the authority of the Board of Directors in the management of the business of the organization.

The Rules Committee shall conduct the election. The Chairman of the Rules Committee shall obtain from the Treasurer a list of all eligible voting members and verify the voter list. The ballots shall be tabulated in public by a process of slash marks on a chalkboard. Any challenges to the results will be overseen by the Rules Committee. The Rules Committee will verify the winners and introduce all new officers/directors to the membership. The elections will follow in this order: the office of President -each nominee shall have an opportunity to make a two-minute statement in support of their candidacy; the offices of Vice-President, Secretary, and Treasurer-each nominee shall have an opportunity to make a one-minute statement in support of their candidacy; the three at-large seats will follow and will also be allowed a one-minute statement. Voters may vote for up to three at-large seat candidates. In the event that a candidate should lose in the officer election, he or she may run for an at-large seat. All candidates must be present at the election to be considered eligible for office.

The Treasurer shall be an ex officio member of the Rules Committee and shall prepare a list of all eligible voting members prior to said election. Treasurer shall see that all dues are paid prior to the election.

The Secretary will serve in the ex officio position on the Nomination Committee and will be in charge of receiving all proxy ballots mailed. He/she will certify and validate ballots, and a preliminary check will be made before submission to the Rules Committee. The Secretary will also file the official results of the election and post the results to the public.

SECTION THREE: Minutes. Minutes of Board meetings shall be posted on the Association website.

SECTION FOUR: Quorum and Voting Requirements. For any meeting of the membership, Voting Members shall be necessary to constitute a quorum for the transaction of business, and the votes of a majority of the Voting Members present, or voting by proxy under the circumstances authorized by these Bylaws, shall be required for passage of any action.

SECTION FIVE: Open Meetings. All meetings shall be open to the public.

ARTICLE SIX:
BOARD OF DIRECTORS AND OFFICERS

SECTION ONE: The Association shall be governed by a Board of Directors which shall be responsible for the business of the Association and which shall have all the powers not otherwise assigned or prescribed by these Bylaws

SECTION TWO: The Board of Directors shall consist of seven (7) persons, elected by the Voting Members. Directors shall be elected for a term of two (2) years, and can serve only a total of three (3) consecutive terms. After an interim of one (1) year, former Board members may again be elected to the Board of Directors. Terms of directors shall be staggered, with the initial term of the Vice-President, Treasurer and one at-large member being three (3) years and the President, Secretary and two remaining at-large board members being two (2) years.

SECTION THREE: Only Voting Members of the Association in good standing may serve on the Board of Directors.

SECTION FOUR: The Board of Directors shall hold an annual meeting of the Board immediately following each annual meeting of the members and shall select the following Officers, who shall serve until the next annual meeting of the Board: President, Vice President, Secretary and Treasurer. The Vice-President shall succeed the President at each annual meeting, at which time a new Vice-President shall be elected. The outgoing President may seek the office of Vice-President, provided such person's election would not violate the term limits.

SECTION FIVE: A majority of the total number of members of the Board shall constitute a quorum for transaction of business of the Board, and an affirmative vote of a majority of the total number of Directors shall be required for approval of any action.

SECTION SIX: The Association's original Voting Members shall nominate and elect the first Board of Directors, as provided for in Section Two. Thereafter, elections for seats on the Board of Directors shall be held at each annual meeting of the members.

SECTION SEVEN: Members of the Board are expected to attend all Board and Association meetings. Two (2) consecutive unexcused absences from Board meetings shall be construed as resignation from the Board. Absences shall be considered excused when prior notice is given to the President.

SECTION EIGHT: Vacancies on the Board shall be temporarily filled by the Board at any regular or special Board meeting. Appointed Board members shall serve until the next annual meeting of the members, at which an election shall be held to fill the balance of the vacant term, if any.

Vacancies in any officer position shall be filled by the Board at any regular or special Board meeting, and any person selected to fill any such vacancy shall serve until the next annual meeting of the Board.

ARTICLE SEVEN:
DUTIES OF THE OFFICERS

SECTION ONE: President. The President shall preside at all Association and Board meetings, and shall present a progress report to the membership at each annual meeting. The President, or designee, shall be the Association's representative on issues before the Des Moines City Council, any City board or commission, the media or a public forum.

SECTION TWO: Vice-President. The Vice-President shall perform such duties as may be assigned by the President or as determined by the Board, and, in the absence or inability of the President to act, shall perform the duties of the President.

SECTION THREE: Secretary. The Secretary shall keep the minutes of all Board and Association meetings, and hold such records as may be directed by the Board. The Secretary shall maintain an accurate list of the members, and shall provide notice of meetings to members. The Secretary shall be responsible for minutes available to members.

SECTION FOUR: Treasurer. The Treasurer shall keep an itemized report of all funds received and spent on behalf of the Association. The Treasurer shall pay all obligations as authorized by the Board and shall make a financial report at each Board meeting. The Treasurer shall prepare an annual financial report and budget to be approved by the Board and reported to the membership at each annual meeting.

ARTICLE EIGHT:
COMMITTEES

Committees may be formed by the Board of Directors. The President shall appoint members to all committees, subject to the approval of the Board. Each committee shall report to the President. The President and Vice-President may be ex-officio members of all committees.

ARTICLE NINE
FISCAL MATTERS

Dues shall be established by the Board of Directors. The Board of Directors shall approve an annual budget, which shall be reported to the members at each annual meeting. The fiscal year of the Association shall be the calendar year.

ARTICLE TEN
BYLAWS

These bylaws may be amended by a two-thirds vote of the Voting Members voting, either in person or by proxy as authorized by these bylaws, at any meeting of the members. Proposed amendments to these bylaws shall be mailed to each Voting Member at least 10 days prior to the meeting at which the proposed amendment is to be considered.