

BYLAWS

OF THE

BEAVERDALE NEIGHBORHOOD ASSOCIATION

Amended ~~December 4, 2014~~ February 7, 2017

ARTICLE I

Name

SECTION 1. The name of this corporation is the Beaverdale Neighborhood Association.

SECTION 2. The corporation is a nonprofit corporation organized pursuant to Chapter 504A of the Code of Iowa and, effective June 27, 2003, section 501(c)(3) of the Internal Revenue code.

ARTICLE II

Purpose

SECTION 1. The exclusive purpose of this Association is to promote the social welfare of the Beaverdale area by bringing about civic betterments and social improvements for the common good and general welfare of the people of the community.

SECTION 2. The boundaries of the Association are set by the City of Des Moines.:
~~Eastern Boundary: 30th Street from Douglas Avenue to Jefferson Avenue, 34th Street from Jefferson Avenue to Witmer Parkway, and 38th Street from Beaver Avenue to Forest Avenue; Northern Boundary: Douglas Avenue; Western boundary: 48th Place from Douglas Avenue to Hickman Road, 48th Street from Hickman Road to Franklin Avenue, and 44th Street from Franklin Avenue to Forest Avenue; and Southern boundary: Hickman Road from 48th Place to 48th Street, Franklin Avenue from 48th Street to 44th Street, Forest Avenue from 44th Street to 38th Street, Beaver Avenue from 38th Street to Witmer Parkway, and Jefferson Avenue from 34th Street to 30th Street.~~

SECTION 3. Any facilities, programs, meetings and events owned, operated, or sponsored by this Association are available to all members of the general public.

SECTION 4. This Association is organized and operated solely on a nonprofit basis.

ARTICLE III

Registered Office

SECTION 1. The registered office of the Association shall be at PO Box 30175, Des Moines, Iowa 50310, and the Association may have offices at such other places as the Board of Directors shall from time to time determine.

ARTICLE IV

Membership

SECTION 1. GENERAL. Membership in the Association shall consist of voting members.

SECTION 2. VOTING MEMBERS. Voting members shall consist of and be limited to dues paying members.

SECTION 3. VOTING OF VOTING MEMBERS. Every membership provides full voting rights for all matters voted upon by the membership. A single membership entitles the member to one vote. For family memberships, up to two individuals may vote so long as each is an adult (at least 18 years of age) residing in the household. Business members may designate two representatives to vote at each meeting. Only individuals present at the meeting are entitled to vote, and in no event shall any one individual have more than one vote on any matter voted upon by the membership.

SECTION 4. APPLICATION FOR MEMBERSHIP. Application for admission as a voting member shall be submitted to the Membership Coordinator. The applicant for admission as a voting member shall become such a member when the application is received and upon payment of such applicant-member's annual dues.

SECTION 5. SUSPENSION OR EXPULSION. Any member of the Association may be suspended or expelled by the Board of Directors for conduct which the Board of Directors, in its discretion, may deem to be prejudicial to the interests of the Association; provided, however, that there shall be a fair hearing and written notice mailed to the member(s) setting forth the date of such hearing and the alleged offense. Such notice shall be sent by registered mail not less than seven days before such meeting.

SECTION 6. DUES. Dues shall be payable by members at such times and in such amounts as the Board of Directors shall determine from time to time. Dues are nonrefundable.

SECTION 7. RESIGNATION. Any member may resign by filing a written resignation with the Secretary.

SECTION 8. TRANSFER OR ASSIGN. Membership in the Association is not transferable or assignable.

ARTICLE V

Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held on the second Tuesday in February at 7:00 p.m. or at such other date and time as the Board of Directors may specify. The annual meeting must be held no later than June 30th of each year. The annual meeting shall be held in Polk County, Iowa, at a location prescribed by the Board of Directors.

SECTION 2. QUARTERLY AND SPECIAL MEETINGS. Three (3) quarterly meetings shall be held in addition to the annual meeting. The Board of Directors shall establish the time, date and place of such quarterly meetings. Special meetings of the members may be called either by the President, the Board of Directors, or not less than one-fifth (1/5) of the members.

SECTION 3. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered not less than five (5) days nor more than fifty (50) days before the date of the meeting, either personally, by mail, telephonically, posting on the Association's website, or by electronic mail to each member, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting. In cases of a special meeting or when required or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered two (2) days after deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Association, with postage thereon prepaid.

SECTION 4. QUORUM. A minimum of 20 members shall constitute a quorum at any annual, quarterly or special meeting of the corporation at which action is to be taken. The act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the members.

SECTION 5. CHAIR OF MEETINGS. The President, or in the President's absence, the duly appointed person, shall call all membership meetings to order, and shall act as Chair of such meetings, and the Secretary, or duly appointed person, of the Association shall act as Secretary of all meetings of the members.

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules laid down in "Roberts' Rules of Order" shall govern all deliberations, when not in conflict with these Bylaws.

SECTION 6. RECORDS. The records of this Association shall be the sole and conclusive evidence of who are the members and as to who shall have the right to vote at any meeting of the members.

ARTICLE VI

Board of Directors

SECTION 1. GENERAL POWERS. ~~Its~~The Board of Directors shall manage the affairs of the Association.

SECTION 2. NUMBER, TENURE, QUALIFICATIONS AND VACANCIES. The Board of Directors shall consist of ~~eleven-thirteen~~ (13~~4~~) elected Directors. Directors shall be elected for a term of two (2) years and can serve for a maximum of three (3) consecutive terms. In order to increase the number of directors beyond ~~eleventhirteen~~, there shall be required a three-fourths majority vote of the members. Only voting members of the Association shall be eligible to serve as Directors, and Directors elected at the annual meeting must be members as of the January 31st immediately preceding the annual meeting.

If a Directorship shall be vacant, such Directorship shall not be considered as part of the Board for purposes of determining whether a quorum is present at any meeting, but the Board shall consist of the Directors in office at any time. The then current Board of Directors may fill a vacancy in an elected Board position for the unexpired portion of the Director's term. An individual filling an unexpired Board position shall be eligible to serve three (3) full terms as a Director once the unexpired portion of the term expires. If the Board vacancy occurs during the first year of a Director's term, the replacement Director may, at the discretion of the Board, serve only until the next annual meeting of the Association if doing so would more evenly divide the number of Directors elected in even and odd years.

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without notice other than these Bylaws at the same place and on the same day as the annual meeting of voting members. If the annual meeting of voting members shall be delayed or postponed, the Annual Meeting of Directors shall take place on the time and date set pursuant to these Bylaws for the annual meeting of voting members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President, or any five (5) Directors. The person or persons authorized to call special meetings of the Board must state the purpose, time, and location of the meeting in the notice to Board members at least two (2) days in advance of the meeting.

Notice of any special meeting of the Board of Directors shall be given by written, telephonic or electronic mail notice sent to each Director at the Director's street or email address or telephone number as shown by the records of the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened

SECTION 5. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 6. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

SECTION 7. ELECTION. Elections for members of the Board of Directors shall be by the Nominating Committee of the Board and voting members. The Nominating Committee shall submit a slate of nominations for all Board positions to be filled for two-year terms. The Vice President of the Association shall serve as Chair of the Nominating Committee and shall present the list of nominees to the Board of Directors and the voting members during January of each year. Additional nominations may be submitted at the annual meeting. Elections for members of the Board of Directors shall be held at the annual meeting of the voting members, in accord with the provisions for action by members as provided herein provided, however, that only individuals who are members in good standing as of the January 31st immediately preceding the annual meeting and are at least 18 years of age as of that date may vote at the annual meeting. For purposes of the annual meeting, a membership in "good standing" shall include all memberships which lapsed during the six month period prior to the annual meeting date, provided that such membership is renewed on or before the date of such meeting.

SECTION 8. REMOVAL AND RESIGNATION. Any member of the Board of Directors who misses three (3) consecutive Board meetings shall be removed from the Board of Directors and replaced by a new Board member unless the Board, by majority vote, permits the member to remain. A board member may be removed with or without cause by majority vote of the Board of Directors. A board member may resign at any time by submitting a written resignation to the Secretary of the Association.

SECTION 9. COMPENSATION. Directors as such shall not receive any salaries for their services. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation thereof.

SECTION 10. ELECTRONIC VOTING. Any Director may make a motion to vote through electronic mail. The motion must be seconded by another Director. Each Director shall make their vote known to the rest of the Board by electronic mail within seventy-two hours from the time in which the motion was seconded. Votes not cast in the specified timeframe shall be

considered abstentions. The approval by a majority of all the Directors is required before a motion is passed. The results of the vote shall be communicated to the Board by the President and shall be recorded in the minutes at the next regular meeting of the Board of Directors.

ARTICLE VII

Officers & Agents

SECTION 1. OFFICERS. The officers of the Association shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be elected in accordance with the provisions of this Article.

SECTION 2. ELECTION AND TERM OF OFFICE. The Board of Directors shall elect officers for a two year term on the day of the annual meeting of the Board in even-numbered years pursuant to the rules set forth in Section 7 of Article VI. Each officer shall hold office until the officer's successor shall have been duly elected and qualified. Only current Directors of the Association may serve as officers.

SECTION 3. REMOVAL. The Board may remove any officer elected by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby. The removal of any such officer by the Board of Directors shall require a majority vote of the Board of Directors.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Vice President, Secretary, or the Treasurer or any other proper officer of the Association, all official documents of the Association authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws, or by statute, to some other officer or agent of the Association; and in general shall perform all duties incident to the office of President of associations of a similar nature and such other duties as may be prescribed by the Board of Directors or the Bylaws from time to time.

SECTION 6. VICE PRESIDENT. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the President or by the Board of Directors. The Vice President shall serve as chair of the Nominating Committee.

SECTION 7. SECRETARY. The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose and shall maintain a current list of the members of the Association.

SECTION 8. TREASURER. The Treasurer shall oversee and keep an itemized report of all monies received and spent, shall pay all obligations as presented to the board and verified, make a monthly report to the Board, and prepare an annual report to be presented at the February Annual Meeting. Prior to the Treasurer's annual report, the financial records shall be audited by the Audit Committee consisting of three non-board members of the association selected by the President of the Association.

ARTICLE VIII

Committees

SECTION 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of at least one Director and may include other members of the Association. All standing committees shall report to the Board of Directors on their activities on an at least quarterly basis.

SECTION 2. VACANCIES. Vacancies in the chair or membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 3. QUORUM. A majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. All committee acts must be approved by the committee chair or by a majority of the Board of Directors before implementation. Any expenditures beyond those included in the annual budget must be approved in advance by a majority of the Board of Directors before implementation.

SECTION 4. RULES. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 5. CHAIR. One member of each committee shall be appointed or removed as chair by the President, subject to the approval of the Board of Directors. Each chair shall chair all committee meetings and appoint other committee members to preside over meetings in their absence. The chair shall schedule the time of and set the agendas for all committee meetings. The chair shall regularly report on committee business and deliberations to the Board of Directors.

SECTION 6. STANDING COMMITTEES. The following shall be the standing committees of the Beavertdale Neighborhood Association:

- a. The Beautification Committee
- b. The Public Affairs Committee
- c. The Special Events Committee

SECTION 7. STANDING COMMITTEE RESPONSIBILITIES. The following shall be the official responsibilities of each standing committee:

- a. The Beautification Committee shall:
 - 1. Coordinate annual flower plantings
 - 2. Assist in planting of memorial trees throughout the neighborhood
 - 3. Direct neighborhood clean-up efforts with the city
 - 4. Ensure that neighborhood parks are regularly cleaned and maintained
 - 5. Regularly host a garden tour
 - 6. Discharge other duties as directed by the Board

- b. The Public Affairs Committee shall:
 - 1. Host quarterly and annual meetings
 - 2. Lead neighborhood improvement efforts
 - 3. Host candidate forums for political offices of interest to neighborhood residents
 - 4. Coordinate Neighborhood Watch and public safety efforts
 - 4.5. Plan and coordinate the Beavercdale Tour of Homes and the National Night Out
 - 5.6. Research eligibility for local, state, and national awards
 - 6.7. Research eligibility for local, state, and national funding opportunities
 - 7.8. Discharge other duties as directed by the Board

- c. The Special Events Committee shall:
 - 1. Plan and coordinate the special events and activities of the Association, including the Easter Egg Hunt, Grass Seats Cinema, Jazz in July, the annual summer concert, National Night Out, the Holiday Shop Hop, and the Holiday Lights Contest
 - 2. Plan and coordinate other Association events as requested by the Board of Directors

ARTICLE IX

Task Forces

SECTION 1. TASK FORCES. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more task forces, each of which shall

consist of at least one Director and may include other members of the Association.

SECTION 2. RULES. All task forces shall follow the same rules as those prescribed for the standing committees within these Bylaws unless deemed otherwise by a majority vote of the Board of Directors.

SECTION 3. SPECIFIC CHARTER. All task forces shall have a specific charter as determined by a majority vote of the Board of Directors

SECTION 4. SPECIFIC TERM. All task forces shall have a term of not more than ninety days, unless their work is accomplished earlier, as determined by a majority vote of the Board of Directors. Any time extensions beyond the ninety day term must be approved for additional terms not longer than ninety days by a majority vote of the Board of Directors.

SECTION 5. DISSOLUTION. All task forces may be dissolved by a majority vote of the Board of Directors.

ARTICLE X

Coordinators

SECTION 1. COORDINATORS. The Board of Directors, by resolution adopted by a majority of the Directors in office, may appoint one or more individuals to the coordinator positions for the Association. Each coordinator shall be appointed or removed as coordinator by the President, subject to the approval of the Board of Directors. The coordinators shall regularly report on their activities to the Board of Directors.

SECTION 2. COMMUNICATIONS COORDINATOR(S). The Communications Coordinator(s) shall manage the Association website, organize the Sidewalk quarterly newsletter, and maintain all necessary electronic mail accounts.

SECTION 3. MEMBERSHIP COORDINATOR(S). The Membership Coordinator(s) shall provide outreach to existing, new, and potential members of the Association and oversee the billing for Association memberships.

SECTION 4. VOLUNTEER COORDINATOR(S). The Volunteer Coordinator(s) shall provide outreach to potential volunteers for Association activities, educate new members on volunteer opportunities, and focus on volunteer opportunities for students at local schools and universities.

SECTION 5. BOOKKEEPER. A Bookkeeper may conduct general Association bookkeeping duties under the direction of the Treasurer. This may include, but is not limited to, balancing accounts, creating statements, issuing payments, obtaining the signatures required for

issuing payments exceeding the Board threshold, making deposits, and organizing an annual financial review with individuals selected by the Board. The Bookkeeper shall not be paid for any of these duties. The Bookkeeper shall be included in the insurance policy for the Board.

ARTICLE XI

Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association; such authority may be general or confined to specific instances, provided, however, that any instrument affecting real estate in any manner shall be valid and effective as to this Association, and all parties dealing with this Association, when signed by two officers of the Association, one of which shall either be the President, Vice President, and the other either Secretary or Treasurer of the Association.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE XII

Indemnification of Directors and Officers

The Association shall indemnify any director, officer, employee, agent, or volunteer of this Association, and each director, officer, employee, agent, or volunteer who is serving or who has served, at the request of this Association, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such director, officer, employee, agent, or volunteer relating to his conduct as a director, officer, employee, agent, or volunteer of this Association or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that such

indemnification shall not apply (i) to a breach of that person's duty of loyalty to the Association, (ii) to acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which that person derives an improper personal benefit.

Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he had met the applicable standard of conduct set forth in this Article above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; (b) by special legal counsel, selected by the Board of Directors by vote as set forth in (a) above; or (c) if the requisite quorum of the full Board cannot be obtained therefore, by a majority vote of the full Board, in which selection directors who are parties may participate.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of disinterested directors or otherwise, both as to action in the director's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

No amendment to or repeal of this Article shall apply to or have any effect on the indemnification hereunder of any director, officer, employee, agent, or volunteer of the Association for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

ARTICLE XIII

Books and Records

The Association shall keep accurate and complete records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

ARTICLE XIV

Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XV

Seal

The Association shall not have an official seal.

ARTICLE XVI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of Iowa or under the provisions of the Articles of Incorporation or the Bylaws of this Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII

Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular or special meeting of the Board of Directors of the Association by a majority vote of the Directors present at the meeting.