

Northwest Neighbors Neighborhood Association

By Laws

1. Name - The name of this Association shall be The Northwest Neighbors Neighborhood Association.

2. Statements of Purpose
 - 2.1. To foster pride and encourage neighborhood involvement within the Northwest Neighborhood by providing opportunities for the participation in community work and social events.
 - 2.2. To improve and create a positive image of the Northwest Neighborhood, by endorsing the Association's name, by publicizing the activities and goals of the organization and its members.
 - 2.3. To encourage and communicate with home owners, tenants, landlords, businesses, religious organizations and government to cooperate for the common good of all.
 - 2.4. To provide for the safety and security to the people who live in the Northwest Neighborhood.
 - 2.5. To combat community deterioration and to beautify the Northwest section of Cedar Rapids.

3. Membership
 - 3.1. Standard of Membership - Membership is open to all residents and individuals with an interest in the Northwest Neighbors Neighborhood Association. And who exhibit that interest by providing a mailing address and/or an e-mail address (preferred) and an expression of interest in becoming a member which must be renewed annually.

4. Board of Directors
 - 4.1. The business and affairs of the Association shall be managed by or under the direction of its Board of Directors. No member has the right to represent themselves as an agent of the Association, without express permission of the Board.
 - 4.2. The Board of Directors shall consist of seven (7) Members elected by the Membership. Each Director shall serve for a term of (1) year or until a successor is elected.
 - 4.3. The membership shall elect from its members the following directors and officers:
 - a) President
 - b) Vice-President
 - c) Three At Large Directors
 - d) Secretary
 - e) Treasurer
 - 4.4. Any director can be recommended to be removed, with or without cause, by a vote of 50% + 1 of the current board members however this must be brought to the membership for final approval with a 15

day prior notice to the membership before a vote of the removal by a 50% plus 1 vote of the members present to remove that director.

4.5. Any vacancy occurring on the Board, including a vacancy resulting from an increase in the number of Directors may be filled by the nomination and affirmative vote of a majority of the membership. A Director elected to fill a vacancy shall be elected only until the next election of Directors.

4.6. A Director may resign at any time by delivering written notice to any member of Board of Directors. The resignation is effective when delivered unless the notice specifies a later effective time.

5. Duties of Officers

5.1. President - Shall cosign all checks with the treasurer. Shall perform all duties customary to that office and shall supervise and control all of the affairs of the Association in accordance with policies and directives approved by the Board. Shall preside at any meetings of the Association (Board and Association) and enforce bylaws of the Association. Shall create with input from the Board, and present an Agenda at all meetings of the Association (Board and Association).

5.2. Vice-President - Shall assume all duties of the President if the President is unable to or is unwilling to perform any duties requested by the Board.

5.3. Secretary - Shall maintain and provide a written record of all meetings of the Association (Board and Association) and give each board member a copy of these minutes one week prior to the next meeting. Shall keep a complete updated list of all Members of the Association.

5.4. Treasurer - Shall receive all moneys collected and give a monthly accounting to the Association; keep a regular account of all moneys received and paid out and cosign all checks with the President to be paid by the order of the Board. Any expenditures exceeding \$100.00 must get prior approval from the Board of Directors. Any expenditure exceeding \$1000.00, excluding any previously approved grant funds, must get prior approval by the association membership. Shall make an annual report to the Association of all sums received, sums paid out and balances on hand and submit the books and documents for examination to the Board when requested. The Treasurer's Annual Financial Report shall be submitted at the Annual Meeting.

5.5. Directors - May take part in various activities and committees, as needed to insure the interests of the Community and the Association may assist the Officers in Association matters as necessary.

6. Meetings

6.1. Association Meetings - the Association shall meet Monthly. No quorum shall be needed to hold an Association Meeting. A quorum of 5 members must be present in order to take any votes.

6.2. Board Meetings - the Board of Directors shall meet at least once monthly, time and place to be

determined by the Board. A Quorum of the Board Directors shall consist of a simple majority of Directors then holding office.

a) Special meetings may be called at any time by the President or at the request of one-third of duly elected Directors, in either case a minimum of seven (7) days notice of such meeting must be given to all duly elected Directors.

b) Other Board Meetings may be called at any time by the President of the Board or at the request of one-third of duly elected Directors with a minimum of two (2) days notice. However, for any action to be taken at such meetings a quorum of Directors must be present and any such action taken must later be ratified at a regularly scheduled Board Meeting.

6.3. Annual Meeting - the March Association Meeting shall be considered the Annual Meeting.

7. Conduct at Meetings (Board or Association)

7.1. All meetings of the Board and Association shall be run according to Robert's Rules of Order newly revised as modified by these Bylaws.

7.2. The meetings must be conducted in an orderly manner with respect to all present.

8. Elections of the Board of Directors

8.1. Nominations – shall be taken from the floor at either the February or the March Association Meeting but prior to the election.

8.2. Elections - shall occur during the March Association Meeting. The Directors shall be elected by simple majority of the votes cast for that position. Will require a run-off if no one has a simple majority. All Board members will be elected annually.

8.3. Directors - The new Directors will immediately assume the duties of their office after the March meeting is adjourned.

9. Removal of a Director

9.1. A Director may be removed, with or without cause by a 50% plus 1 vote of the Voting Members present at any Association meeting as long as notice of such a vote was given at least 15 days prior to that meeting.

9.2. Any Director may be removed by a simple majority vote of the Board without a vote from the Association Membership if said Director has missed more than six (6) Board Meetings in a year.

10. Committees

10.1. The Board of Directors, by resolution adopted by a majority of the number of Directors then in office, may establish one or more committees and shall appoint one or more Directors to serve on any committee. Each such committee shall have the powers and duties delegated to it by the Board of

Directors. Committees may consist of members who are not also Directors of the Board. The president of the association shall be considered an ex-officio member of all committees.

10.2. The Board shall establish the following Standing Committees

- a) Communication - to establish and maintain the NWNNA Website, Email Address and Newsletter. This Chairperson of this Committee is to be the Secretary of the Board.
- b) Events and Fund-raising - to plan and promote NWNNA events with over site from the Board of Directors.
- c) Grant Writing - to research projects for grants and to write such grants with over site from the Board of Directors.

11. Amendment of Bylaws

11.1. These bylaws maybe amended, adopted or repealed by a vote of the Board of Directors with the vote from the Association members having the final vote to accept the Board's recommendation to change the bylaws in any way unless Iowa Code supersedes any vote from the Association.

11.2. Any proposed amendments to the bylaws from the General Membership, shall be submitted to the Board of Directors in writing at the Association Meeting prior to the Annual Meeting for review and vote by the board. After the Board's review, and recommendations, it will be presented to the association for a final vote. All bylaws must be per Iowa Code.

12. Employed Personnel

12.1. The Board may employ such administrative personnel as it may determine and shall organize its operation to obtain the purposes of the Association.

12.2. In order to avoid any suspicion or conflict of interest, no member of the Board of Directors, members of their immediate families, or others living in their household shall receive compensation as payment for services rendered from the Association unless:

- a) The Director or Officer involved recuses themselves from all discussion regarding the compensation and/or services rendered, and
- b) The Membership of the Association has first consented to the compensation.

13. Liability of Directors and Officers

13.1. No director, officer, employee or member of the corporation shall as such be liable on its debts or obligations, and no director, officer, employee, member or volunteer shall be personally liable as such for any claim based upon an act or omission of such person performed in the discharge of such person's duties, except where there is liability for any of the following:

- a) The amount of any financial benefit to which the person is not entitled,
- b) An intentional infliction of harm on the corporation or the members,
- c) An unlawful distribution in violation of Iowa Code section 504.835, or
- d) An intentional violation of criminal law.