

Modified Bylaws of the Watrous Heights Neighborhood Association

Article 1. Name

The name of the corporation shall be **Watrous Heights** Neighborhood Association.

The Association is also doing business as “Watrous Heights Neighborhood Assn” and “Watrous Heights NA” and “WHNA”.

Article 2. Purpose

The purpose of this association is to promote the social welfare of the Watrous Heights Neighborhood Association area by bringing about civic betterment and social improvements for the common good and general welfare of the community. This includes but is not limited to: (1) providing any available assistance to the police department to prevent, locate and eliminate “Illegal Drug Houses” in our area; and (2) working with city inspectors to combat community deterioration by attacking the “Blight Home” problems; and (3) relief of the poor, distressed and aged by coordinating help providers with those in need; and (4) working with the City to secure the desired community green-space for public benefit that is still missing in our area.

This corporation is not organized for profit and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered.

This corporation is organized exclusively for charitable activities within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article 3. Boundaries

The current boundaries of this association are:

Park Avenue on the north from *S.W. 9th Street* to *South Union*;

McKinley Avenue on the south from *S.W. 9th Street* to *South Union*;

S.W 9th Street on the west from *Park Avenue* to *McKinley Avenue*;

South Union on the east from *Park Avenue* to *McKinley Avenue*.

The boundaries of the association are set by the City of Des Moines, Iowa.

Article 4. Membership and Voting

Section 1 – Membership in the association is open to all persons over the age of 18 who are residents or property owners, or who own or operate businesses or other organizations located within the boundaries of the association.

Section 2 – Any person who is eligible for membership in the association may become a member upon completing a form indicating the person’s desire to become a member of the association and satisfying any additional membership requirements as established by the neighborhood association. Each member of the association shall be entitled to one vote on each matter submitted to a vote of the members; provided however, that business and other eligible organizations may have only one voting membership.

Section 3 – Voting Requirements. Votes shall be carried by a majority of members present and voting unless otherwise required by law. Members must be present to vote.

Section 4 – Status of Online Voting via Zoom or other Commercial Providers. All votes conducted online will have the same status and wherever possible follow the same procedures as Voting in Person and in attendance.

Article 5. Association Meetings

Section 1 – Annual Meeting. An annual meeting shall be held during the month of April in each year, with the exact date, time and place to be established by the Board of Directors, for the purpose of electing officers, collecting dues, and transacting other such business as may be necessary.

Section 2 –Regular meetings shall be held on *(date & time)* at *(location)*. (See Article 6, Section 4)

Section 3 – Place of Meetings. The Board of Directors may designate any place within Des Moines, Iowa as the place of meeting for any annual, quarterly, monthly, or special meetings.

Section 4 – Notice of Meetings. Notice of each meeting shall be provided at least fifteen (15) days before the meeting. Notification will consist of one or more of the following methods. (i.e. mail, email, website, newspaper, Facebook, etc.)

Section 5 – Minutes. Minutes of Board meetings shall be available to members at all meetings and upon request can be provided to City and/or County staff. Copies of the minutes of the most recent meeting shall be available at the next meeting.

Section 6 – Open Meetings. All meetings shall be open to the public.

Section 7 – A financial report shall be available to all persons present at regular meetings, as well as the annual meeting.

Article 6. Board of Directors

Section 1 – There will be a Board of Directors which shall exercise all powers vested in it by the general membership. Those powers include the following:

Section 2 – The Board of Directors shall consist of EIGHTEEN (18) members, including the officers of the association, elected by the members. The Directors first elected to serve as officers shall fill ONE (1) year Board terms, the remaining Directors shall be selected by ballot. Subsequent Directors shall be elected for ONE (1) year terms.

Section 3 – The officers of the Board of Directors shall be President, Vice President, Secretary, Treasurer. Officers shall serve ONE (1) year terms and may be re-elected by the membership to serve up to FIFTY (50) consecutive terms in that position. After an interim of ONE (1) year, former officers may again be elected to that particular office.

Section 4 – The Board of Directors shall meet no less than four times a year, one of which shall be the annual meeting. The Board shall schedule at the annual meeting the meeting dates for the forthcoming year. These Board meetings will be held preferably immediately after the conclusion of the association meetings and will be open to the public. In addition, special meetings of the Board may be called by the President and must be called by the President at the request of at least three Board members. The purpose of each meeting shall be stated in the notice to Board members in advance of the meetings.

Section 5 – Quorum. A quorum shall consist of 50% of the Board. An affirmative majority vote of all Board members present and voting shall be required for approval of any action.

Section 6 – Vote conducted via email. When needed the vote of the Board of Directors can be conducted online with the same status as a Vote in person.

Section 7 – Members of the Board of Directors are expected to attend all Board and association meetings. Missing three consecutive meetings shall be construed as resignation from the Board. If extenuating circumstances arise that lead to three or more missed meetings, the Board absent member may seek Board approval to have the absence be excused. If Board membership is terminated, it may only be reinstated by a majority of the general membership.

Article 7. Duties of the Officers

Section 1 – President. The President shall preside at all Association and Board of Directors meetings. The President shall present a progress report to the membership during the annual meeting. The President or the President’s 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 2 – Vice President. In the absence of the President, the Vice President shall perform the duties of the President and other duties as assigned by the President or as determined by the Board.

Section 3 – Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and the Association. The Secretary shall be the custodian of all records of the Association, shall maintain an accurate list of members and shall provide notice of meetings to members and Directors. The Secretary shall be responsible for making copies of the minutes available to the members.

Section 4 – Treasurer. The Treasurer shall oversee and keep an itemized report of all funds received and spent on behalf of the Association. As funds accumulate, the Treasurer shall pay all obligations as authorized by the Board and shall make a regular report to the Board and the association. The Treasurer shall prepare and distribute a financial report for all meetings as well as an annual financial report and budget to be received at the annual meeting.

Section 5 – Members-At-Large. Members-At-Large may be added to the Board of Directors upon a unanimous vote of the Current Board of Directors. Members-At-Large shall serve as full voting members on the Board of Directors and such other duties as may be assigned by the Board or President of the Board.

Article 8. Committees

Section 1 – The President with the approval of the Board may establish committees as necessary for the purposes of the Association. The President with the approval of the Board shall appoint members to the committees.

Section 2 – All committees shall report to the President and the Board of Directors.

Article 9. Elections

Section 1 – A nominating committee composed of not more than FIVE (5) members shall be appointed by the President with the approval of the Board of Directors.

Section 2 – The nominating committee shall secure consent of its nominees to serve before the election.

Section 3 – The chair of the nominating committee shall present a slate of nominees for all Board positions to be filled on an annual basis. The slate of nominees shall be provided to the membership with notice of the annual meeting. Additional nominations may be requested and submitted from those in attendance at the meeting.

Section 4 – The nominating committee shall submit a slate of nominations to fill vacancies on the Board of Directors that may occur between regular elections.

Section 5 – Regular elections shall take place at the annual meeting. The Board shall fill vacancies that may occur between regular elections, and additional nominations may be submitted from those in attendance at the next members meeting.

Section 6 – Officers and other members of the Board of Directors shall assume their duties immediately following their election and shall serve until their successors are elected and take office. OR new incoming board members shall assume their duties at the next meeting of the association.

Article 10. Finances

Section 1 – Dues. Annual dues shall be established by the Board of Directors with the approval of the association members.

Section 2 – Treasurer’s Report and Budget. The Treasurer shall prepare an annual report and budget to be received at the annual meeting. The Treasurer shall also provide a report to be presented at all association and Board meeting.

Section 3 – Records. The financial records of the Association shall be reviewed by the Board of Directors on an annual basis. The financial records shall also be made available to the general membership at the annual meeting. The Board of Directors shall form an audit committee to review financial records annually. The Treasurer shall provide any and all Association financial records to the Board, as well as City and/or County staff upon request.

Section 4 - Financial safeguards should be considered to protect association finances. Associations should consider having more than one board member signoff or approve expenses, particularly those that are a higher dollar amount.

Article 11. Approval and Amendment of Bylaws

Section 1 – These bylaws, upon being presented to the membership shall become effective upon approval of a majority vote of the members voting.

Section 2 – Proposed amendments to the bylaws shall be provided to the membership at least ten days prior to the meeting at which the proposed amendment is to be considered. Any amendment of the bylaws shall require a simple majority vote of those present and voting at association meetings.

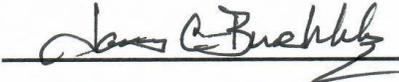
Section 3 – Modified By-laws will be dated and copies will be made available to the membership. ***A copy of the modified by-laws will be sent along with the annual neighborhood survey to the City of Des Moines Community Development Department to have on file.***

These Modified By-Laws were voted on and Ratified at the Watrous Heights Neighborhood Association meeting of December 16th 2020 by the majority of the members in attendance and voting.

Affirmed by:



David L. Johnston, President



James Buchholz, Vice President



Brad Greer, Secretary



Caitlyn Boyd, Treasurer