

BYLAWS
DOWNTOWN NEIGHBORHOOD ASSOCIATION OF DES MOINES

ARTICLE ONE:
NAME

This association shall be the Downtown Neighborhood Association of Des Moines doing business as Downtown Neighborhood Association.

ARTICLE TWO:
PURPOSE

The purposes for which the Association is organized are:

1. 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.
2. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
3. To be organized exclusively for social, charitable and educational purposes.
4. Notwithstanding any statement of purposes or powers aforesaid, this association shall not engage in any activities or exercise any powers that are not primary purposes.

ARTICLE THREE:
BOUNDARIES

The boundaries of the Downtown 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 residents living within the boundaries of the Association. The following levels of Voting Memberships are available:

1. **Standard Resident Membership** is open to all residents living within the boundaries of the Association.
2. **Student Membership** is open to all students living within the boundaries of the Association.
3. **Senior Membership** is open to all residents of at least age 55 living within the boundaries of the Association.
4. **Couple Membership** is open to all couples living within the boundaries of the Association.

SECTION TWO: Associate Memberships are available to businesses and organizations and to

non-residents. Associate Memberships do not have voting rights. The following levels of Associate Memberships are available:

1. **Non-Resident Membership** is open to all adult persons living outside the boundaries of the Association.
2. **Standard Business Membership** is open to all businesses inside and outside of the boundaries of the Association.
3. **Silver Business Membership** is open to all businesses inside and outside of the boundaries of the Association.
4. **Gold Business Membership** is open to all businesses inside and outside of the boundaries of the Association.
5. **Platinum Business Membership** is open to all businesses inside and outside of the boundaries of the Association.
6. **Not-for-Profit Business Membership** is open to all not-for-profit businesses inside and outside of the boundaries of the Association.

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 and continuing to reside within the boundaries of the Association.

SECTION FOUR: Any business, organization or non-resident 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. Couple Memberships are entitled to a total of two (2) votes, one (1) per each member. 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 and changes to the Association's bylaws or rules. Board members may elect to send a proxy as their representative if he or she is unable to attend a regularly scheduled meeting.

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 Members of the Board, for the purpose of electing Members of the Board, 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, electronically, at least fifteen (15) days before the meeting, and shall be held at such places as may be determined by the Members of the Board.

SECTION TWO: Regular and Special Meetings. Ten regular meetings of the members shall be held in addition to the annual meeting.

Regular meetings shall be held on such dates and at such times and places as may be established by the

Members of the Board. Notice of all regular meetings shall be posted on the Association website as notification to each Voting and Associate Member and shall be held at such places as may be determined by the Members of the Board.

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

Nominations for the Members of the Board:

Nominations for the Members of the Board 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 Members of the Board 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 Members of the Board 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 Members of the Board 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 Members of the Board 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. Official action(s) taken by the Association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) and recommendations made along with a summary of dissenting views. 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. Five members of the Board must be present at any regular meeting in order to meet Quorum.

SECTION FIVE: Open Meetings. All meetings shall be open to the public. The Board may vote at any regular meeting to commence Executive Session at this time & only members of the Board may be present. A simple majority of Board members present is needed to commence Executive Session.

ARTICLE SIX: **BOARD OF DIRECTORS AND OFFICERS**

SECTION ONE: The Association shall be governed by Members of the Board 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 Members of the Board shall consist of up to eleven (11) persons, elected by the Voting Members, beginning in 2024. Members of the Board 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 Members of the Board. Six Members of the Board should begin their term on even numbered years and five Members of the Board should begin their term on odd numbered years. To accomplish this, commencing in the year of 2024, two expanded seats shall be for a one year term and become two-year terms in 2025. The newly elected incoming board members shall be designated to either the two-year or one-year terms at random.

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

SECTION FOUR: The Members of the Board shall hold a 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 remaining Members of the Board shall be elected to serve at large.

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

SECTION SIX: 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 SEVEN: Vacancies on the Board shall be temporarily filled by the Board at any regular or special Board meeting.

1. Appointed Board members shall serve until the next annual meeting of the members, at which time an election shall be held to fill the balance of vacant term(s), if any.
2. 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 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 Members of the Board. 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 Members of the Board. The Members of the Board shall prepare a year-end fiscal statement, which shall be reported to the members at each annual meeting. The fiscal year of the Association shall be the calendar year.

An annual budget will be established and presented by the Treasurer at the first regular meeting after the Annual Meeting.

ARTICLE TEN:
GRIEVANCE PROCEDURES

SECTION ONE: One-on-One Dialogue and Mediation. Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

SECTION TWO: Eligibility to Grieve. Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of these bylaws that has directly affected the outcome of a decision of the Association. Grievances must be submitted within 45 days of the alleged violation.

SECTION THREE: Processing the Grievance. The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board.

SECTION FOUR: Final Resolution. Within 60 calendar days from receipt of the grievance, the Association shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the Grievance Committee on a recommendation and by the Board on a decision may be held in executive session.

ARTICLE ELEVEN:
PROCEDURE FOR CONSIDERATION OF PROPOSALS

SECTION ONE: Submission of Proposals. Any person or group, inside or outside the boundaries of the Association may propose in writing items for consideration and/or recommendation to the Board.

SECTION TWO: Notification. The proponent should provide the President notification to request to be placed on the next regular scheduled meeting no less than ten (10) days prior to the next regular scheduled meeting date.

SECTION THREE: Attendance. The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

SECTION FOUR: Dissemination. The Association shall record the Board's decision on the proposal in the meeting minutes.

ARTICLE TWELVE:
NONDISCRIMINATION

The Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE THIRTEEN:
BYLAW AMENDMENTS

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 provided electronically to each Voting Member at least thirty (30) days prior to the meeting at which the proposed amendment is to be considered.

ARTICLE FOURTEEN:
DISSOLUTION

Dissolution of the Association would require a Special Meeting as outlined in these bylaws. The dissolution would require a two-thirds vote of the Voting Members voting, either in person or by proxy as authorized by these bylaws. Any proposed dissolution shall be provided electronically to each Voting Member at least thirty (30) days prior to the special meeting at which the dissolution would be considered. Any remaining assets would be provided exclusively to charitable or education organization for exempt purposes.

ARTICLE FIFTEEN:
CODE OF ETHICS

SECTION ONE: Open Records. Except as otherwise specified by law, the minutes of any Board meeting, and all other records of the Association including accounting and financial records shall be available for examination by all members and their authorized agents, on reasonable notice, and upon payment of reasonable costs, if any, incurred to provide the same.

SECTION TWO: Compensation. No Member of the Board, committee member or volunteer shall be compensated for work performed without approval by the Board. Reasonable expense reimbursement is not considered compensation. Compensation may be paid for services performed as an agent, contractor or vendor, subject to conflict of interest limitations set forth below.

SECTION THREE: Conflict of Interest. No Member of the Board, or of any Board committee, shall participate in any vote on any subject in which he or she has a specific personal, professional, financial,

or other conflict of interest. He or she may, however, participate in discussions regarding the same.

SECTION FOUR: Accounts. All funds of the Association shall be kept in accounts in its name, and shall not be commingled with the funds of any other organization, any Member of Board, or any other person responsible for handling and custody of such funds.

Last revised: February 2024