

DEFINITIONS

Official written notice. For official written notice to have occurred all pertinent and complete information shall be delivered to the general membership in writing or by email not less than 10 days or more than 30 days in advance of a meeting or election.

Nominating petition. A nominating petition states the name of the candidate and his or her intention to run for the board of directors, is signed by 10 current full members of the Association and received by the Board of Directors or the Executive Director by 5:00 PM on the Wednesday immediately prior to an election. A properly filed and delivered nominating petition shall be considered official written notice of intent to run for the Board of Directors of the Association.

Official meeting. An annual, quarterly, or special meeting of the general membership of the Association for which official written notice has been delivered to the general membership.

Associate or corporate member. A member of the Association who is provided a copy of the SHA newsletter and has paid at least the minimum dues currently required for an associate membership, but has no voting rights.

Voting membership. To be considered a voting member with voting privileges all of the following criteria must be met: the member is at least 18 years of age, pays the annual dues of the Association and is current in payment before any official meeting where matters may be presented for a vote, and is a property owner or a resident or owns a business that operates in the geographic boundaries of the Sherman Hill Neighborhood of Des Moines, Iowa as defined by the City approved Sherman Hill Neighborhood Plan. Each household is limited to two voting memberships per household.

Term of office. A term of office on the Board of Directors of the Association will be considered as any full (3 year) term or any partial term served that is longer than 18 months to which a current eligible member has been elected. The term for a regular election begins at the start of the fiscal year. A term for a special election begins upon completion of the election. No more than 2 consecutive terms may be served without a break in service from the Board.

Break in service. A break in service will be defined as a minimum of 1 year.

Quorum. A quorum shall be 15 full members present.

ARTICLE I. OFFICE

The principle office of the Corporation (hereafter referred to as the Association) shall be at such location within the City of Des Moines as shall be determined by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. Membership in the Association is open to all persons who subscribe to the purposes of the Association as set forth in the Articles of Incorporation.

Section 2. Any person who is eligible for membership in the Association may become a member by stating a desire to become a member of the Association, paying the annual dues and remaining current with annual dues. Each member of the Association shall be entitled to one vote on each matter submitted to a vote of the members (with a limit of two votes per household) except as otherwise provided by the Association By-laws.

Section 3. The Secretary of the Association shall maintain a current list of members as defined in Article II, and a current membership roll shall be available to members.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held during the month of November in each year, with the exact date, time and place of meeting to be established by the Board of Directors for the purpose of electing directors, and for the transaction of such other business as may come before the meeting.

Section 2. Quarterly and Special Meetings. Three quarterly meetings of the members shall be held in addition to the annual meeting. Special meetings of the members may be called by the Board of Directors (or on the written request of not fewer than fifteen full-members of the Association).

Section 3. Place of Meetings. The board of directors may designate any place within Polk County, Iowa, as the place of meeting for any annual meeting, quarterly or special meeting.

Section 4. Notice of Meetings. If official written notice of a meeting has not been sent or delivered, or official written notice of a proposed bylaw amendment or other binding action has not been sent or delivered to the membership, no official or binding action may be taken at the meeting and no bylaw may be amended.

Section 5. Manner or Acting. A quorum shall be present at any annual, quarterly or special meeting of the Association at which action is taken.

Section 6. Methods of Voting at Meetings. Each member of the association shall vote in person. Voting in an election shall be by ballot except when there is but one candidate for that position, then the vote may be voice vote if nobody objects. Proxy voting is not allowed.

Section 7. Voting Eligibility. The secretary of the association shall maintain a list of eligible voters. To be eligible to vote in an Association election, all criteria for full membership must be met and dues, if owed, must be paid in full before the beginning of the meeting.

Section 8. Procedures for Voting in a Contested Election. Voting is by secret ballot. There shall be a minimum of three full members present during the counting of ballots. The members shall be chosen by the persons on the ballot.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The business of the Association shall be managed by its Board of Directors. Liability insurance shall be reviewed on annual basis. The Board of Directors shall not be held individually liable for any accident or injury resulting for an Association sponsored event.

Section 2. Number, Tenure and Qualifications. The number of members on the Board of Directors shall be eleven. At least seven (7) shall be owner-occupants of property within the Sherman Hill Neighborhood. Directors shall be elected for a term of three years, and can only serve for a total of two consecutive terms. Candidates will be required to present a petition signed by ten (10) members of the Sherman Hill Association as set forth by the Nominating Committee.

Section 3. Eligibility for Service on the Board of Directors. A board member may only be elected by a simple majority of the general membership at any official meeting of the Association. There will be no appointments to the Board. To be eligible to serve on the Board of Directors, a candidate must be a full member for at least one year.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held in January, without other notice than this bylaw, for the purpose of electing officers and for the transaction of other business. 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 this resolution.

Section 5. Special Meeting and Notice. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may designate any place within the City of Des Moines, as the place for holding any special meeting of the Board called

by them. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail to each Director at the address as shown by the records of the Association or notice may be provided by email to the Directors that consent to notice in that fashion. The purpose of any special meeting of the Board of Directors shall be specified in the notice.

Section 6. Quorum. A majority of the Board of Directors serving shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting.

Section 7. Manner of Acting. The action of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise herein provided.

Section 8. Election of Directors and Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the Association membership at the next regularly scheduled membership meeting. Directors elected to fill a vacancy occurring prior to the expiration of a term shall be elected for the unexpired term of their predecessor in office.

Section 9. Informal Action of Directors. Any action required by Law to be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the Action so taken shall be signed by all of the Directors and entered in to the official minutes of the Association and/or such action may be taken by email if all of the Directors have provided email confirmation of their consent to the Action so taken and written print-outs of such consent is maintained in the official minutes of the Association.

Section 10. Attendance of Directors. If any Director has more than three unexcused absences in fiscal year, from any regular meetings, then this shall be considered a resignation from the Board. Unexcused absence shall be defined as any absence other than because of illness or absence from the city. The Board of Directors, by a two-thirds majority vote of members present at a regularly scheduled meeting, may grant, at its discretion, excused absence from on or more than one meeting.

Section 11. Honorary Members. Honorary members may be designated, with non-voting privileges for unlimited terms, with names submitted to the general membership at any quarterly meeting for their approval. A maximum of six honorary members can be approved.

Section 12. Removal of Directors. A director or officer of the association shall be removed from the board by a 2/3 vote of no confidence by the membership at an official meeting. This vote will be considered only after a petition signed by 10 full members of

the association is submitted to the board and written notice of the intended action has been given to the general membership.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the association shall be members of the Board of directors and shall include a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of the article. The Board of Directors may elect one or more Assistant Secretaries nor one or more Assistant Treasurers, as it may desire.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the fiscal year held by the Board of Directors. Each officer shall hold office until a successor is duly elected, or until he/she is removed from office by two-thirds vote of the Board of Directors.

Section 3. Vacancies. A vacancy in any office, which occurs for any reason, may be filled by the Board of Directors for the duration of the term.

Section 4. President. The President shall preside at all meetings of the Board of Directors. The president shall sign with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deed, mortgage, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Association. The President shall perform all duties incident to the office of President and such other duties, which shall be prescribed by the Board of Directors.

Section 5. 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 placed on the President by the By-laws. The Vice President shall perform other duties as may be assigned by the President or by the Board of Directors.

Section 6. Treasurer. If required by the Board of Directors, the Treasurer may be bonded in amounts determined by the Board of Directors. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Association; receive and give receipt for money due and payable to the Association from any source whatsoever and deposit such moneys in the name of the Association in such bank, trust corporation and other depositories as shall be selected in accordance with Article VII of these bylaws; and in general perform all the duties incident to the Office of Treasurer and such other duties as may be assigned by the President of the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose see that all notices are duly given in accordance with the provision of the bylaws or as required by Law; be custodian of the Association records; keep a register of the post office address of each member, and in general perform all duties incident to the Office of Secretary; and such other duties as may be assigned by the President or by the Board of Directors. The Secretary's minutes will accurately reflect all motions made and their disposition, whether they died for lack of second, votes year or nay or abstentions, and whether carried or defeated.

Section 8. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, Assistant Treasurers shall be bonded in amounts determined by the Board of Directors. Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or by the Board of Directors.

Section 9. Employees. The Board of Directors may employ such full or part-time employees as are needed to carry out the duties of the Association. The salary or wages and other terms of employment shall be set by the Board of Directors who may enter into contracts of employment with such employees on behalf of the Association except that, with respect to all employees other than the executive director, the Board of Directors may delegate authority to the executive director to hire or dismiss employees. If required by the Board of Directors, any or all employees may be bonded in amounts determined by the Board of Directors.

ARTICLE VI. COMMITTEES

Section 1. Nominating Committee. A Nominating Committee shall be appointed by the Board of Directors, not less than thirty days before each quarterly or annual membership meeting, to solicit and present nominations for membership on the Board of Directors.

All members of the Nominating Committee shall be voting members of the Association by need not be members of the Board of Directors.

The Nominating Committee shall consist of three persons; two full voting members of the Sherman Hill Neighborhood Association, and a third person selected by the previous two.

The Nominating Committee shall establish procedures regarding elections for the Board of Directors.

Section 2. Bylaws Committee. The Board of Directors shall appoint a bylaws committee at its regular January meeting annually for the purpose of reviewing the bylaws and, at the committee's discretion, suggesting changes.

Section 3. Other Committees. The Board of Directors may designate and appoint committees, which shall perform such functions as shall be deemed necessary.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any two officers of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such persons at least two in number and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the President or Vice President of the Association.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may elect.

Section 4. Investment. Any funds of the Association which are not needed currently for the activities of the Association may at the discretion of the Board of Directors be invested in such investments as are permitted by law.

Section 5. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose of the Association

ARTICLE VIII. BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority delegated by the Board of Directors' and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time. A certified public accounting firm upon the request of a majority of the board or a majority of the membership at any quarterly meeting shall audit such books and records.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January and end the 31st day of December.

ARTICLE X. DUES

Annual dues shall be required for all members of the Association, with membership categories and dues determined by the Board of Directors.

ARTICLE XI. SHERMAN HILL NEIGHBORHOOD

The Sherman Hill Neighborhood of Des Moines, Iowa shall constitute the area whose boundaries are formed by I-235 on the North, Ingersoll Avenue to the South; 15th Street on the East; and, on the Western edge, Martin Luther King, Jr. Parkway.

ARTICLE XII. AMENDMENTS TO BYLAWS

In accordance with Article VI, Section 2 of these bylaws, these bylaws may be amended by a two-thirds affirmative vote of the members of the Association present at a quarterly or annual meeting Official written notice shall be given for any proposed amendments with the notice of the meeting.

ARTICLE XIII. ELECTION PROCEDURES

Section 1. Re-election of a board member. A person currently serving on the board who is running for re-election will, if re-elected, be considered to have been elected for a full (three year) term.

Section 2. Procedures for filling differing lengths of terms. The newly elected board members shall have an opportunity to decide among themselves who shall fill what term. If no consensus can be reached, the length of term shall be decided by drawing pieces of paper with the lengths written on them out of a hat.

ARTICLE XIV. RULES OF ORDER

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rule of order the society may adopt.