

BYLAWS
OF THE WINDSOR HEIGHTS NEIGHBORHOOD ASSOCIATION

ARTICLE 1.

Name.

The name of this association will be Windsor Heights Neighborhood Association (hereinafter called "Association") in the City of Windsor Heights, in the State of Iowa.

ARTICLE 2.

Purpose.

The purpose of the Association shall be to help maintain and improve the quality of life in the Windsor Heights community by working in partnership with the city government, local businesses, and other community organizations to bring about civic betterment and social improvements, encourage open and responsible government, and enhance communication to and between all Windsor Heights residents for the good of our neighborhoods and the welfare of our community.

ARTICLE 3.

Boundaries.

The boundaries and service area of the Association shall correspond to the Windsor Heights incorporated city boundaries.

ARTICLE 4.

Members.

Section 1. Eligible members will consist of any or all persons 18 years of age or older who are property owners, business owners or residents within the boundaries of the Association.

Section 2. Any adult person eligible for membership in Section 1 may, upon completion of an application, become a nonvoting member of the Association. Nonvoting members shall not pay dues, but shall enjoy all the rights and privileges of regular members except that they shall not have voting privileges and shall not serve as board members, officers, or committee chairpersons.

Section 3. Members will be removed from the current membership if they no longer meet the membership criteria outlined in Section 1.

ARTICLE 5.

Meetings.

Section 1. The annual meeting of the membership will be held during the month of April, beginning with the year 2008, with the purpose of electing a Board of Directors and transacting other business that may be presented to the Association.

Section 2. Regular meetings of the membership will be held quarterly. The Board

of Directors will determine the date and time. The purpose for these meetings will be to transact any business that may come before the membership.

Section 3. Special meetings of the membership may be called for any purpose or purposes by the action of the Board of Directors, or by a written request of not less than ten percent of the voting membership.

Section 4. Meeting location will be determined by the Board of Directors of the Association and will be held within the boundaries of the Association.

Section 5. Notice of any meeting will be delivered by the best method. This may include E-Mail, in person delivery or USPS. In the case of a special meeting, the purpose(s) of the meeting will be specified.

Section 6. Minutes of annual, regular, or special meetings will be available on the Association's website or by request.

ARTICLE 6.

Board of Directors

Section 1. The Board of Directors shall exercise all powers given to it by the general membership and shall be responsible for the business of the Association.

Section 2. The Board of Directors shall consist of seven (7) persons, including four (4) officers elected by the members, and three (3) at large directors, also elected by the members. All officer positions shall be for a term of two (2) years. All at large positions shall be for a term of one (1) year. No more than two (2) consecutive terms shall be allowed for any board member, in any capacity. Any board member subject to the term limit restriction may run again after a two year absence.

Section 3. The officers of the Board of Directors shall be President, Vice President, Secretary and Treasurer.

Section 4. A majority of the Board of Directors shall constitute a quorum. A majority of Directors present and voting shall be required for approval of any actions.

Section 5. The Board of Directors shall meet regularly as called by the President or by request of at least three (3) Directors. The meetings shall be open by request to all persons subscribing to the purpose of the Association.

Section 6. Members of the Board of Directors are expected to attend meetings and remain current with dues payments. Directors missing two consecutive meetings may be replaced at the next general membership meeting, if the Board votes to bring the matter before the membership. Any Directors elected to fill a vacancy shall serve only the remaining term of the position filled.

ARTICLE 7.

Duties of Officers.

Section 1. The President shall preside at all meetings of the general membership and Board of Directors and present an Annual Report at the annual business meeting. The President may appoint the chair of any committee if the committee is unable to select their own chair. The President is responsible for oversight of committee work and shall be a

non-voting ex officio member of all committees. A Parliamentarian shall be chosen by the President to advise the Association where the accepted parliamentary authority is applicable. Only the President may represent or choose who will represent the Association on any issue before the Windsor Heights City Council or any other outside media or forum. The President may sign checks.

Section 2. The Vice President shall serve if the President is unable or unwilling to serve. The Vice President shall also perform other duties as assigned by the President of the Board of Directors.

Section 3. The Secretary shall prepare and keep minutes of all Board and General Membership meetings and make copies available as specified herein. The Secretary shall compile and maintain all records other than financial, and shall provide meeting notices to outside publicity sources.

Section 4. The Treasurer shall oversee and keep sufficient and properly itemized and balanced reports of all monies received and spent on behalf of the Association. The Treasurer shall pay all obligations authorized by the Board of Directors and, in a timely manner, deposit all monies received. An oral Financial Report shall be made at each meeting and a written summary distributed annually. The Treasurer shall communicate to the Secretary any changes in membership based on receipt of dues or non-renewal of dues.

ARTICLE 8. Committees.

Section 1. Committees may be established by the Board of Directors or by vote of the general membership. All committees, except Audit and Nominating, shall have as a member one Director.

Section 2. An Audit Committee of three (3) members shall be appointed by the Board to audit the Treasurer's books on an annual basis, and present a report at the annual meeting.

Section 3. The Board of Directors shall appoint a Nominating Committee annually; current Directors and Officers may not serve on the committee.

ARTICLE 9. Elections.

Section 1. Regular elections shall take place at the annual membership meeting in April. Elections to fill vacancies occurring between annual meetings may be held at the next quarterly general membership meeting.

Section 2. Nominations shall be allowed from the floor.

Section 3. Upon receipt of dues, each adult member (18) eighteen years of age or older will be entitled to one vote on each matter submitted to the membership. Members may not vote if dues are not paid at the time of the meeting.

Section 4. A minimum of seven voting members in attendance at any membership meeting will constitute a quorum.

Section 5. Other than a vote for dissolution, which requires a super majority, and election of board members, for which a plurality is required, all issues requiring a vote of

the membership will be decided by a majority of those voting members present.

Section 6. Elections for the offices of President and Secretary shall occur in even numbered years. Elections for the offices of Vice President and Treasurer shall occur in odd numbered years.

Section 7. Officers and at large members of the Board of Directors shall be installed and take office as the last agenda item of the meeting in which an election is held.

ARTICLE 10.

Finances.

Section 1. The Board of Directors shall establish annual dues. The dollar amount of the annual dues will be recommended by the Board of Directors and approved by the members at any membership meeting. Dues shall be non-refundable.

Section 2. Membership dues shall cover the calendar year from January 1 through December 31.

Section 3. In no case shall membership dues be prorated except that membership dues received after October 1st will apply to both the current and proceeding calendar year. If dues for the proceeding year subsequently increase the member shall owe the difference, but no refunds will be provided if dues are reduced.

Section 4. A budget shall be prepared by the Board of Directors and presented by the treasurer at the annual meeting prior to its implementation.

Section 5. Effective January 1, 2008 the following annual dues shall apply:

Individual membership: \$15 per member

Business membership: \$30.00

ARTICLE 11

Amendments to Bylaws.

Amendments to the bylaws will require a majority vote of those voting members present at any general membership meeting. Proposed amendments to the bylaws will be available to the membership prior to the meeting at which the proposed amendments are to be considered.

ARTICLE 12.

Miscellaneous.

Section 1. The Association will not endorse candidates for public office.

Section 2. The most recent edition of Robert's Rules of Order shall govern all meetings of the Association, except to the extent that Robert's Rules of Order conflicts with these Bylaws or any special rules of order that the Association may adopt. In the event of any such conflict, these Bylaws or any special rules of order that the Association may adopt shall govern.

ARTICLE 13.

Dissolution.

Upon a super majority vote of sixty percent of the general membership to dissolve this Association, any remaining assets of the Association will be donated to a not-for-profit group operating within the City of Windsor Heights, Iowa as specified in the resolution of dissolution.

Approved April 28,2008