

EAST BLUFF NEIGHBORHOOD ASSOCIATION

BYLAWS

ARTICLE I

NAME AND PRINCIPAL OFFICE OF ASSOCIATION

Section 1.01 The name of the Association shall be “East Bluff Neighborhood Association” (hereinafter referred to as the "Association"). Its principal office will be located in the City of Davenport in the State of Iowa.

Section 1.02 The Association shall meet all legal requirements in the jurisdiction in which the Association conducts business or is incorporated, and shall conduct its affairs in such manner as is consistent with the qualification of this Association under Section 501 (c) (3) of the Internal Revenue Code of 1954 (as amended).

ARTICLE II

PURPOSES

Section 2.01 The Association is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (as amended), and, more specifically:

1. To support the previous discovery and memorialization of the history and architecture of the LeClaire Heights Reserve, Bridge Avenue Group, Cork Hill District, and East 14th St. District of Davenport, Iowa, and its surrounding areas;
2. To discover, purchase, commission or otherwise procure, publish and in any other way preserve writings, newspapers, blueprints, maps, journals and the like which shed light on the history and architecture of the East Bluff geographical area which currently includes LeClaire Heights Reserve, Bridge Avenue Group, Cork Hill District, and East 14th St. District in Davenport, Iowa;
3. To research, discover, restore, or otherwise procure and assure the preservation of buildings, land, homes, or other articles which may relate to the history and architecture of Davenport, Iowa;

4. To encourage owner residency in neighborhoods of Davenport, Iowa; to promote ownership opportunities for present residents of these neighborhoods; and, to promote the diversity that now exists in them;
5. To hold meetings and other activities for the instruction and information of members and the public;
6. To accept donations of money, real property, or other property for the above purposes.
7. To support neighborhood activities which serve to increase community and foster a safe and fulfilling place for individuals and families to thrive.

Section 2.02 For purposes of the Association, the boundaries of the East Bluff Neighborhood Association shall be as follows. The western boundary is Brady Street and the northern boundary is Locust Street. The eastern boundary is Bridge to 10th Street with a tail which runs along both sides of Tremont and Oneida down to River Drive. These boundaries include the following recognized historical areas on the National Register of Historical Places: LeClaire Heights Reserve, Bridge Avenue Group, Cork Hill District, and East 14th St. District.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for purposes that qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).”

ARTICLE III

MEMBERS

Section 3.01 Any individual of legal voting age, or corporation, who owns real estate or resides within the boundaries of the Association, and who supports the purposes of the Association, is automatically a regular member of the Association and can benefit from the activities of said Association. Any individual or corporation thus included within regular membership shall not be entitled to one vote.

Section 3.02 Any individual of legal voting age, or corporation, who owns real estate or resides within the boundaries of the Association, and who supports the purposes of the Association, may become a voting member of the Association by filing an application in such form as the membership shall establish from time to time, and subject to the payment of such dues as the membership shall establish from time to time. Any individual or corporation thus admitted to regular membership shall be entitled to one vote.

Section 3.03 In order to become a voting member, said applicant must attend Board meetings, as prescribed for the current Board members, regularly for one year, subject to all of the parameters of voting membership, including attendance and participation regulations. This one year period

shall be considered a “trial period” in order to ascertain fit and commitment to the Association duties.

Section 3.04 The voting privileges of any voting member shall vest thirty (30) calendar days after the payment of annual dues, and shall persist until thirty (30) calendar days after the end of the fiscal year in which such dues are paid. Pursuant to section 11.02, dues can be pro-rated against prospective voting member “trial period” fundraising.

Section 3.05 A member may resign at any time by submitting written notice of resignation to the Secretary.

ARTICLE IV

MEETINGS OF MEMBERS

Section 4.01 Regular meetings of the membership, voting and non-voting, shall be held at such place or places, either within or without the State of Iowa, as shall be designated by the Board of Directors.

Section 4.02 The Annual Meeting of the Association shall be held in August of each year on the date fixed by the Board of Directors. A report of the meeting and the activities of the Association for the preceding year shall be delivered to all members following the Annual Meeting.

Section 4.03 Special meetings of the members may be called by one third (1/3) of the Board of Directors, and shall be called by the President upon written application of twenty percent (20%) of the voting members of the Association.

Section 4.04 Written notice of each meeting of the members, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than seven (7) nor more than fifty (50) days before the date of the meeting, either personally or by regular mail and/or email, by or at the direction of the President or Secretary, to each member, subject to waiver of notice as provided in the Nonprofit Corporation Act of the State of Iowa.

Section 4.05 A quorum for the conducting of business at any membership meeting shall be not less than four (4) of the current voting members of the Association of which at least two (2) need to be current members of the Board.

Section 4.06 Meetings shall be conducted according to Robert’s Rules of Order, 11th Edition, as the same now exist or hereafter may be revised from time to time.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01 The Board of Directors of the Association shall consist of the President, Vice President, Secretary, Treasurer and two Directors-At-Large to be elected from the voting membership. All officers and directors must be regular members of the Association and must reside within the boundaries of the Association. Officers and directors shall be elected at each Bi-annual Meeting of the membership, and shall serve a term of two (2) years. The Board will meet from January through December. The President, Secretary and two (2) Director At Large positions shall be elected on odd numbered years. The Vice President and Treasurer shall be elected on even numbered years.

Section 5.02 Any vacancy occurring on the Board of Directors shall be filled by the affirmative vote of a majority of the voting members present at the next regular meeting, provided time exists to notify the membership of such election. An officer or director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. An officer or director may resign at any time by submitting written notice of such resignation to the Board of Directors. An officer or director may be removed at any time, with or without cause, by the affirmative vote of a majority of the voting membership in attendance.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 6.01 Meetings of the Board of Directors, regular or special, may be held at such place or places, within or without the State of Iowa, upon not less than two (2) days' notice to each Director either personally or by other accepted means, subject to waiver of notice as provided in the Nonstock Corporation Act of the State of Iowa. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Regular meetings of the Board of Directors shall be held on the first Saturday of every month, or more often as established by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the President upon written request of a majority of the Directors in office.

Section 6.02 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 6.03 Meetings shall be conducted according to Robert's Rules of Order, 11th Edition, as the same now exist or hereafter may be revised from time to time.

Section 6.04 Attendance at Board meetings is mandatory with three (3) allowed absences. If a Board member or voting member will be absent, notification must be given to at least two of the Board members, one of which is the President. If the President has an unavoidable absence, then the President needs to notify the Vice-President and the Secretary. After three absences, Board membership is revoked and reduced to voting membership and the absence tally resets. A voting

member with more than three (3) absences will no longer be a voting member and must re-instate voting membership as outlined in Section 3.03.

Section 6.05 As attendance at Board meetings is mandatory with three (3) allowed absences for the fiscal year, the exceptions to this would be a mandatory work schedule for an active voting member, including Board members, or a funeral. Any other absences at Board meetings will count towards the three (3) allowed absences.

ARTICLE VII

COMMITTEES

Section 7.01 The Board of Directors shall act as an Executive Committee. Other committees may be designated and appointed by the President at a meeting of the voting membership. These committees shall serve and be constituted only as long as the task for which they were appointed remains. These committees report to the Board of Directors, and may not act independently in the name of the Association.

ARTICLE VIII

OFFICERS AND DIRECTORS

Section 8.01 The officers and directors of the Association shall be elected at each Annual Meeting by the membership as set forth in Section 5.01 and shall consist of the President, Vice President, Secretary, Treasurer and two (2) Directors-At-Large. No one person may hold multiple offices in the Association at any time.

Section 8.02 The Board of Directors may require any officer, director or employee of the Association to give bond to the Association with sufficient sureties, conditioned upon the faithful performance of the duties of the respective office or employment.

Section 8.03 An officer or director may be removed at any time, with or without cause, by the affirmative vote of the majority present of the voting membership. Any vacancy occurring in any office of the Association (other than a vacancy resulting from normal expiration of a term of office) shall be filled in the manner prescribed in Section 5.02 for members of the Board of Directors.

Section 8.04 The President shall be the chief executive officer of the Association, with general and active management of the affairs and property of the Association. The President shall preside at all meetings of the Board of Directors which includes the voting membership. The President shall see that all orders and resolutions of the Board of Directors and of the voting and non-voting membership are carried into effect.

Section 8.05 The Vice President shall respectively have such powers and perform such duties as may be assigned by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

Section 8.06 The Secretary shall keep the minutes of all meetings of the Board of Directors, and of all meetings of the members. The Secretary shall give, or cause to be given, proper notice of all meetings of the Board of Directors and the voting membership.

Section 8.07 The Treasurer shall have the custody of all funds and securities of the Association, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall be responsible for depositing all monies in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer position is also accountable to the following:

1. The Treasurer shall be responsible for disbursing the funds of the Corporation in accordance with the directions of the Board of Directors, and shall render to the Board of Directors, at its regular meetings, or whenever the Board of Directors so requires, an account of all transactions executed as Treasurer, and of the financial condition of the Association.
2. Either the President or the Vice-President shall sign checks for the Association during the regular course of business; however, the Treasurer can prepare the check outside of a signature. For exceptions to the check-signing procedure, the Association shall follow the direction as specified in Section 9.01.
3. There shall be three concurrent debit cards for the Association which shall be held by the following three positions: President, Vice-President, and Treasurer.
4. The Treasurer can use a debit card to pay for purchases which have been pre-approved by the Board and which do not require a signature.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 9.01 Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some manner, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Association by any one (1) of the following officers: the President or Vice President, or such other officers, or agents or employees of the Association, as may, from time to time, be designated by the Board of Directors with the approval of the voting membership. All instruments for the transfer of personal property other than securities, all instruments of conveyance of real property and all contracts and agreements shall be signed by such officers or agents or employees as the Board of Directors shall direct, with the approval of the voting membership, and in any event, they may be signed by any two (2) of the following officers: namely the President, Vice President, Secretary, or Treasurer. The Board of Directors may

authorize and empower any one or more officers or agents or employees of the Association to execute and deliver any and all papers and documents, or to do other acts on behalf of the Association, including any acts required or convenient in dealing with government authorities.

Section 9.02 All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may designate.

Section 9.03 The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest or device for the general purposes or for any special purpose of the Association. Upon approval of the annual budget by the voting membership, the Board of Directors shall be limited to approving non-budgeted expenditures not to exceed \$300.00 USD per financial obligation. Any non-budgeted financial obligation requiring expenditures exceeding \$300.00 USD shall require approval by the voting membership.

Section 9.04 The Board of Directors shall prepare an estimated annual budget, to be presented at the first voting membership meeting of each fiscal year, for the approval of the voting membership. Upon approval of the annual budget by the voting membership, the Board of Directors shall be limited to approving non-budgeted expenditures not to exceed \$300.00 USD per financial obligation. Any non-budgeted financial obligation requiring expenditures exceeding \$300.00 USD shall require approval by the voting membership.

Section 9.05 The Board of Directors may, during any even numbered year in which the Treasurer is to be elected, as provided in Section 5.01, authorize an independent review of the financial statements and records of the Association, to be presented at the Annual Meeting of the Association.

ARTICLE X

DUES

Section 10.01 The Association voting members may determine from time to time the amount of annual dues, if any, payable to the Association by voting members.

ARTICLE XI

FUNDRAISING

Section 11.01 Each Board member shall participate in the fundraising activities as prescribed and voted on each year. Fundraising is a condition and expectation of Board membership.

Section 11.02 Annual dues will be offset by the fundraising effort of each Board member and voting member, including “trial basis,” on a dollar for dollar basis.

ARTICLE XII

LOGO AND NAME

Section 12.01 The Board of Directors may, by affirmative vote of the majority of the members present at a meeting at which a quorum is so disposed, adopt a logo for the Association.

Section 12.02 No person may make use of the name “East Bluff Neighborhood Association”, or the logo of the Association, without explicit written permission of the Board of Directors.

ARTICLE XIII

ORDER OF BUSINESS

13.01 The order of business at each monthly Board meeting shall be as follows:

1. Introduction of guests
2. Introduction of voting members (optional)
3. Old business
4. New business
5. Announcements
6. Committee Reports
7. Neighborhood Reports
8. Miscellaneous
9. Adjournment

ARTICLE XIV

FISCAL YEAR

Section 14.01 The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XV

INUREMENT AND CONFLICT OF INTEREST

Section 15.01. No member of the Association shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Association, except as otherwise provided in these Bylaws.

Section 15.02. No officer, director, appointed committee member or authorized representative of the Association shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Association of actual and reasonable expenses, supported by written receipts, incurred by an officer, director, committee

member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 15.03. The Association may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the Association and any corporation, partnership, association or other organization in which one or more of the Association's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

1. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board of Directors prior to commencement of any such contract or transaction;
2. The Board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
3. The contract or transaction is fair to the Association and complies with the laws and regulations of the applicable jurisdiction in which the Association is incorporated at the time the contract or transaction is authorized, approved or ratified by the Board of Directors.

Section 15.04. All officers, directors, appointed committee members and authorized representatives of the Association shall act in an independent manner consistent with their obligations to the Association and applicable law, regardless of any other affiliations, memberships, or positions.

Section 15.05. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Association has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Section 15.06. Each principal officer and board member with the governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Association is non-profit and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XVI
INDEMNIFICATION

Section 16.01. Any person who is or was an officer, director, committee member, or authorized representative of the Association, acting in good faith and in a manner reasonably believed to be in the best interests of the Association, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the Association), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 16.02. Each party shall indemnify, defend and hold the other party harmless from and against any and all claims, actions, suits, demands, assessments or judgments asserted and any and all losses, liabilities, damages, costs and expenses (including, without limitation, attorney fees, accounting fees and investigation costs to the extent permitted by law) alleged or incurred arising out of or relating to any operations, acts or omissions of the indemnifying party or any of its employees, agents and invitees in the exercise of the indemnifying party's rights or the performance or observance of the indemnifying party's obligations under these bylaws. Prompt notice must be given of any claim, and the party who is providing the indemnification will have control of any defense or settlement.

ARTICLE XVII
AMENDMENTS

Section 17.01 These Bylaws may be altered, amended or repealed and new Bylaws adopted, by a two thirds (2/3) majority vote of the members at any regular or special meeting, provided that notice of such action has been included in the meeting notice, and that such notice was provided in accordance with Section 4.04; and provided that no such action shall be taken if it would in any way adversely affect the qualification of this Association under Section 501 (c) (3) of the Internal Revenue Code of 1954 (as amended).

ARTICLE XVIII
DISSOLUTION

Section 18.01 Upon the dissolution of the Association, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association for one or more exempt purposes within the requirements of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.