

**WESTWOOD NEIGHBORHOOD ASSOCIATION  
PROPOSED BYLAWS CHANGES  
September 2007**

**Article 1. Name**

The name of the Association shall be the Westwood Neighborhood Association.

**Article 2. Purpose**

The purpose of the Association is to enhance the quality of life in the Westwood community.

**Article 3. Boundaries**

The boundaries of the Association are: Grand Avenue on the ~~North~~ North from ~~45th~~ 44th Street west to Walnut Creek, ~~the then~~ following Walnut Creek south and east to its point of meeting with the east boundary lines of Ashworth Park and Greenwood Park, then north to Grand Avenue. These boundaries are ~~indicated~~ shown on a map attached to these bylaws.

**Article 4. Membership and Voting**

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

Section 2 – Any person eligible for membership in the Association may become a member upon completing a membership form ~~indicating~~ stating the person's desire to become a member of the Association and payment of annual dues. ~~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 Businesses and other eligible organizations may shall have only one voting membership.~~

Section 3 – 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 Businesses and other eligible organizations may shall~~ have only one voting membership.

~~Section 4– Votes of the Membership~~ Members must be present to vote. An affirmative vote of ~~the~~ a simple majority of all members present and voting shall be considered a quorum, and shall be required for approval of any action, unless otherwise required by law. A simple majority is 50% of those members present and voting plus one.

**Article 5. ~~Meetings of Members~~ General Membership Meetings**

Section 1 – Annual Meeting.

An annual meeting of the members shall be held during the ~~month of September~~ fall ~~in~~ of each year, with the exact date, time, and place to be established by the Board of Directors. The purpose shall be to elect officers and transact other business as necessary. ~~for the purpose of electing officers, collecting dues, and transacting such other business as may be necessary.~~

Section 2 – Quarterly and Special Meetings. Three quarterly general membership meetings of the members shall be held in addition to the annual meeting. Special meetings may be called by the Board of Directors.

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

Section 4 – Notice of meetings. Notice of each meeting shall be provided to members at least ~~ten (10)~~ five (5) days before the meeting.

Section 5 – Minutes. Minutes of Board meetings will be available at all general membership meetings. Copies of ~~the minutes of~~ for the most recent general membership meeting shall be available for members to retain.

~~Section 6 – Quorum. For any actions taken, a quorum shall consist of not less than 25 members. a simple majority of those members present.~~

~~Section 7 – Blank~~

## **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 and shall be responsible for the business of the Association.

~~Section 2 – The Board of Directors shall consist of eleven (11) members, including the officers of the Association, elected by the members. the officers and committee chairpersons. Committee chairs shall be appointed by the president. Directors shall initially be elected for staggered terms of none, two, and three years. The Directors first elected to serve as officers shall fill two-year Board terms, the remaining seven Directors' terms shall be selected by lot. Subsequent Directors shall be elected for two-year terms.~~

Section 3 – The officers of the Board of Directors shall be President, Vice President, Secretary, ~~and Treasurer and Immediate Past President.~~ Officers shall serve one-year terms and may be reelected by the membership to serve up to three consecutive terms in that position. After an interim of ~~two~~ one year, former officers may again be elected to that office.

Section 4 – The Board of Directors shall meet no less than four times a year. Special meetings of the Board may be called by the President or by 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 meeting.

Section 5 – A majority of the Board of Directors shall constitute a quorum and an affirmative vote of the majority of ~~all~~ Directors present and voting shall be required for approval of any actions.

Section 6 – Members of the Board of Directors are expected to attend all Board and general membership meetings. Missing three consecutive meetings shall be construed as resignation from the Board. Membership may be reinstated only by a majority of the remaining Board members.

Section 7– If it is deemed a Board member is failing to perform his/her duties, the Board of Directors may act to remove the person by a unanimous vote of the directors.

## **Article 7. Duties of Officers**

Section 1 – President. The President shall preside at all ~~Association~~ General Membership 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 minutes of the meetings of the Board of Directors and General Membership meetings of the Association. The Secretary shall be 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 at the General Membership meetings and to the Webmaster.

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 make deposits and pay all obligations in a timely manner as authorized by the Board, and shall make a regular report of all transactions to the Board. The Treasurer shall prepare an annual financial report and budget to be received at the annual meeting.

Section 5 – Immediate Past President. The Immediate Past President shall serve as an advisor to the Board of Directors.

## **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 provide an oral or written report to the President ~~and~~ at the Board of Directors meetings.

## **Article 9. Elections**

Section 1 – ~~The Association’s original steering committee shall serve as the first nominating committee. Thereafter,~~ A nominating committee composed of not more than five 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 if elected.

Section 3 – Regular elections shall take place at the annual meeting. 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 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. The nominating committee shall submit the name of a nominee for the election to fill a vacancy which occurs between regular elections, and additional nominations may be submitted from those in attendance at the next membership meeting.~~

Section 6 5 – 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.

#### **Article 10. Finances**

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

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 each Board meeting.

Section 3 – Records. The financial records of the Association shall be reviewed by the Board of Directors on an annual basis. The Treasurer shall provide any and all Association financial records to the Board upon request.

#### **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 of 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 two-thirds (2/3) majority vote of those present and voting at membership meetings.

***Bylaws approved on the 6<sup>th</sup> day of December 1999***

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#### **Proposed Amendment to the Bylaws of the Westwood Neighborhood Association 9/17/2002**

##### **Article 3. Boundaries**

##### **Change 45th Street to 44th Street.**

Rationale: the area on 44th Street belonged to neither association on its east or west, and petitioned Westwood for membership.

***Bylaws revision approved on the 17<sup>th</sup> day of September, 2002***

Although we have received approval from the membership, the official changing of the bylaws must be presented to the City Council for approval. This is a mere formality.