

BYLAWS OF
COLLEGE HILL NEIGHBORHOOD ASSOCIATION
A non-profit corporation

Cedar Falls, Iowa

Approved by the membership on August 24th, 2004.

ARTICLE I -- NAME AND PURPOSE

- 1.1 This organization shall be known as the College Hill Neighborhood Association. ("CHNA")
- 1.2 The College Hill Neighborhood Association is a nonprofit corporation organized under the provisions of Iowa Code Chapter 504A for the purpose of:
 - a. Taking appropriate actions which will ensure that the College Hill Neighborhood is an attractive, safe, pleasant and desirable place to work, live and visit;
 - b. Promoting neighborhood cooperation and pride between residents, property owners, merchants, professional members, city officials, students, visitors and the University of Northern Iowa; and
 - c. Providing an opportunity for sharing information that brings residents, merchants, students, and city and university officials together to address concerns.

ARTICLE II -- BOUNDARIES

- 2.1 The boundaries of CHNA coincide with the College Hill Neighborhood Overlay Zoning District as determined in Ordinance 2034, its amendments and future amendments in the Code of Ordinances of the City of Cedar Falls.
- 2.2 Ordinance 2034 was adopted by the City of Cedar Falls on November 8, 1993 with the following description.

Commencing at the intersection of 18th and Franklin Street, south to 26th Street, west along 26th Street to Tremont Street, south along Tremont Street to 29th Street, west along 29th Street to College Street, north along College Street to 23rd Street, west along 23rd Street to Campus Street, north along Campus Street to 19th Street, west along 19th Street to Summit Drive, north along Summit Drive to 18th Street, east along 18th to Tremont Street, the point of beginning.

- 2.3 Ordinance 2210 was adopted by the City of Cedar Falls as the latest amendment to the original Ordinance 2034 on December 8, 1997 with the following description.

Bounded on the northwest by University Avenue, on the west by Hudson Road, on the south by the Southwest branch of Dry Run Creek, on the east side by the eastern edge of College View Acres Fourth Addition and College View Acres Second Addition north to University Avenue, the point of beginning.

ARTICLE III -- MEMBERSHIP

- 3.1 Eligibility. Membership in CHNA is available to persons aged 18 years and older, and businesses that are interested in CHNA and that have intent to support the purposes of CHNA, and who make an annual payment of dues. Membership in CHNA is not contingent upon residency within the boundaries of the College Hill Neighborhood.
- 3.2 Voting. Only members who are present at the Annual Meeting and called Special Meetings shall be entitled to vote; there will be no proxy voting. No member shall have more than one (1) vote. Members of the Board of Directors are eligible to cast votes on their own behalf or as a business representative. Business members may designate a business representative who may cast a vote on behalf of such business. Each member of each family meeting the eligibility requirements of membership may cast one (1) vote.
- 3.2 Dues. Annual dues shall be determined by the Board.
- 3.3 Member Duties. The powers and duties of the members shall include, but not be limited to the following:
- a. The election of the Officers and Directors to the Board of Directors, to be chosen in accordance with the procedures set forth in the Bylaws.
 - b. The approval of changes to the Articles of Incorporation of this Corporation.
 - c. The approval of any plan for dissolution, merger, or disposition of the total assets of the Corporation.
 - d. The approval or denial of any matter put to the general membership by the Board.

ARTICLE IV -- BOARD OF DIRECTORS

4.1 Power.

- a. The Board of Directors (Board) shall transact all business otherwise provided for by these Bylaws and by the Parliamentary Authority adopted by CHNA.
- b. The Board may authorize any officer or officers, agent or agents, in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of CHNA, and such authority may be general or confined to specific instances.
- c. The Board may accept on behalf of CHNA any contribution, gifts, bequests or device for any purpose for CHNA.
- d. The Board shall have the power to employ personnel and to acquire and own equipment as it deems necessary to carry out its functions.
- e. The Board shall establish the agenda for the Annual Meeting and for any Special Meeting of the general membership.

4.2 Board Composition. There shall be a president, vice president, and seven (7) directors that shall constitute the Board of Directors for the Corporation. No member may hold more than one position entitling that member to membership on the Board.

4.3 Student Director. A student representative from the University of Northern Iowa may be appointed to the Board by a majority vote of the Directors, and shall serve in an advisory capacity at the discretion of the Board.

4.4 Meetings. The Board shall meet monthly at a time and place determined by the Board. The meeting shall consist of reports from each officer and reports from committees to be received and approved by the Board, old business, new business and any other matters needing receipt and approval by the Board. Notice of meetings and agenda may be electronically transmitted.

4.5 Quorum. The quorum for the Board meetings shall be a majority of the elected board members.

4.6 Voting. Each member of the Board present shall have one (1) vote in a transaction of business.

4.7 Conditions of Terms for Directors.

- a. Each director shall serve a term of three (3) years and shall not serve more than two (2) consecutive terms in that office.
- b. A director need not reside within the College Hill Neighborhood.
- c. Newly-elected directors shall take office at the adjournment of the Annual Meeting and shall hold office until a successor has been elected and has qualified.
- d. A director may resign at any time by providing a written resignation to the secretary of CHNA.
- e. A director may be removed from office by affirmative vote of a 2/3 majority of the general membership entitled to vote for the election of such officer or director taken at a Special Meeting of the general membership called for that purpose at which a quorum is present.

4.8 Executive Committee. The president, vice president, secretary and treasurer shall constitute the executive committee and shall act as an interim committee, their action to be ratified by the Board.

4.9 Nominations of Officers and Directors. The Board shall create a list of candidates for each officer or director position up for election from nominations from the Board and from the general membership. Written notice or electronically transmitted notices of this slate shall be mailed with the call of the Annual Meeting at least 30 days in advance of the Annual Meeting.

4.10 Election of Officers and Directors. Officers and directors shall be elected by ballot vote from a slate of candidates submitted by the Board and from nominations from the floor by the general membership at the Annual Meeting. Election shall be by majority vote. If there is but one (1) nominee for an officer or director position, the quorum attending may agree to dispense with the ballot vote. In the case of a tie vote between candidates receiving the greatest number of votes, the voting shall continue until one (1) candidate receives the greater number of votes than the other for the office.

4.11 Vacancies. The Board shall fill any vacancy on the Board by a majority vote of the remaining board members present at its next meeting following the existence of the vacancy. If a vacancy occurs prior to the Annual Meeting, the Board shall appoint a person to fill the position on a temporary basis until the next Annual Meeting. The position will be up for election at the next Annual Meeting.

ARTICLE V -- OFFICERS

5.1 Number. There shall be offices of president, vice president, secretary, treasurer. The secretary and treasurer may be combined into one office at the discretion of the Board.

5.2 Conditions of Terms for Officers.

- a. Candidates for president and vice president shall be members of the Board and have served for at least one year as a board member.
- b. The president and the vice president shall be elected annually by the general membership at the Annual Meeting.
- c. The secretary and treasurer, or the secretary-treasurer, shall be elected by majority vote of the Board at the first board meeting following the Annual Meeting.
- d. Each officer shall take office at the adjournment of the Annual Meeting and shall hold office until a successor has been elected and has qualified.
- e. The president or vice president shall not serve more than three (3) consecutive terms in that office.

5.3 Duties of Officers.

- a. President. The President shall preside at all meetings of CHNA and its Board; shall represent CHNA to committees and commissions of the City of Cedar Falls; and, shall perform all other duties normally expected of a presiding officer.
- b. Vice President. The Vice President shall preside at meetings of CHNA and its Board in the absence of the President; and, shall be responsible for membership recruitment.
- c. Secretary. The Secretary shall be responsible for the minutes of the meetings of CHNA and of its Board; shall be responsible for the safekeeping of all official papers of CHNA; and, shall be responsible for any fiscal functions which may be necessary.

- d. Treasurer. The Treasurer shall be responsible for accurate and timely handling of incoming and outgoing monies and accounting for assets and liabilities; shall submit an annual financial report at the Annual Meeting; and, shall provide monthly documented financial records to the Board for review. An audit shall be performed as voted upon by the Board.

ARTICLE VI -- MEETINGS

6.1 Annual Meeting.

- a. The Annual Meeting of CHNA shall be held each April, at which the election of Officers and Directors occurs, the reports of officers are received and such other business as may properly come before the general membership is transacted.
- b. Any member of the public may attend the Annual Meeting, though only members of CHNA have voting rights in accordance with these Bylaws.
- c. Notice of the Annual Meeting shall be published in the newsletter by written notice or electronically transmitted notices mailed 30 days in advance of the Annual Meeting, and may include a tentative agenda and location of the meeting.
- d. A quorum of the general membership, as defined by these Bylaws, must be present in order to proceed with the elections and other business at the Annual Meeting.

6.2 Special Meetings.

- a. A Special Meeting of the general membership may be called by the President or five (5) members of CHNA to transact timely matters affecting CHNA. Notice shall be given at least one week prior to the meeting in the same manner as notice of an Annual Meeting and shall include the time, place and nature of the business to be transacted. No other business is in order at a Special Meeting.
- b. A quorum of the general membership, as defined by these Bylaws, must be present in order to proceed with the business at a Special Meeting.

6.3 Quorum. A quorum shall be defined as 25 or more voting members.

ARTICLE VII -- COMMITTEES

- 7.1 Committees, standing or special, shall be appointed by the President as the Board shall from time to time deem necessary to carry on the work of the association. Each committee shall consist of one or more directors and may include members and/or non-members of the association. The members of each committee established shall be subject to the approval of the Board.

ARTICLE VIII -- AMENDMENTS

- 8.1 These bylaws may be amended at the annual meeting of the association by a two-thirds (2/3) vote of the general membership present. Proposed amendments may be submitted in writing to the Board thirty (30) days prior to the annual meeting. Written notice or electronically transmitted notices of the proposed amendment(s) shall be included in the call of the Annual Meeting.

ARTICLE IX -- PARLIAMENTARY AUTHORITY

- 9.1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the association and its board of directors in all cases to which they are applicable and in which they are not inconsistent with Iowa Law, these Bylaws, and any special rules of order the association may adopt.

ARTICLE X - DISSOLUTION

- 10.1 If the College Hill Neighborhood Association is dissolved for any reason whatever, the Board of Directors shall dispose of the assets of the Corporation as provided in the Articles of Incorporation.

These bylaws were adopted on October 27, 1997.

These bylaws were revised on August 24, 2004.

Secretary, Board of Directors, CHNA

COLLEGE HILL NEIGHBORHOOD ASSOCIATION

STANDING RULES

I Membership Fees

A. Membership Levels

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| 1. | Booster | \$10.00 - 49.00 |
| 2. | Protector | \$50.00 - 99.00 |
| 3. | Preserver | \$100.00 - 249.00 |
| 4. | Champion | \$250.00 + |
| 5. | Business | \$25.00 |

B. The membership year is August 1 to July 31.

C. Membership is renewable yearly.

D. Membership is tax deductible.

II Lobbying Procedures.

A committee of board members may be appointed by the President and approved by the Board to present the concerns and goals of CHNA to city committees and commissions. This committee will be chaired by the President. The Board shall be active in advising the committee and in approving resolutions on matters that arise to assure unanimity to the mission of CHNA.

III Promotion of CHNA.

The President may appoint, with approval of the Board, a committee from board members to be a liaison to community groups to promote the mission of CHNA.

IV Media

The President may appoint, with approval of the Board, a Media Coordinator, Newsletter Editor and a Website Programmer to serve at the pleasure of the Board.

These Standing Rules were adopted on August 24, 2004.

Secretary, Board of Directors, CHNA