

Wellington Heights Association, Inc.

Bylaws

Article I Purpose

Section 1.01 Statement of Purpose

The purpose and mission of the Wellington Heights Association is to promote a sense of community, safety, well-being and the preservation and upkeep of this district. Cooperation, restoration, recreation and preservation. Founded in 1988.

1. To work for the increased peace, safety, prosperity and general well-being of its members and entire Wellington Heights neighborhood. Cooperation.
2. To create a positive image of Wellington Heights by promoting the name and by publicizing the activities and goals of the organization and its members. Restoration.
3. To foster pride and encourage involvement within the neighborhood by providing opportunities for participation in work and social events. Recreation.
4. To encourage homeowners, tenants, landlords, businesses, churches and government to cooperate for the common good of all. Preservation.

Article II Office and Official Records

Section 2.01 Principal Office

The principal office of this corporation will be fixed by the Board of Directors. This office, located at

392, 15th St. SE in Cedar Rapids, Iowa, or at another place in the State of Iowa as designated by the Board of Directors. Other locations for offices of this corporation must be designated by the Board of Directors.

Section 2.02 Official Records

Corporate minutes, and other records requested by law or as designated by the Board of Directors will be maintained at the principal office of the corporation. Financial and donation records will be kept at an off-site location.

Article III Membership

Section 3.01 Definition/Status

A member of the Wellington Heights Association shall be a person, 18 years of age or older who resides, owns property, or is employed within the Wellington Heights geographic area.

Section 3.02 Wellington Heights Neighborhood Defined

This neighborhood is defined as an area bordered by First Avenue SE, to Mt. Vernon Road SE (north side) and between 10th Street (east side) to 19th Street SE (west side).

Section 3.03 Rights of Members

Any member, as defined in Section 3.01 *Definition/Status* will have the right to:

- A. Vote at membership meetings, at which member is present.
- B. Seek or be nominated to run for the Board of Directors.
- C. Elect members to the Board of Directors.
- D. Amend these Bylaws as specified in Section 8.01 *Procedure*.

- E. Vote on any question of sale or pledge of real property owned and used for the operation of this Corporation or on any expenditure which exceeds \$5,000. A simple majority affirmative vote of those, present and voting, is required.
- F. Serve on the nominating committee.

Section 3.04 Meetings: General & Annual Membership

- A. General Meetings: will be held monthly, or as determined by the President along with the place and time determined.
- B. Annual Membership Meeting: will be held in February, or as determined by the President.
- C. Annual Meeting:
 - 1. Notice to the membership meeting shall be publicly posted on the Community Board in front of the garden, 390 15th street and all electronic means within reason, available to WHNA. This shall serve as a notice prior to the Annual meeting.
 - 2. Presiding officer: will be the President of the Board of Directors.
 - 3. Participation: members in attendance may participate in the business affairs of the meetings.
 - 4. Voting: a majority vote of members, present and voting, will be necessary for approval or disapproval of the action being voted upon.

Article IV Government

Section 4.01 Board of Directors

- A. Structure: The Board of Directors will consist of 7 (seven) members. Additionally, 3 board members as alternates. Alternates can act just as board members but without voting rights, unless due to the absence of a regular board member or to break a tie vote.
- B. Term of Office
 - 1. The offices will be filled at the annual membership meeting.
 - 2. Each elected member will hold office for two (2) years.
 - 3. No elected member will serve more than 4 (four) consecutive 2-year terms in the same board position. A board member may not be precluded from running for election under a different board position designation. If elected to serve a different board position, the clock would reset for the newly sought board position's two-year election term, with a four (4) consecutive term limit.

Office holders will be staggered so that the rotation of Board members will expire in different years.

- a1. President, treasurer and two (2) At-Large Board members will be elected in odd years. One alternate also in the odd years.
- a2. Vice-President, secretary and one (1) At-Large Board member will be elected in even years. Two of the three alternates in even years.
- C. Duties: as representatives of the membership the Directors will:
 - 1. Uphold the purpose of the association as stated in Section 1.01 *Statement of Purpose*.
 - 2. Uphold the highest interest of the membership in conducting the business of this Association.

3. Be conversant with these Bylaws and establish policy for the operation of this Association.
 4. Determine the business needs of this Association and authorize payments of funds for those purposes.
 5. Administer the property of this Association, both real and personal.
 6. Make determination on the sale or pledge of real or personal property belonging to this Corporation or any other expenditure. All decisions in favor of sale or pledge of real property or any expenditure exceeding \$5,000 will be presented to the membership at a properly constituted membership meeting to be voted in accordance with Section 3.03 *Rights of Members*.
 7. Set dates for the fiscal year.
 8. Maintain a set of internal accounting controls consistent with generally accepted accounting practices. A financial review will be performed annually. The review team will be decided by the Board of Directors. The Board of Directors may enlist the services of an outside accounting professional.
 9. Act to fill the unexpired term of any Director in accordance with Section 4.03 *Board of Directors - Vacancy and Replacement*.
10. The Board of Directors and/or Executive Committee may form a committee(s) as needed and will also review committees created by the membership.
11. In compliance with Internal Review Service regulations, keep or cause to be kept accurate records of gifts to the Association and acknowledge contributions in written acknowledgement by means of documentation via origins of, during financial deposit recordings.

Section 4.02 Board of Directors- Nominations and Election

A. Nominating Committee

A nominating committee shall be appointed at least two (2) months prior to the annual meeting.

The committee shall consist of three (3) members. The chair of the committee will be appointed from its three members.

1. The slate of nominees will be presented at the annual membership meeting. Other nominations from the floor will also be accepted at the annual meeting.
2. Written ballots are required if there are more nominees than there are positions to fill. The count is conducted by the Nominating committee and the chair will report the results to the membership. The nominee receiving the largest number of votes will be elected.

Section 4.03 Board of Directors- Vacancy and Replacement

A Board member may be removed when three (3) consecutive board meetings have been missed without notification. Additionally, for improper conduct or criminal mismanagement. A Board member may be unable to fulfill their term of service and resign. Removal will require a

unanimous vote of the Board (*excluding the accused board member*) The vote will take place at the next board meeting,
or as soon thereafter as possible, along with electing a replacement to serve the remainder of the term being vacated. After a resignation the membership will vote at the next meeting or soon thereafter as possible to elect the replacement that will serve the remainder of the term being vacated. The nominating committee can present a candidate for consideration.

Section 4.04 Board of Directors- Meetings and Quorum

A. Meetings

The regular business meeting of the Board of Directors will be held monthly, prior to the membership meeting, unless otherwise noted. These are typically closed meetings to the public but can be open with prior approval of the Board of Directors per a majority vote due to special circumstances.

B. Special Board of Directors Meetings

Special meetings are closed to the membership when they concern personnel or real estate matters.

C. Quorum: More than half of the board membership will constitute a quorum for the transaction of business. Alternate board members will act in place of a missing board director and have voting rights.

Section 4.05 Board of Directors-Officers

Officers of the Board of Directors will consist of a President, Vice-President, Secretary, Treasurer and three (3) At-Large. Officers, At-Large and alternate positions will be elected at an Annual Membership Meeting.

Duties of the Officers shall include:

A. President

1. Shall preside over the Board, General, Annual and Special Board meetings. Also retains the responsibilities and roles of the Executive Committee)
2. Abide by and enforce policies and procedures.
3. May make day to day operating decisions and is accountable to the Board for such decisions.
4. Sign such papers and documents, upon proper authorization, as may be necessary.
5. Controversial issues of a public or Wellington Heights Neighborhood Association nature will be taken to the Board for discussion and follow through.
6. Co-sign, with the Treasurer, or acting as in absence of an elected Treasurer, checks over \$500.00 (five hundred) dollars.

B. Vice-President

1. Assist the President. Also retains the responsibilities and roles of the Executive Committee.
2. Perform all the duties of the President in their absence.
3. Becomes President if the office of the presidency become vacant. In such a case, a new Vice-President and new Board member will be elected from the membership to

fill the remainder of the term. See Section 4.03 Board of Directors – *Vacancy and Replacement*.

C. Secretary

1. Keep, or cause to be kept, an accurate record of the minutes of all Board and membership meetings (general and annual). Also retains the responsibilities and roles of the Executive Committee.
2. Hold in custody and be responsible for all contracts to be kept at the principal office. Other documents will be kept in a safety deposit box.

D. Treasurer

1. Be custodian of the funds of the Wellington Heights Neighborhood Association. Pay out, or cause to be paid out, funds authorized by the Board. Also retains the responsibilities and roles of the Executive Committee.
2. Keep, or cause to be kept, a record of all financial transactions, submit a monthly financial report at each monthly board meeting. Additionally, a financial report along with the financial intuition's statements at the request of the other Board officers for examination.
3. Submit a general financial report, covering the last complete fiscal period, at the annual membership meeting.
4. Account, or cause to be counted, all funds received and if cash, in presence of another board_member and record, report to Secretary.
5. Place, or cause to be placed, the funds of this Association in the bank or other depository approved by the Board.
6. Submit financial reports to the Board for examination.
7. Submit all necessary information for IRS reports and audits to the Association accountant.
8. Co-sign, with the President, checks over \$500.00 (five hundred) dollars.

Article V Committees

5.01 Committees

1. The Executive Committee and/or board may form a committee, as needed.
2. Any member may propose a committee by submitting a proposal to the Board of Directors with a simple majority vote of approval.
3. It is recommended that a committee meet once per month.
4. Progress reports will be presented at board meetings.
5. Day to day action decisions will rest with the chair of the committee. The chair will also inform the Board of such action prior to the commencement of the action that requires financial decisions of more than \$50.00 per day. A simple majority vote of the board is required for approval. This can be by means of electronic voting with 2/3 vote for approval.
6. The Executive Committee after review, may stop, with a majority vote, a committee action until it is reviewed by the Board. The President of the Board will inform the chair of that committee of the Executive Committee's action and followed by a decision based on the board's vote by means of a simple majority.

7. Executive Committee- During what is deemed as an extreme emergency, the Executive Committee may be required to act on behalf of the Board of Directors, with the best interests of the association, between meetings and when addressing urgent situations or discovery using jurisdictional authority that requires immediate action. This would require a majority vote in an action taken. This would immediately be followed with reporting to the board during an emergency board meeting to acknowledge any actions and recording of voting. For instance, an extreme emergency example could be that of financial concerns, property matters or extreme circumstances. At all other times, the role of the Executive Committee is governed by the full board to ensure proper governance as set forth by the bylaws of the association.

Article VI Dissolution

6.01 Dissolution of Corporation

Should this corporation dissolve:

- A. After all debts have been paid the remaining property and/or funds will be donated to another non-profit organization(s). The Board of Directors will determine the organization(s) which will receive the donations.

Article VII Meeting Procedures

Section 7.01 Order of Business

The regular order of business of the Board of Directors and general membership meetings will be determined by the President and/or the Board of Directors.

Section 7.02 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the meetings of this corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

Article VIII Bylaws Amendments

Section 8.01 Procedure

- A. Amendments to these Bylaws must be made by the voting membership of this Corporation, at a legally constituted annual and/or general membership meeting. Written notice, setting forth the proposed amendment(s) or revised version, must be mailed, emailed or handed to members at least 30 days prior to the vote. A majority affirmative vote of all members, and board, present and voting, will be necessary to pass any amendment(s) to or revised version of these Bylaws. These Bylaws fully supersede all previous Bylaws adopted by the Wellington Heights Neighborhood Association Inc.
- B. Proposed Bylaw amendment(s) or revised version will be presented to the membership for discussion at least one (1) month prior to the annual meeting and/or general meeting.

- C. Amendments of the revised version that follows the 30-day review period and with voter approval at the annual and/or general meeting will be available to the public after that time.

Section 8.02-Date of Adoption

March 10th, 2020 with revisions to:

Sections-

Article 1, 1.01

Article 2, 2.01, 2.02

Article 3, 3.02, 3.02, 3.03 E, 3.04 C 1

Article 4, 4.01 A, B3, B3a1, B3a2, C10, C11, C12

Article 4, 4.03

Article 4, 4.04 A, C

Article 4, 4.05, 4.05A1, A6, B1, C1, C3, D1, D2, D4,

Article 5, 5.01, 1, 2, 3, 4, 5, 6, 7

Article 6, 6.01

ADOPTED this _____ day of _____, 2020

Wellington Heights Neighborhood Association, Inc.

By:

Robert M. Grafton, President

By:

Travis Kolder, Attest Secretary

Section 8.03 Revision History

Revisions adopted March 10th, 2020

Revisions adopted Feb. 26th, 2019

Revisions adopted Feb. 13th, 2018

Revisions adopted March 11th, 2003 of the 1997

Revisions adopted August 13, 1997

Revisions adopted Feb. 13th, 1997

Revisions adopted May 11th, 1995

Revisions adopted Nov. 12th 1991

Revisions adopted April 23, 1989

Various other versions of potential adopted bylaws are not available at this time.