

18

Date November 5, 2012

**MOTION TO RECEIVE, FILE AND EXPRESS NO OBJECTION TO THE PROPOSED AMENDMENTS TO THE BYLAWS OF NEIGHBORHOOD DEVELOPMENT CORPORATION**

WHEREAS, Neighborhood Development Corporation ("NDC") is an Iowa nonprofit corporation that is managed by a Board of Directors that contains some members appointed and subject to removal by the City Council, and that works with the City, Polk County, and other governmental units within Polk County to combat community deterioration through community re-development efforts designed to assist in the creation of housing, small business and employment opportunities in low to moderate income census tracks; and,

WHEREAS, the Board of Directors of NDC seeks to amend the corporation Bylaws as summarized in the accompanying letter from Heidi Wessels, NDC's Executive Director, and as more specifically described in the Amended Bylaws of the Neighborhood Development Corporation which is on file and available for public inspection in the office of the City Clerk; and,

WHEREAS, the existing Bylaws of the corporation require that any proposed amendment to the Bylaws be provided to the City of Des Moines at least five days prior to the Board voting on the adoption of the amendment; and,

WHEREAS, the City Manager recommends that the City Council receive and file the letter from Heidi Wessels, and make determination that the City Council has no objection to the proposed amendments to the Bylaws of NDC.

THEREFORE, IT IS MOVED by \_\_\_\_\_ to receive and file the letter from Neighborhood Development Corporation and to express that the City Council has no objection to the proposed amendments to the Bylaws of Neighborhood Development Corporation.

FORM APPROVED:

*Roger K. Brown*  
 Roger K. Brown, Assistant City Attorney

( Council Communication No. 12-559 )

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COUNCIL ACTION	YEAS	NAYS	PASS	ABSENT
COWNIE				
COLEMAN				
GRIESS				
HENSLEY				
MAHAFFEY				
MEYER				
MOORE				
TOTAL				
MOTION CARRIED			APPROVED	

**CERTIFICATE**

I, DIANE RAUH, City Clerk of said City hereby certify that at a meeting of the City Council of said City of Des Moines, held on the above date, among other proceedings the above was adopted.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year first above written.

\_\_\_\_\_  
 Mayor

\_\_\_\_\_  
 City Clerk

18

neighborhood  
DEVELOPMENT  
CORPORATION

October 19, 2012

Honorable Mayor Cownie and Member of Des Moines City Council  
400 Robert D Ray Drive  
Second Floor  
Des Moines, IA 50309

RE: Neighborhood Development Corporation (NDC)  
Proposed By-Law Amendments

Mayor Cownie and Member of City Council:

I respectfully request approval for the attached amendments to the Neighborhood Development Corporation's (NDC) by-laws. The proposed amendments were reviewed by the NDC Board of Directors on Thursday, October 18, 2012 and a motion was approved to present to the Des Moines City Council for approval.

Summary of the proposed amendments:

ARTICLE II- BOARD OF DIRECTORS- Section 2- Number

Changes the number of Board Members from 12 to 15

ARTICLE II- BOARD OF DIRECTORS Section 4- Qualification and Method of Appointment/Election

Directors 6-10 – Removes references to Polk County Board of Supervisors having to be notified of proposed Board appointments; Removes Polk County Supervisors ability to remove positions 6-10.

Creates Board Positions 13, 14, and 15

ARTICLE II- BOARD OF DIRECTORS Section 6- Annual Meeting

Changes annual meeting from October to November

ARTICLE II BOARD OF DIRECTORS Section 13 Resignation and Removal

Clarifies 'year' defined as January 1- December 31

ARTICLE III- OFFICERS Section 2- Nomination of Officers

Nominating committee is appointed by President to be held in *October* of each year  
Director's annual meeting is held in *November* of each year



**ARTICLE III- OFFICERS Section 3- Election and Term of Office**

**Changes the NDC annual meeting of the Board of Directors to *November***

**ARTICLE V- COMMITTEES OF THE BOARD OF DIRECTORS- Section 2- Committee Membership**

**Changes the NDC annual meeting of the Board of Directors to *November***

**This concludes the summary of proposed amendments to our By-Laws. I have attached the proposed revisions in long form. The proposed amendments are highlighted in blue.**

**Please contact me with questions you have regarding this request.**

Best regards,

A handwritten signature in black ink, appearing to read "Heidi Wessels". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

**Heidi Wessels  
Executive Director  
Neighborhood Development Corporation**

**cc: Diane Rauh, City of Des Moines  
Roger Brown, City of Des Moines  
Allen McKinley, City of Des Moines  
Matt Anderson, City of Des Moines**

**AMENDED BYLAWS OF  
NEIGHBORHOOD DEVELOPMENT CORPORATION**

July 16, 2008

*Amendments Approved - November 18, 2009*

*Proposed Amendments October 17, 2012*

**ARTICLE 1 - GENERAL PROVISIONS**

**Section 1. Principal Office**

The corporation shall have and shall continuously maintain its principal office in Des Moines, Polk County, Iowa.

**Section 2. Fiscal Year**

The fiscal year of the corporation shall end at the close of business on the last day of ~~December~~ June each year.

**Section 3. Conflict of Interest**

The directors and officers of the corporation shall abide by all provisions of the Iowa Nonprofit Business Corporation Act with respect to conflict of interest transactions. With respect to meetings of the Board of Directors, all directors who have a direct or indirect conflict of interest with respect to any transaction being considered by the Board of Directors shall disclose all material facts related to the direct or indirect conflict of interest and shall abstain from voting on the subject transaction.

**ARTICLE II - BOARD OF DIRECTORS**

**Section 1. General Powers**

The property, funds, affairs, and business of the corporation shall be managed by the Board of Directors. The Board of Directors shall have and is vested with unlimited powers and authority, except as may be expressly limited by law, the corporation's Articles of Incorporation, or these bylaws. The Board of Directors shall have the power to delegate to the Executive Director or others, any or all of its power, privileges and franchises, to seek the accomplishment of the corporation's purposes and objectives.

**Section 2. Number**

The number of directors shall be ~~twelve~~ fifteen (15). The number of directors may hereafter be further amended by majority vote of the Board of Directors to amend the Bylaws in order to reduce or increase the number of directors.

**Section 3. Term**

Each director shall hold office until his or her successor shall have been duly elected or appointed and shall have qualified or until his or her death, disqualification, resignation, or removal in the manner hereinafter provided.

Unless a director is disqualified, resigns, or is removed as provided herein, each person appointed to serve on the Board of Directors of the Neighborhood Development corporation shall serve on the Board of Directors until disqualified, until the Director resigns, or until the Neighborhood Development Corporation receives notification from the entity that has authority to remove and appoint the subject Director Position that the identity of the appointed representative has changed.

Director Positions 5 through 10 shall be appointed for staggered terms of three (3) years, ~~except that their initial term shall be for a period of one (1), two (2), or three (3) years as set forth in these Bylaws.~~ Directors appointed to Director Positions 5 through 10 shall not be allowed to serve more than two (2) consecutive full terms on the Board of Directors; however, a person appointed to Director Positions 5 through 10 may serve for more than two (2) full terms provided no more than (2) full terms are consecutive terms.

*What about new Positions 11 through 15?*

#### **Section 4. Qualification and Method of Appointment/Election**

The persons holding Director positions must at all times during their service be in compliance with the qualification provisions set forth below for his or her specific Director position. Non-compliance shall cause immediate disqualification and automatic removal from the Board of Directors.

##### **Director Position 1**

The person holding Director Position 1 shall be a representative of Polk County, Iowa. The person shall either be an elected official or be an employee of Polk County, Iowa with job duties that require the person to communicate directly and regularly with the county's elected officials.

Director Position 1 shall be appointed by the Board of Supervisors of Polk County, Iowa. The Board of Supervisors of Polk County, Iowa shall have the power to remove the person holding Director Position 1 and shall also have the power to appoint a person to Director Position 1 should a vacancy arise due to disqualification, resignation, or removal.

The Board of Supervisors of Polk County, Iowa may appoint an alternate for the Director Position 1. The alternate shall meet the qualifications of the Director Position 1 and shall be eligible to vote at board meetings in the absence of the person holding the Director Position 1.

##### **Director Position 2**

The person holding Director Position 2 shall be a representative of the City of Des Moines, Iowa. The person shall either be an elected official or be an employee of the City of Des Moines, Iowa with expertise in the area of community and neighborhood planning and with job duties that require the person to communicate directly and regularly with the city's elected officials.

Director Position 2 shall be appointed by the Des Moines City Council. The Des Moines City Council shall have the power to remove the person holding Director Position 2 and shall also have the power to

appoint a person to Director Position 2 should a vacancy arise due to disqualification, resignation, or removal.

The Des Moines City Council may appoint an alternate for the Director Position 2. The alternate shall meet the qualifications of the Director Position 2 and shall be eligible to vote at board meetings in the absence of the person holding the Director Position 2.

### **Director Position 3**

The person holding Director Position 3 shall be the Neighborhood Development Corporation's representative to the City of Des Moines, Iowa's Neighborhood Revitalization Board and shall possess experience, skills and knowledge that compliment the mission of the Neighborhood Development Corporation.

Director Position 3 shall be appointed by the Board of the Neighborhood Development Corporation but shall not assume office until three (3) weeks after the date Des Moines City Council has been notified of the proposed appointment by the Neighborhood Development Corporation. The Des Moines City Council shall have the power to remove the person holding Director Position 3. The Board of the Neighborhood Development Corporation shall have the power to appoint a person to Director Position 3 should a vacancy ever arise due to disqualification, resignation, or removal.

### **Director Position 4**

The person holding Director Position 4 shall be a representative of the Neighborhood Finance Corporation.

Director Position 4 shall be appointed by the Neighborhood Finance Corporation's Board of Directors which shall have the power to remove the person holding Director Position 4 and shall also have the power to appoint a person to Director Position 4 should a vacancy ever arise due to disqualification, resignation, or removal.

### **Director Position 5**

The person holding Director Position 5 shall be a resident of a Recognized, Designated, or Charter neighborhood located in low to moderate-income census tracts in the City of Des Moines, and shall possess experience, skills and knowledge that compliments the mission of the Neighborhood Development Corporation.

Director Position 5 shall be appointed by the Board of the Neighborhood Development Corporation but shall not assume office until three (3) weeks after the date Des Moines City Council has been notified of the proposed appointment by the Neighborhood Development Corporation. The Des Moines City Council shall have the power to remove the person holding Director Position 5. The Board of the Neighborhood Development Corporation shall have the power to appoint a person to Director Position 5 should a vacancy arise due to disqualification, resignation, or removal.

### **Director Position 6**

The person holding Director Position 6 shall be a resident of Polk County, Iowa, and shall possess experience, skills and knowledge that compliment the mission of the Neighborhood Development Corporation.

Director Position 6 shall be appointed by the Board of the Neighborhood Development Corporation but shall not assume office until three (3) weeks after the date ~~Polk County Board of Supervisors~~ Des Moines City Council has been notified of the proposed appointment by the Neighborhood Development Corporation. ~~The Polk County Board of Supervisors~~ Des Moines City Council shall have the power to remove the person holding Director Position 6. The Board of the Neighborhood Development Corporation shall have the power to appoint a person to Director Position 6 should a vacancy arise due to disqualification, resignation, or removal.

#### **Director Position 7**

The person holding Director Position 7 shall be a representative of the banking community.

Director Position 7 shall be appointed by the Board of the Neighborhood Development Corporation but shall not assume office until three (3) weeks after the date that the ~~Polk County Board of Supervisors and the Des Moines City Council~~ have been notified of the proposed appointment by the Neighborhood Development Corporation. ~~Either the Polk County Board of Supervisors or the Des Moines City Council~~ shall have the power to remove the person holding Director Position 7. The Neighborhood Development Corporation shall have the power to appoint a person to Director Position 7 should a vacancy arise due to disqualification, resignation, or removal.

#### **Director Position 8**

The person holding Director Position 8 shall be a representative of the development community.

Director Position 8 shall be appointed by the Board of the Neighborhood Development Corporation but shall not assume office until three (3) weeks after the date that the ~~Polk County Board of Supervisors and the Des Moines City Council~~ have been notified of the proposed appointment by the Neighborhood Development Corporation. ~~Either the Polk County Board of Supervisors or the Des Moines City Council~~ shall have the power to remove the person holding Director Position 8. The Neighborhood Development Corporation shall have the power to appoint a person to Director Position 8 should a vacancy arise due to disqualification, resignation.

#### **Director Position 9**

The person holding Director Position 9 shall be an architect and/or designer.

Director Position 9 shall be appointed by the Board of the Neighborhood Development Corporation but shall not assume office until three (3) weeks after the date that the ~~Polk County Board of Supervisors and the Des Moines City Council~~ have been notified of the proposed appointment by the Neighborhood Development Corporation. ~~Either the Polk County Board of Supervisors or the Des Moines City Council~~ shall have the power to remove the person holding Director Position 9. The Neighborhood Development Corporation shall have the power to appoint a person to Director Position 9 should a vacancy arise due to disqualification, resignation.

### **Director Position 10**

Director Position 10 shall be an at large position and shall be a person with the experience, skills, and knowledge that compliments the mission of the Neighborhood Development Corporation.

Director Position 10 shall be appointed by the Board of the Neighborhood Development Corporation but shall not assume office until three (3) weeks after the date that ~~the Polk County Board of Supervisors and the Des Moines City Council have~~ been notified of the proposed appointment by the Neighborhood Development Corporation. ~~Either the Polk County Board of Supervisors or the Des Moines City Council shall have the power to remove the person holding Director Position 10. The Neighborhood Development Corporation shall have the power to appoint a person to Director Position 10 should a vacancy arise due to disqualification, resignation.~~

### **Director Position 11**

The person holding Director Position 11 shall be a representative of the City of Des Moines, Iowa. The person shall either be an elected official or be an employee of the city of Des Moines, Iowa with expertise in the area of economic development and with job duties that require the person to communicate directly and regularly with the city's elected officials.

Director Position 11 shall be appointed by the Des Moines City Council. The Des Moines City Council shall have the power to remove the person holding Director Position 11 and shall also have the power to appoint a person to Director Position 11 should a vacancy arise due to disqualification, resignation, or removal.

The Des Moines City Council may appoint an alternate for the director Position 11. The alternate shall meet the qualifications of the Director Position 11 and shall be eligible to vote at board meetings in the absence of the person holding the Director Position 11.

### **Director Position 12**

The person holding Director Position 12 shall be a representative of the City of Des Moines' Neighborhood Revitalization Board.

Director Position 12 shall be appointed by the Neighborhood Revitalization Board which shall have the power to remove the person holding Director Position 12 and shall also have the power to appoint a person to Director Position 12 should a vacancy ever arise due to disqualification, resignation, or removal.

### **Director Position 13**

Director Position 13 shall be an at large position and shall be a person with the experience, skills, and knowledge that compliments the mission of the Neighborhood Development Corporation.

Director Position 13 shall be appointed by the Board of the Neighborhood Development Corporation but shall not assume office until three (3) weeks after the date that the Des Moines City Council has been notified of the proposed appointment by the Neighborhood Development Corporation. The Des Moines



City Council shall have the power to remove the person holding Director Position 13. The Neighborhood Development Corporation shall have the power to appoint a person to Director Position 13 should a vacancy arise due to disqualification, resignation.

#### Director Position 14

Director Position 14 shall be an at large position and shall be a person with the experience, skills, and knowledge that compliments the mission of the Neighborhood Development Corporation.

Director Position 14 shall be appointed by the Board of the Neighborhood Development Corporation but shall not assume office until three (3) weeks after the date that the Des Moines City Council has been notified of the proposed appointment by the Neighborhood Development Corporation. The Des Moines City Council shall have the power to remove the person holding Director Position 14. The Neighborhood Development Corporation shall have the power to appoint a person to Director Position 14 should a vacancy arise due to disqualification, resignation.

#### Director Position 15

The person holding Director Position 15 shall be a representative of the City of Des Moines, Iowa. The person shall either be an elected official or be an employee of the City of Des Moines, Iowa, with job duties that require the person to communicate directly and regularly with the city's elected officials.

Director Position 15 shall be appointed by the Des Moines City Council. The Des Moines City Council shall have the power to remove the person holding Director Position 15 and shall also have the power to appoint a person to Director Position 15 should a vacancy arise due to disqualification, resignation, or removal.

### **Section 5. Ex Officio Appointments**

The Board of Directors of the Neighborhood Development Corporation may invite individuals to serve as ex officio members of the Board. An ex officio member is expected to attend board meetings, including closed sessions, and to participate in discussions. An ex officio member may not offer motions, amendments to motions, second motions or vote on motions before the Board.

Ex officio members should have experience, skills and knowledge that compliments the mission the Neighborhood Development Corporation, and shall serve for a term of two (2) years, unless removed by a majority vote of the Board.

The maximum number of the ex officio members of the Board at any time shall be two (2).

### **Section 6. Annual Meeting**

The annual meeting of the Board of Directors shall be held in ~~June-October~~ November at a date, time, and location to be designated by the Board of Directors. At least seven (7) days notice to directors must be given.

### **Section 7. Regular Meetings**

Regular meetings of the Board of Directors shall be held at least once a month at such time and place as may be designated by the Board of Directors. At least four (4) days notice to directors must be given.

### **Section 8. Special Meetings**

Special meetings may be called by the Executive Director or by a majority of the Board of Directors by giving two (2) days notice or without notice if notice be waived in writing by all directors either before or after the meeting.

### **Section 9. Notice**

Notice of any meeting of the Board of Directors shall be given by oral or written notice delivered personally, e-mailed or mailed to each director at his or her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

### **Section 10. Quorum**

A majority of filled board positions, but not less than Seven (7) members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than seven (7) directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

### **Section 11. Voting**

All questions at a meeting of the Board of Directors shall be decided by a majority vote of the directors entitled to vote and present in person (or via phone) at the meeting. Each director shall be entitled to one (1) vote. An absent director shall not be allowed to vote by proxy.

### **Section 12. Action Without Meeting**

Any action required or permitted by law or the Articles of Incorporation or these Bylaws to be taken at any meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action shall be signed by all of the directors then in office.

### **Section 13. Resignation and Removal**

Any director may at any time resign by serving written notice thereof on the remaining directors.

Membership on the Board of Directors may also be terminated by passage of a removal resolution of the Board of Directors after any director has missed more than three consecutive or four total out of any 12 consecutive meetings per year (year being defined as the period from ~~July-January 1~~ through the ~~succeeding June 30~~December 31).

#### **Section 14. Compensation**

Directors shall serve without compensation, except reasonable expenses shall be paid. However, to the extent deemed necessary by the corporation, the corporation may retain the services of a director other than in his or her capacity as a director and the director may be compensated for services so rendered as the Board of Directors may from time to time deem appropriate.

#### **Section 14. 15. Parliamentary Procedure**

Robert's Rules of Order shall govern all questions of parliamentary procedure not covered by these Bylaws or the Iowa Nonprofit Corporation Act.

### **ARTICLE III - OFFICERS**

#### **Section 1. Officers**

The officers of the corporation shall be a President, Vice-President, ~~Past President~~, Executive Director, Secretary, ~~Assistant Secretary~~, and Treasurer, each of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person.

#### **Section 2. Nomination of Officers**

A nominating committee will be appointed by the President in ~~May-September~~October of each year. The nominating committee will submit its nomination of officers for the coming year to the Board of Directors at the annual meeting held in ~~June-October~~November of each year. Any nomination submitted must be with the consent of the nominee. Additional nominations may be made from the floor with the consent of the nominee.

#### **Section 3. Election and Term of Office**

The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors held in ~~June-October~~November of each year or as soon thereafter as convenient. The annual election of officers shall take place at the annual meeting after the Board of Directors has elected directors to replace those directors whose terms are expiring. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified or until the officer's disqualification, death, resignation or removal in the manner hereinafter provided.

#### **Section 4. Resignation**

Any officer may at any time resign by serving written notice thereof on the Board of Directors. Such resignation shall take effect upon receipt thereof or at any later time specified therein and, unless otherwise specified therein, acceptance thereof shall not be necessary to make it effective.

#### **Section 5. Removal**

Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

#### **Section 6. Vacancies**

A vacancy in any office because of death, disqualification, resignation, or removal shall be filled by the Board of Directors for the unexpired portion of the term.

#### **Section 7. President**

The President shall be a member of the corporation's Board of Directors and shall, when present, preside at all meetings of the Board of Directors. The President shall perform such other duties as may from time to time be assigned by the Board of Directors.

#### **Section 8. Vice-President**

The Vice-President shall be a member of the corporation's Board of Directors and shall, in the absence of the President or in the event of the President's death, inability, or refusal to act, perform the duties of the President. The Vice-President shall perform such other duties as may from time to time be assigned by the Board of Directors.

#### **Section 9. Executive Director**

The Executive Director shall not be a member of the Board of Directors. The Executive Director shall be the principle executive officer of the corporation and shall, subject to the control of the Board of Directors, have general charge of and direct the operations of the corporation. The Executive Director shall keep the Board of Directors fully informed and shall consult with them concerning the business of the corporation. The Executive Director shall have the authority to sign and execute all contracts, checks, deeds, mortgages, bonds, leases, or other obligations on behalf of the corporation as the Executive Director may deem necessary or proper in the course of the corporation's regular business, or which shall be authorized by the Board of Directors. The Executive Director may sign in the name of the corporation reports and all other documents and instruments, which are necessary or proper in the course of the corporation's business. The Executive Director shall perform all duties incident to the office, as herein defined, and all such other duties as from time to time may be assigned by the Board of Directors.

#### **Section 10. Secretary**

The Secretary shall be a member of the Board of Directors and shall: (a) keep the minutes of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be the custodian of the

corporate records; and (d) perform such other duties as from time to time may be assigned by the Board of Directors.

#### **Section 11. Assistant Secretary**

~~An Assistant Secretary may be appointed by the corporation's Board of Directors. The Assistant Secretary shall perform such duties as from time to time may be assigned by the Board of Directors.~~

#### **Section 113. Treasurer**

The Treasurer may be a member or non-member of the Board of Directors. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; keep full and accurate records and accounts of the transactions and financial condition of the corporation, and see that all expenditures are duly authorized and evidenced by proper receipts and vouchers; (b) deposit in the name of the corporation in such depository or depositories approved by the Board of Directors, all moneys that come into the Treasurer's hands for the corporation's account; (c) make a full report of the financial condition of the corporation when and as requested by the Board of Directors; and (d) in general, perform such duties as may from time to time be assigned by the Executive Director or the Board of Directors. The Treasurer's books and accounts shall be open during business hours to the inspection of any director. The Treasurer shall, as required by the Board of Directors, give bond in such form and with such sureties as shall be required by the Board of Directors.

#### **Section 123. Other Assistants and Acting Officers**

The Board of Directors or any officer, duly authorized by the Board of Directors, may appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever it is impractical for such officer to act personally, and such assistant or acting officer may perform all the duties of the office to which appointed as assistant, except as such power may otherwise be defined or restricted by the Board or the appointing officer.

#### **Section 134. Salaries**

The President, Vice-President, Secretary, and Treasurer shall serve without compensation, except reasonable expenses shall be paid. However, to the extent deemed necessary by the corporation, the corporation may retain the services of the President, Vice-President, Secretary, and Treasurer other than in their capacity as such officers and they may be compensated for services so rendered as the Board of Directors may from time to time deem appropriate. The salaries of the Executive Director and all assistant officers and acting officers shall be fixed from time to time by the Board of Directors.

### **ARTICLE IV - WRITTEN INSTRUMENTS, LOANS, CHECKS AND DEPOSITS**

#### **Section 1. Written Instruments**

All deeds and mortgages made by the corporation and all other written contracts and agreements involving amounts in excess of Ten Thousand Dollars (\$10,000) to which the corporation is a party shall be executed in its name by the President or Executive Director and attested by the Secretary, Vice

President, or Treasurer. All other written contracts and agreements, which involve amounts of Ten Thousand Dollars (\$10,000) or less to which the Corporation is a party may be executed in its name by either the president or the Executive Director.

### **Section 2. Loans**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### **Section 3. Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the Executive Director or by such officer or officers, agent or agents of the corporation as shall be determined and authorized by resolution of the Board of Directors.

### **Section 4. Deposits**

All corporate funds not otherwise employed shall be deposited to the credit of the corporation at such banks, savings and loans, credit unions, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE V - COMMITTEES OF THE BOARD OF DIRECTORS**

### **Section 1. General**

The Executive Director, with the Board of Directors' concurrence, may establish and appoint standing and special committees as shall be deemed desirable for the endeavors of the corporation. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers, except those specifically conferred by action of the Board of Directors. Upon the completion of the task(s) assigned to any special committee, the special committee shall be discharged.

### **Section 2. Committee Membership**

Persons who are not directors or officers of the corporation may be appointed to serve on standing or special committees. The Executive Director or his/her designee shall be a full or advisory member of each committee. All members of standing or special committees shall serve at the pleasure of the Board of Directors. The Board of Directors shall review and reappoint persons to membership on all standing and special committees at the corporation's annual meeting held in ~~June-October~~ November of each year.

### **Section 3. Reports**

Except as otherwise provided in the Board of Directors resolution approving the establishment and appointment of a standing or special committee, all committees shall maintain written agendas and/or minutes of their meetings, which shall be available to the Board of Directors. Each committee shall report its activities to the Board of Directors as necessary.

#### **Section 4. Meetings**

All committees shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties.

### **ARTICLE VI - EXECUTIVE COMMITTEE**

#### **Section 1. Appointment**

An Executive Committee shall be appointed and shall consist of the following persons:

President, ~~Past President (to the extent that the Past President is still a member of the Board of Directors)~~, Executive Director, Vice-President, Secretary, and Treasurer.

#### **Section 2. Authority**

The Executive Committee shall have the authority to transact the business of the Board of Directors between meetings of the Board of Directors, except to the extent, if any, that such authority shall be limited by resolution of the Board of Directors and except also that the Executive Committee shall not have the authority of the Board of Directors to make major policy decisions including without limitation amending the Articles of Incorporation, adopting a plan of merger or consolidation, approving the sale, lease or other disposition of all or substantially all of the assets of the Corporation otherwise than in the usual and regular course of its business, approving a voluntary dissolution of the Corporation or a revocation thereof, or amending the Bylaws of the Corporation.

#### **Section 3. Meetings**

Regular meetings of the Executive Committee may be held without special notice at such time and places as the Executive Committee may fix from time to time. Special meetings of the Executive Committee may be called by any member thereof upon not less than three (3) days' notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her personal or business address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

#### **Section 4. Quorum and Voting**

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and any action of the Executive Committee must be authorized by the affirmative vote of a majority of the members of the Executive Committee.

#### **Section 5. Action Without a Meeting**

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

#### **Section 6. Procedure**

The Executive Committee may establish its own rules of procedure, which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

### **ARTICLE VII- SEAL**

The corporation shall have no corporate seal.

### **ARTICLE VIII - INDEMNIFICATION**

#### **Section 1. Indemnification - Third Party Actions**

Except for any prohibition against indemnification specifically set forth in these Bylaws or in chapter 504A, Code of Iowa, at the time indemnification is sought by any director, officer, employee, volunteer or agent of the corporation, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, volunteer or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise (such serving as a director, officer, employee or agent of the corporation or at the request of the corporation referred to herein as "serving on behalf of or at the corporation's request"), against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

#### **Section 2. Indemnification - Further Provisions**



If a director, officer, employee, volunteer or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith. Any other indemnification (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that the indemnification of such person is proper because he or she has met the applicable standard of conduct set forth in Section 1; such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of all directors not parties to such action, suit, or proceedings; or (2) in a written opinion by special independent counsel selected by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit, or proceedings; or (3) if the requisite quorum of the full Board of Directors cannot be obtained through disinterested directors, in a written opinion by special independent legal counsel selected by a majority vote of the full Board of Directors in which directors who are parties may participate. Expenses incurred by defending a civil or criminal action, suit, or proceedings may be paid by the corporation in advance of the final disposition of such action, suit, or proceedings as authorized in the manner provided in this Section 2 upon receipt of an undertaking by or on behalf of such person that such person believes in good faith that he or she has met the applicable standard of conduct set forth in Section 1 and that such person will repay such amount unless it shall be ultimately determined that he or she is entitled to be indemnified as authorized herein. The indemnification and advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any provision in the articles of incorporation or Bylaws, any agreement, any vote of members or disinterested directors, or otherwise, both as to actions in the person's official capacity entitling the person to indemnification and advancement of expenses under these provisions and as to actions in other capacities concurrently held by those seeking indemnification or advancement of expenses. However, no person shall be provided indemnification by any provision of the articles of incorporation or bylaws, by any agreement, or otherwise, for any breach of a duty of loyalty to the corporation or its members, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee, volunteer, or agent and shall inure to the benefit of the heirs, executors, personal representatives, and administrators of such a person. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the corporation's request against any liability asserted against him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions thereof.

#### ARTICLE IX - AMENDMENTS

These Bylaws shall be subject to amendment, alteration, or repeal in whole or in part or new Bylaws may be adopted by the vote of the majority of the directors then in office at any meeting of the Board of Directors; provided, however, that written notice of intention to make, amend, or repeal the Bylaws in whole or in part, or to adopt new Bylaws, shall have been given in the notice of such meeting, unless all directors then in office shall unanimously vote in favor of any such amendment, alteration, or repeal.

Notification of any proposed amendment to these Bylaws must be provided to the City of Des Moines and

any other grantor entity that has so requested, at least five days prior to the Board voting on the adoption of the amendment.

Notwithstanding any other provision of this Article, no amendment shall be made so as to avoid limitations imposed by the Articles of Incorporation.

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Secretary of the Corporation