

RIVER BEND ASSOCIATION, INC.

BYLAWS

AMENDED DECEMBER 19, 2022

Article I. Office

The principal office of the Corporation (hereinafter referred to as the Association or Corporation) shall be at such location within the City of Des Moines as shall be determined by the Board of Directors.

Article II. Membership

Section 1. Qualifications for Voting Membership

To qualify as a voting member of this Corporation, one must have a principal place of residence, or be the designated representative of a business or organization, or own real estate within the boundaries of the area defined herein as River Bend Neighborhood. To be a member, one must be eighteen years of age or older.

Section 2. Qualifications for Non-Voting Membership

Anyone who meets the age requirement and wishes to associate with this organization may join as a non-voting member. Non-voting members are not eligible for positions on the Board of Directors, nor may they vote at any meeting of the Corporation.

Article III. Meetings of Members

Section 1. Annual Meeting

An annual meeting of the members shall be held during the month of December in each year, with the exact date, time, place and method of meeting to be established by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meeting

Special meetings of the members may be called by the Board of Directors or shall be called on the written request of not fewer than fifteen members of the Association.

Section 3. Notice of Meetings

Notice of annual and special meetings shall be by electronic mail to members who have provided the Board with valid email addresses, and/or by regular mail or personal delivery to members who have not provided the Board with valid email addresses. Notice of annual and special meetings shall be sent to each member, not less than five (5) days or more than thirty (30) days before the date of the meeting. The notice shall contain the purpose(s) of the meeting and the exact date, time, place and method (e.g. virtual link) of the meeting.

Section 4. Regular Membership Meetings

Regular membership meetings shall be held at the dates, times and places as determined by the resolution of the Board of Directors at their annual meeting. The Board of Directors may change the schedule of regular membership meetings by a resolution of the Board. Public notification to the membership shall be at least five (5) days prior to the change

Section 5. Place of Meetings

The Board of Directors may designate any place or method in Polk County, Iowa as the place of meeting for any annual meeting, special meeting, or regular membership meeting.

Section 6. Manner of Acting

Fifteen voting members shall constitute a quorum at any annual or special meeting of the Association at which action is taken.

Section 7. Open Meetings

Meetings are open to all interested persons.

Section 8. Conduct of Meetings

All meetings of the Corporation shall be conducted according to Robert's Rules of Order, Newly Revised. Committee meetings may be conducted by Robert's Rules of Order, Newly Revised at the discretion of the chairperson if deemed necessary.

At any meeting the presiding Officer may declare an executive session for the purposes of discussing confidential or sensitive matters. Only those at the specific direction of the presiding Officer may be present during an executive session.

Article IV. Board Members

Section 1. General Powers

The business of the Association shall be managed by its Board of Directors. The Board of Directors shall not be held individually liable for any accident or injury resulting from any Association sponsored event.

Section 2. Number, Term and Qualifications

The number of positions on the Board of Directors shall be nine (9), with one-third (1/3) elected annually. At least a majority of members of the Board shall be owner-occupants of the River Bend neighborhood.

Directors shall be elected for terms of three (3) years each and may serve only a total of two (2) consecutive terms. Any term filled as the result of a vacancy, the remainder of which is less than eighteen months, shall not be considered a "term" for purposes of computing consecutive terms in this paragraph. Any term filled as the result of a vacancy, the remainder of which is more than eighteen months, shall be considered a "term" for purposes of computing consecutive terms under this paragraph.

Directors must have been a voting member of the Association for a minimum of one (1) year immediately prior to election to the Board of Directors to be eligible to serve on the Board. At the discretion of the Board of Directors, the Board may choose to temporarily alter the eligibility requirements to serve on the Board. The Board must establish a timeframe for this temporary alteration with a start and end date. Any change and the temporary alteration timeframe must be approved by two-thirds (2/3) of the sitting Board of Directors and must be approved by the majority of the general members present at the current or next meeting of the membership.

No more than one person within an immediate family may be elected as a Board member. 'Immediate family' shall be defined as a spouse, child, stepchild, parent, stepparent, father or mother-in-law, brother, sister, grandparent, grandchildren, stepsister or brother, or other such relative. Only one person per address or household may serve on the Board at a time.

Members of the Board of Directors are expected to attend meetings. Directors missing four consecutive regularly scheduled meetings (board or membership) may be replaced by majority vote of the Board.

Section 3. Annual Meetings

A regular annual meeting of the Board of Directors shall be held within sixty (60) days after the annual meeting of the membership, at a time and place fixed by call of the President. Such annual meeting may have the purpose of training, planning, and transaction of other business. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board, without notice other than this resolution.

Section 4. Special Meeting and Notices

Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may designate any place or method within Polk County as

the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board shall endeavor to be given at least four (4) days before the meeting, by written notice delivered by electronic mail to each Director who have provided the Board with valid email addresses, and by regular mail or personal delivery to Directors who have not provided the Board with valid email addresses. The purpose of any special meeting of the Board of Directors shall be specified in the notice.

Section 5. Quorum

The majority of the sitting Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise herein provided.

Section 7. Vacancies

A vacancy on the Board of Directors may be filled by appointment of the Board of Directors. The appointment shall be affirmed by a majority vote of those present at the next general membership meeting after the appointment. A Director appointed by the Board to fill a vacancy shall serve and complete the unexpired term of the predecessor in office.

Section 8. Informal Action of Directors

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting with consent of the majority of the Board. The action so taken shall be written and subsequently signed by all of the Directors indicating their vote and entered into the official minutes of the Association. For the purpose of this section, email (and other verified electronic or digital platforms) votes shall constitute a valid written and signed record of Informal Actions and should be appended to the minutes of the next meeting of the Board or General Membership, as appropriate.

Section 9. Ex-Officio Members

The Board may designate a maximum of two (2) members to serve in an ex-officio capacity, with all the privileges to Board membership. The term of an ex-officio member is one (1) year. Article IV, Section 2 shall not apply to ex-officio members. Ex-officio member is a non-voting position.

Article V. Voting

There shall be no proxy voting. A motion to conduct any vote by a secret ballot may be moved at any time, prior to the announcement of a final tally. Such a motion requires a second, is not debatable, and requires a simple majority to pass.

Article VI. Officers

Section 1. Officers

The Officers of the Association shall be members of the Board of Directors and shall include a President, a Vice President, a Secretary, a Treasurer, and such other Officers as maybe elected in accordance with the provision of this Article. The Board of Directors may elect one (1) or more Assistant Secretaries or one (1) or more Assistant Treasurers as may be needed.

Section 2. Election and Term of Office

The Officers of the Association shall be elected annually by the Board of Directors at their annual meeting. If the election of Officers shall not be held at their annual meeting, such election shall be held as soon thereafter as convenient. The general membership present at the next membership meeting shall vote whether or not to affirm the election of the Officers on the Board of Directors by majority vote.

Each Officer shall hold office until his/her successor shall be duly elected and qualified, or until he/she is removed from office by two-thirds (2/3) vote of the Board of Directors

Section 3. Vacancies

A vacancy in any office that occurs for any reason may be filled by the Board of Directors for the duration of the term. The general membership present at the next membership meeting shall vote whether or not to affirm the appointment by majority vote.

Section 4. President

The President shall preside at all meetings of the Board of Directors. The President shall sign with the Secretary or any other Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other Officer or agent of the Association, and in general, the President shall perform all duties incidental to the office of President and such other duties which shall be prescribed by the Board of Directors from time to time.

Section 5. Vice President

In the absence of the President or in the event of the President's inability to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Treasurer

If required by the Board of Directors, the Treasurer shall be bonded in the amounts determined by the Board of Directors. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Association; receive and give receipt for money due and payable to the Association in such bank, trust corporation, and other depositories as shall be selected in accordance with Article VII of these Bylaws; and in general perform all the duties incidental to the Office of Treasurer and such other duties as from time to time may be assigned by the President of the Board of Directors.

Section 7. Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors and maintain a record of votes cast by members of the Board, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the Association records, keep a register of the post office address and contact information of each member, and in general perform all duties incidental to the Office of Secretary, and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 8. Assistant Treasurer and Assistant Secretaries

If required by the Board of Directors, Assistant Treasurers shall be bonded in amounts determined by the Board of Directors. Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or by the Board of Directors.

Section 9. Employees

The Board of Directors may employ such full or part-time employees as are needed to carry out the program of the Association. The salary or wages and other terms of employment shall be set by the Board of Directors who may enter into contracts of employment with such employees on behalf of the Association except that, with respect to all employees other than the Executive Director, the Board of Directors may delegate authority to the Executive Director to hire or dismiss employees. If required by the Board of Directors, any or all employees shall be bonded in amounts determined by the Board of Directors

Section 10. Special Appointments

The Board of Directors may appoint a sergeant-at-arms and/or a parliamentarian to serve as non-voting members of the Board of Directors.

Article VII. Committees

Section 1. Bylaws Committee

A Bylaws Committee may be appointed by the Board of Directors for the purpose of reviewing the bylaws and, at the committee's discretion, suggesting changes.

Section 2. Review Committee

A Review Committee shall be appointed by the Board of Directors at its regular annual meeting for the purpose of reviewing the Treasurer's expenditures, deposits and reports (quarterly or at the direction of the Board) and to assist the Treasurer with other financial matters of the Corporation.

Section 3. Committees

The Board of Directors may designate and appoint committees which shall perform such functions as shall be deemed necessary.

Article VIII. Contracts, Checks, Deposits, and Funds

Section 1. Contracts

The Board of Directors may authorize any two (2) Officers of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such persons at least two (2) in number and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer, and counter-signed by the President or Vice President of the Association.

Section 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, savings and loan associations, trust companies, or other depositories as the Board of Directors may elect.

Section 4. Investment

Any funds of the Association which are not needed currently for the activities of the Association may at the discretion of the Board of Directors be invested in such investments as are permitted by law.

Section 5. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or device for the general purpose of the Association.

Article IX. Books and Records

The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority delegated by the Board of Directors; and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney, for any purpose at any reasonable time. Such books and records shall be subject to review on an annual basis.

Article X. Fiscal Year

The fiscal year of the Association shall be the calendar year.

Article XI. Dues

Annual dues shall be required from all members of the Association, with membership categories and dues determined by the Board of Directors. Unless otherwise specified, the annual dues shall be \$12.00 per calendar year and shall be effective January 1 to December 31 each year. Dues shall be pro-rated for new members at \$1 per month for the remainder of the calendar year.

Article XII. River Bend Neighborhood

The River Bend Neighborhood of Des Moines, Iowa shall constitute the area as designated by the Board of Directors and must be affirmed by the majority of the general membership at the next general membership meeting. The boundary limits shall be University Avenue, the rear property lines of those properties located along the western side of 9th Street, and the Des Moines River. The boundary limits may be changed from time to time by action of the Board and must be affirmed by the majority of the general membership at the next general membership meeting.

Article XIII. Amendments to the Bylaws

These bylaws may be altered, amended, repealed, or suspended and new bylaws may be adopted in whole or in part by a two-thirds (2/3) majority vote of the members of the Association present at a special or annual meeting. At least ten (10) days prior written notice, either by electronic or physical mail, setting forth the proposed action shall be given to the members.

Bylaws as approved at the December 19, 2022 Annual Membership Meeting