

SOUTH CAMPUS AREA NEIGHBORHOOD ASSOCIATION, INC.  
BY LAWS

Article I  
Office

The principal office of the corporation thereafter referred to as the association, shall be at such location within the City of Ames as shall be determined by the Board of Directors where the corporation shall maintain a registered office and registered agent.

Article II  
Members

Section 1. Membership in the association is open to all persons who subscribe to the purposes of the association as set forth in the Articles of Incorporation.

Section 2. Any person who is eligible for membership in the association may become a member upon filing application with the association indicating such person's desire to become a member of the association and remaining current with annual dues. Each member of the association shall be entitled to one vote on each matter submitted to a vote of the members except as otherwise provided by statute. Membership shall not be transferable or assignable.

Section 3. The Secretary of the association shall purge the membership role of persons not eligible for membership as defined in Article II, Section 2, and a current membership roll shall be provided at the November meeting of each year. No membership certificates of the association shall be required.

Article III  
Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held during the month of September in each year, with the exact date, time and place 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 Meetings. 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. Place of Meetings. The Board of Directors may designate any place within Ames as the place of meeting for any annual meeting or special meeting.

Section 4. Notice of Meetings. Written notice stating the exact date time and place of any meeting of members shall be delivered, either personally, by mail, or electronically to each member not fewer than five nor more than thirty days before the date of such meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. If sent by electronic mail, the notice of a meeting shall be deemed delivered when an electronic receipt so indicating delivery is returned to the Secretary or President. The purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. Manner of Acting. A minimum of fifteen members shall be present at any annual, quarterly or special meeting of the association at which action is taken. Voting on any question or in any election may be by voice unless the chair of the meeting shall order or any member shall demand that voting be by ballot.

Section 6. Informal Action by Members. Any action required to be taken at a meeting of the members of the corporation, or any other action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (a) by all the members entitled to vote with respect to the subject matter thereof or (b) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only (a) if, at least five days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (b) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

Section 7. Fixing of Record Date. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 30 days and, for a meeting of members, not less than 5 days, before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

#### Article IV Board of Directors

Section 1. General Powers. The business of the association shall be managed by its Board of Directors. Liability insurance shall be reviewed on an annual basis. The Board of Directors shall not be held individually liable for any accident or injury resulting from an association sponsored event.

Section 2. Number, Tenure and Qualifications. The number of members on the Board of Directors shall be nine. At least five shall be owner-occupants of property within the South Campus Area Neighborhood defined in Article XIII. One shall be an ex-officio appointment from the ISU Greek houses, approved by the Assistant Dean of Students for Greek Affairs or their successor. Directors shall be elected for a term of three years or, in the case of ex-officio appointments, for a term of one year. Terms shall be staggered so that one-third of the directors will be elected or appointed each year.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held in September, without other notice than this bylaw, for the purpose of electing officers and for the 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 other notice than this resolution.

Section 4. Special Meeting and Notice. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors. The person or persons authorized to call special meetings of the board may designate any place within the City of Ames as the place for holding any special meeting of the board called by them. Notice of any special meeting of the Board of Directors shall be received at least two days previously thereto by written notice delivered personally or sent by mail or electronic mail with electronic receipt of delivery to each director at his address as shown by the records of the association. The purpose of any special meeting of the Board of Directors shall be specified in the notice.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, but if fewer than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

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. Robert's Rule of Order newly revised shall govern the deliberations of the Board of Directors except as they may be modified by these bylaws.

Section 7. Election of Directors and Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors at the next regularly scheduled meeting. Directors elected to fill a vacancy occurring prior to the expiration of a term shall be elected for the unexpired term of their 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 directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors and entered into the official minutes of the association.

Section 9. Attendance of Directors. If any director has more than three unexcused absences in any association year from any regular meetings, then this shall be considered a resignation from the board. The Board of Directors, by two-thirds majority vote of members present at a regularly scheduled meeting, may grant, at its discretion excused absence from one or more than one meeting.

## Article V 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 may be elected in accordance with the provisions of this article.

Section 2. Election and Term of Office. The officers of the association, with the exception of the Treasurer and Secretary, shall be elected annually by the Board of Directors at the September meeting of the Board of Directors. The Treasurer shall be elected in even years and the Secretary in odd years, each for a two year term, by the Board of Directors at the October meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. 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 vote of the Board of Directors.

Section 3. Vacancies. A vacancy in any office which occurs for any reason may be filled by the Board of Directors for the duration of the term.

Section 4. President. The President shall preside at all meetings of the Board of Directors. The President may sign with the Secretary or any other proper officer of the association authorized by the Board of Directors, any deed, mortgage, 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 and agent of the association; and in general, the President shall perform all duties incident 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 or refusal 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 may be bonded in 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 from any Source whatsoever and deposit such monies in the name of 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 incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; publish such minutes of meetings as may be directed by the Board of Directors; be custodian of the association records; keep a register of the post office address of each member and in general perform all duties incident to the office of Secretary; and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary shall provide a copy of the minutes and notice of the next board meeting one week before the meeting to all board members.

Section 8. 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 may be bonded in amounts determined by the Board of Directors.

## Article VI Committees

Section 1. Nominating Committee. A Nominating Committee of three members shall be appointed by the Board of Directors, not less than thirty days before each quarterly or annual membership meeting, to present nominations for members of the Board of Directors with expiring terms or to fill vacancies on the Board of Directors. All members of the Nominating Committee shall be members of the association but need not be members of the Board of Directors. Additional nominations may be made from the floor at the annual meeting.

Section 2. Bylaws Committee. A Bylaws Committee shall be appointed by the Board of Directors at its regular September meeting annually for the purpose of reviewing the bylaws and, at the committee's discretion, suggesting changes. Such changes, if any, must be submitted by the committee to the board at the latter's regular October meeting and, if approved by the board, submitted to the membership of the association for adoption or rejection at the annual meeting of the association as provided for by Article XII.

Section 3. The Board of Directors may designate and appoint committees which shall perform such functions as shall be deemed necessary.

#### Article VII Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any two 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 in number when the amount exceeds \$200 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 instrument shall be signed by the Treasurer or an Assistant Treasurer and countersigned 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 devise for the general purpose of the association.

#### Article VIII 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 proper purpose at any reasonable time. Such books and records may be audited by a certified public accounting firm at the direction of the Board of Directors.

#### Article IX Fiscal Year

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

## Article X Dues

Dues shall be required from all members of the association, with membership categories and dues determined by the Board of Directors. Membership renewals shall be due in September for the following calendar year. When any member of any class shall be in default in the payment of dues for a period of two months after such dues shall be payable, his or her membership may thereupon be terminated by the Secretary in the manner provided in Article II of these bylaws.

## Article XI Seal

No seal shall be required for the corporation.

## Article XII Indemnification

Section 1. Indemnification in Actions Other Than By or In the Right of the Corporation. The corporation may 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 proceeding, 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, 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, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person 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, or 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 he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Actions By or In the Right of the Corporation. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, 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, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person 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, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Right to Payment of Expenses. To the extent that a director, officer, employee, or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Determination of Conduct. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

Section 5. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

Section 6. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who 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, against any liability asserted against such person and incurred by such person 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 such person against such liability under the provisions of this Article.

Section 8. Notice to Members. If the corporation has paid indemnity or has advanced expenses under this Article to a director, officer, employee, or agent, the corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

Section 9. Benefits. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 10. References to Corporations. For purposes of this Article, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director,

officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 11. Other References. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee, or agent of the corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

Section 12. Severability. If any word, clause or provision of this Article or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

### Article XIII South Campus Area Neighborhood

The South Campus Area Neighborhood of Ames, Iowa shall constitute the area bounded by streets Mortensen Road, Lincoln Way, Beach Avenue, and Hayward Avenue.

### Article XIV Amendments to Bylaws

In accordance with Article VI, Section 2 of these 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 majority vote of the board present at a regular meeting and ratified by the association at annual meetings. At least ten days' prior written notice setting forth the proposed action shall be given to the directors or members.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 200\_

Stephen Ringlee, Incorporator

Fern Kupfer, Incorporator