

## BYLAWS OF COLLEGE HILL PARTNERSHIP

A non-profit corporation  
Cedar Falls, Iowa

### ARTICLE I – NAME AND PURPOSE

- 1.1 Name. This organization shall be known as the College Hill Neighborhood Association doing business as (DBA) College Hill Partnership (“CHP”).
- 1.2 Principal Office of Corporation. The principal offices shall be determined from time to time by the Board of Directors of CHP.
- 1.3 Non-profit Status. It is the intent of the CHP to qualify as a non-profit, tax-exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended. In order to effectuate such intent, the activities of the corporation shall be limited as provided in Article IV of the Articles of Incorporation.
- 1.4 Purpose. The College Hill Partnership is a nonprofit corporation organized under the provisions of Iowa Code Chapter 504 for the purpose of:
  - a. Serving as an advisory committee for the City of Cedar Falls on actions pertaining to the College Hill Neighborhood;
  - b. Taking appropriate actions which will ensure that the College Hill Neighborhood is an attractive, safe, innovative and desirable place to work, live and visit; and
  - c. Promoting neighborhood collaboration and pride between residents, property owners, merchants, professional members, city officials, students, visitors and the University of Northern Iowa; and
  - d. Providing an opportunity for sharing information that brings residents, merchants, students, and city and university officials together to address concerns; and
  - e. Stimulating College Hill economic development in Cedar Falls, Iowa, through organization (encouraging cooperation and building leadership in the business community), promotion (creating a positive image for College Hill by promoting the area as an exciting place to live, shop and invest); and economic restructuring (strengthening and expanding the economic base of the College Hill); and to receive, administer, and distribute funds in connection with any activities related to the above purposes, and for such other purposes consistent therewith as may be described in the by-laws of the Corporation; and
  - f. Developing public/private partnerships that provide assistance to the College Hill neighborhood residential areas that promotes maintenance of quality rental dwelling units and single-family ownership in a safe, compatible and attractive residential living.

## **ARTICLE II – BOUNDARIES**

2.1 Boundaries. The boundaries of CHP coincide with the College Hill Neighborhood Overlay Zoning District as determined in Ordinance 2034, its amendments and future amendments in the Code of Ordinances of the City of Cedar Falls.

2.2 Description. Ordinance 2034 was adopted by the City of Cedar Falls on November 8, 1993 with the following description. Commencing at the intersection of 18th and Franklin Street, south to 26th Street, west along 26th Street to Tremont Street, south along Tremont Street to 29th Street, west along 29th Street to College Street, north along College Street to 23rd Street, west along 23rd Street to Campus Street, north along Campus Street to 19th Street, west along 19th Street to Summit Drive, north along Summit Drive to 18th Street, east along 18th to Tremont Street, the point of beginning.

2.3 Amended Description. Ordinance 2210 was adopted by the City of Cedar Falls as the latest amendment to the original Ordinance 2034 on December 8, 1997 with the following described area added. Bounded on the northwest by University Avenue, on the west by Hudson Road, on the south by the Southwest branch of Dry Run Creek, on the east side by the eastern edge of College View Acres Fourth Addition and College View Acres Second Addition north to University Avenue, the point of beginning.

## **ARTICLE III – MEMBERSHIP**

3.1 Eligibility. Membership in CHP is available to persons aged 18 years and older, civic organizations and businesses that are interested in CHP and that have intent to support the purposes of CHP, and who make an annual payment of dues. Membership in CHP is not contingent upon residency, operation of a business or ownership of property within the boundaries of the College Hill Neighborhood. Membership generally includes any individual, business, civic organization or property owners, or their agents, within or outside of the CHP area with an interest in the revitalization of the CHP area.

3.2 Membership Terms. The terms of membership for CHP will begin one year from the date of payment of membership dues. The coordinator will send out a renewal of membership reminder one month before membership expires.

3.3 Voting. Only members who are present at the Annual Meeting and called Special Meetings shall be entitled to vote; there will be no proxy voting. No member shall have more than one (1) vote. Members of the Board of Directors are eligible to cast votes on their own behalf or as a business or civic organization representative. Business and civic organization members may designate a representative who may cast a vote on behalf of such business or civic organization. A family meeting the eligibility requirements of membership may cast one (1) vote on behalf of the family. If multiple family members

are “individual” members of CHP they may cast one vote each as an individual. The Board of Directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of his, her or its financial obligations to the CHP for a period of six (6) months or longer.

- a. Voting During Special Circumstances. In the cause of special circumstances, all members who are in good standing are eligible to vote. Only members who are present at the Annual Meeting and called Special Meetings shall be entitled to vote; there will be no proxy voting. No member shall have more than one (1) vote. Members of the Board of Directors are eligible to cast votes on their own behalf or as a business or civic organization representative. Business and civic organization members may designate a representative who may cast a vote on behalf of such business or civic organization. A family meeting the eligibility requirements of membership may cast one (1) vote on behalf of the family. If multiple family members are “individual” members of CHP they may cast one vote each as an individual. The Board of Directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of his, her or its financial obligations to the CHP for a period of six (6) months or longer.
- b. Definition of Special Circumstances: An unusual event affecting ability to hold meeting in person. Examples: Pandemic or Natural Disaster.
- c. Ballots will be provided either in person at annual/special meeting or electronically to all members who are in good standing. All ballots must be cast during the annual/special meeting in order for the ballot to be counted as a valid vote. If there is but one (1) nominee for an officer or director

3.4 Dues. The Board of Directors shall determine annual dues.

3.5 Member Duties. The powers and duties of the members shall include, but not be limited to the following:

- a. The election of the Officers and Directors to the Board of Directors, to be chosen in accordance with the procedures set forth in the Bylaws.
- b. The approval of changes to the Articles of Incorporation of this Corporation.
- c. The approval of any plan for dissolution, merger, or disposition of the total assets of the Corporation.
- d. The approval or denial of any matter put to the general membership by the Board.

## **ARTICLE IV -- BOARD OF DIRECTORS**

4.1 Power. The Board of Directors (Board) shall have the following duties and powers:

- a. The Board of Directors (Board) shall transact all business otherwise provided for by these Bylaws and by the Parliamentary Authority adopted by CHP.

- b. The Board may authorize any officer or officers, agent or agents, in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of CHP, and such authority may be general or confined to specific instances.
- c. The Board may accept on behalf of CHP any contribution, gifts, bequests or device for any purpose for CHP.
- d. The Board shall have the power to employ personnel and to acquire and own equipment, as it deems necessary to carry out its functions.
- e. The Board shall establish the agenda for the Annual Meeting and for any Special Meeting of the general membership.
- f. Directors may not be absent for more than three meetings (regular and special) during a Fiscal Year. Absences from Meetings of the Board in excess of three meetings shall constitute cause for removal. Directors may attend via live conference call. In order to do so Directors must notify the Executive Director 24 hours prior to the meeting. Directors are not allowed to vote by proxy.

4.2 Board Composition. There shall be a president, vice president, and nine (9) directors that shall constitute the Board of Directors for the Corporation.

- a. No member may hold more than one position entitling that member to membership on the Board.
- b. The Board (including the president and Vice President) shall normally include two (2) members who are business owners or managers within the College Hill Overlay Zoning District, two (2) members who are owners of residential rental property within the College Hill Overlay Zoning District and two (2) members who are owners of and reside in a single-family residential property within the College Hill Overlay Zoning District. There will be four (4) At-Large board members. One additional At-Large seat will be reserved for a member to be appointed by the Northern Iowa Student Government (NISG). If any representative of a specially designated group cannot be found to serve in a Board capacity the vacancy shall be filled with an additional at-large member. If such vacancy occurs at the end of the term the seat will return to the speciality seat it was originally allocated to.

4.3 Non-voting and Ex-officio Members. Other non-voting members may include representatives of other interested associations as defined by the Board. Standing ex-officio members shall include but not be limited to:

- a. A City of Cedar Falls representative appointed by the Mayor serving in an advisory capacity at the discretion of the Board.
- b. A University of Northern Iowa representative appointed by the President of the University serving in an advisory capacity at the discretion of the Board.

4.4 Executive Director- A CHP Executive Director may be employed by the organization to implement the board's Vision and plans of action. The Executive Director shall be a

non-voting member of the Board of Directors and be present at all meetings of the Board of Directors.

- a. Operations Assistant- CHP may employ an Operations Assistant to assist the Executive Director in the execution of the board's vision and plans of action. The Operations Assistant shall be present at all Board of Directors meetings.

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

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

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

4.8 Conditions of Terms for Directors.

Each director will serve a term of two (2) years and shall not serve more than four (4) consecutive terms representing the same constituency.

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

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

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

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

## **ARTICLE V – OFFICERS**

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

### 5.2 Conditions of Terms for Officers.

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

### 5.3 Duties of Officers.

- a. President. The President shall preside at all meetings of CHP and its Board; shall represent CHP to committees and commissions of the City of Cedar Falls; and, shall perform all other duties normally expected of a presiding officer.
- b. Vice President. The Vice President shall preside at meetings of CHP and its Board in the absence of the President.
- c. Secretary. The Secretary shall be responsible for the minutes of the meetings of CHP and of its Board; shall be responsible for the safekeeping of all official papers of CHP; and, shall be responsible for any fiscal functions which may be necessary.
- d. Treasurer. The Treasurer shall be responsible for accurate and timely handling of incoming and outgoing monies and accounting for assets and liabilities; shall submit an annual financial report at the Annual Meeting; and, shall provide monthly documented financial records to the Board for review. An audit shall be performed as voted upon by the Board.
- e. Immediate Past President. The Immediate Past President shall serve as an ex-officio member of the Board of Directors and shall act in an advisory capacity to the President and to the Board of Directors.

- f. Temporary Officers. In case of the absence or disability of any officer of the Program and of any person authorized to act in his or her place during such periods of absence or disability, the President may from time to time delegate the powers and duties of such officer to any other officer or any other member.

## **ARTICLE VI — MEETINGS**

### **6.1 Annual Meeting.**

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

### **6.2 Special Meetings.**

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

6.3 Quorum. A quorum shall be defined as 20 percent of the membership or 15 voting members, whichever is less.

## **ARTICLE VII — COMMITTEES**

7.1 Committees. The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, in addition to the named standing committees below, including, without limitation, an Executive Committee, each of which shall consist of one or more Directors, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of the Program. Other committees not having and exercising the authority of the Board of Directors in the management of the Program may be designated and appointed by a resolution adopted at a meeting of the Directors. The designation and appointment of any such committees and the delegation thereto of authority shall not

operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

7.2 Standing Committees. CHP shall have (6) standing committees, which shall be entitled Executive, Membership, Marketing & Promotions, Design, Neighborhood Services and Business Improvement. All committees (except Executive as outlined in subsection 7.3) shall consist of not less than three (3) members. Each committee shall elect a chairperson approved by the Board of Directors who shall be responsible for directing and coordinating the affairs of the committee.

7.3 Executive Committee. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, the CHP Coordinator, and any others as deemed necessary by the President.

## **ARTICLE VIII – COLLEGE HILL PARTNERSHIP EXECUTIVE DIRECTOR**

8.1 Executive Director The CHP Executive Director of the CHP shall manage the daily operations of the CHP. The CHP Executive Director shall be responsible for coordinating the implementation of the CHP's policies and projects and such other duties as the Board of Directors may require. The CHP Executive Director shall receive for his or her services such compensation as may be determined by the Board of Directors.

## **ARTICLE IX – FINANCES**

9.1 Payments, Deposits and Securities. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other matter, all checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed by the Treasurer or President or in the name and on behalf of the program by the CHP Executive Director and other authorized persons. All funds of the CHP shall be deposited from time to time to the credit of the CHP in such banks, trust companies or other depositories as the Board of Directors may select.

9.2 Contributions, Gifts or Bequests. The Board of Directors may accept on behalf of the CHP any contributions, gifts, bequests, or devises for the general purposes or for any special purpose of the CHP.

9.3 Budget. Within thirty (30) days of the election of the Board of Directors each year, the Board shall approve a CHP budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

9.4 Accounting and Fiscal Year. The fiscal year of the CHP shall begin on the first day of July and end on the last day of June in each year. Not later than three (3) months after the close of each fiscal year, the CHP shall prepare:

- a. A balance sheet showing in reasonable detail the financial condition of the CHP at the close of the fiscal year; and



- b. A statement of the source and application of funds showing the results of the operation of the CHP during the fiscal year.

## **ARTICLE X – AMENDMENTS**

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

10.2 Voting on Amendments During Special Circumstances.

- a. Definition of Special Circumstances: An unusual event affecting ability to hold meeting in person. Examples: Pandemic or Natural Disaster.
- b. These bylaws may be amended at any annual or special meeting of the association by a two-thirds (2/3) vote of the general membership present. Proposed amendments must be submitted in writing to the Board thirty (30) days prior to the annual or special meeting. Written notice or electronically transmitted notices of the proposed amendment(s) shall be included in the call of the Annual or Special Meeting.
- c. Ballots will be provided either in person at annual/special meeting or electronically to all members who are in good standing. All ballots must be cast during the

## **ARTICLE XI – PARLIAMENTARY AUTHORITY**

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

## **ARTICLE XII – DISSOLUTION**

12.1 Dissolution. If the College Hill Partnership is dissolved for any reason whatever, the Board of Directors shall dispose of the assets of the Corporation as provided in the Articles of Incorporation.

These bylaws were adopted on October 27, 1997.

These bylaws were revised on August 24, 2004.

These bylaws were revised on April 05, 2008

These bylaws were revised on April 16, 2009

These bylaws were revised on April 21, 2011

These bylaws were revised on April 05, 2012

These bylaws were revised on April 21, 2015

These bylaws were revised on April 16, 2016

These bylaws were revised on April 17, 2017  
These bylaws were revised on April 16, 2019  
These bylaws were revised on March 8, 2021

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Secretary, Board of Directors,  
COLLEGE HILL PARTNERSHIP (CHP)