

AMENDED BYLAWS OF
OAKRIDGE NEIGHBORHOOD ASSOCIATES – PHASE I
OAKRIDGE NEIGHBORHOOD ASSOCIATES – PHASE II
Doing business as “Oakridge Neighborhood”;
and,
HOMES OF OAKRIDGE HUMAN SERVICES
Doing business as “Oakridge Neighborhood Services”
Revised July 23, 2001
October 25, 2006
June 16, 2010
December 21, 2016
April 24, 2019

ARTICLE I
Offices

The office of the corporation is located at 1401 Center Street, Des Moines, Iowa 50314.

ARTICLES 11
Definitions

The word corporation as used herein shall include Homes of Oakridge, Inc., Des Moines Area Council of Churches, Homes, Inc. and Homes of Oakridge Human Services

ARTICLE III
Directors

SECTION 1. GENERAL POWERS. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

SECTION 2. NUMBER AND ELECTION OF DIRECTORS. The number of Directors shall be not less than 9 nor more than 17.

If the number of directors exceeds the maximum number allowed on the date of adoption of these Amended Bylaws, the maximum number shall be attained by attrition of members of the Board, and no director shall be removed pursuant to this section to reduce the number of directors to the maximum allowable number.

Upon adoption of these Amended Bylaws, there shall be 17 members of the Board of Directors. The initial members shall be those individuals identified on Exhibit A hereto. At the expiration of the terms of the initial Board members, successors may be elected by majority vote of the remaining members of the then existing Board of Directors. However, the Board shall not fill any vacant Board position until such time as the Board has achieved the size required by the first paragraph of this section. Each Director shall hold office for the term for which such Director is elected and qualified, or until his/her death, or until he/she shall resign, or shall have been removed in the manner hereinafter provided. At the time of each election of directors, the Board shall consider whether the then current membership of the Board adequately represents the interests of the residents of Oakridge Neighborhood. At least one

Board member shall be a resident of Oakridge Neighborhood, and at least one Board member shall have been a recipient of services or is currently a recipient of services provided by Oakridge Neighborhood Services. Otherwise, the Executive Committee shall examine potential board members based upon professional expertise, community affiliation, or reflection of the demographic community-at-large.

SECTION 3. DIRECTORS' TERMS. Directors shall be elected for three (3) years. The terms shall be staggered so that one-third (1/3) of the members shall be elected every year. A Director may be reelected for additional three-year terms. A Director must attend at least two-thirds (2/3) of the regularly scheduled board meetings, plus the annual retreat, during any corporate year (January through December) or cease to be a Director unless there is good cause as determined by the Board. In determining whether a member has attended two-thirds of the regularly scheduled meetings (6), attendance at the annual retreat shall count as one meeting.

SECTION 4. ANNUAL MEETING. The annual meeting of the Board of Directors shall be held in December of each year on such date, as the Board of Directors shall by resolution specify. If the election of Directors shall not be held on the date designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of Directors as soon thereafter as conveniently may be convened.

SECTION 5. REGULAR MEETINGS. Notice shall be provided for the time and place for the holding of regular meetings. The Board shall conduct at least six meetings per year including the annual retreat, if scheduled. Board members must attend two-thirds (2/3) of all regularly scheduled Board meetings.

SECTION 6. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may determine the place for holding any special meeting of the Board of Directors called by them.

SECTION 7. NOTICE OF MEETING. Written or printed notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than sixty (60) days before the date of the meeting, personally by mail, e-mail, telefax, or any other electronic means to which the Board member consents for a means of communication, by or at the direction of the Chairperson, the secretary or the officer or person calling the meetings, to each Board member of record entitled to vote at such meetings. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Board member at his/her address as it appears on the roster with postage thereon prepaid. In the case of any other medium such notice shall be deemed delivered when sent electronically.

SECTION 8. QUORUM. One-half (1/2) of the total number of Directors shall constitute a quorum for the transaction of business, unless the act of a greater number is required to take any particular action under the Revised Iowa Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. If less than one half (1/2) of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Directors are considered to be present if they are participating in the meeting through electronic means (e.g., telephone, instant messaging, two-way video, etc.).

SECTION 9. MANNER OF ACTING. The act of the majority of the Directors present at any meeting shall be the act of the Board of Directors, except that the affirmative vote of at least two thirds (2/3) of all the Directors on the Board shall be required to (i) amend the Articles of Incorporation or the Bylaws; (ii) terminate the federal income tax exemption of the corporation; (iii) merge, consolidate, liquidate or

dissolve the corporation; (iv) sell all or substantially all the assets of the corporation; or (v) remove a Director.

SECTION 10. VACANCIES. Any vacancy occurring on the Board of Directors may be filled by Board appointment based on the affirmative vote of the majority of the remaining Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of the predecessor in office.

SECTION 11. PRESUMPTION OF ASSENT. A Director of the corporation who is present at a meeting of its Board of Directors at which the action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 12. . ACTION WITHOUT A MEETING. Any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of Directors of the corporation, or any action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Directors which consent may be given electronically. Action taken without a meeting shall require a simple majority of a quorum of the Board to be considered passed or approved.

SECTION 13. RESIGNATION. Any Director may resign at any time by giving written notice of resignation to the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective is not be specified therein, it shall take effect immediately upon its receipt. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 14. COMMITTEES.

- A. EXECUTIVE COMMITTEE There shall be an Executive Committee composed of the President, Vice President, Secretary, Treasurer, and Committee Chairs and, the Immediate Past President. The Executive Committee shall be on the call of the President, shall have the power to act on behalf of the corporation and shall assume the general powers of the Board of Directors between regular meetings. Any action taken by the Executive Committee shall be reported at the next regular meeting of the Board of Directors for ratification. All other committees shall report directly to the Executive Committee. The Executive Committee may from time to time create Ad Hoc Committees and Time Limited Committees.
- B. FINANCE COMMITTEE There shall be a Finance Committee, which shall be chaired by the Treasurer and composed of Directors and others (who need not be directors). The Finance Committee shall meet and advise on the corporation's fiscal matters. At all times the Finance Committee shall have a certified public accountant as a member. The Finance Committee is specifically authorized to provide oversight over the funds invested with the Community Foundation of Greater Des Moines.
- C. HOUSING AND SERVICES COMMITTEE There shall be a Housing and Services Committee which shall be chaired by the Vice President or by another Director of the Board as appointed by the President. The Housing and Services Committee shall be composed of Directors and others (who need not be directors). The committee shall meet 6 times per year and

advise on the corporation's programmatic and policy matters related to its housing and human service programs.

- D. **MARKETING COMMITTEE** There shall be a Marketing Committee which shall be chaired by a Director of the Board as appointed by the President. The Marketing Committee shall be composed of Directors and others (who need not be directors). The committee shall meet 6 times per year and advise on marketing strategies and plans for the housing and services operations.
- E. **DEVELOPMENT COMMITTEE** There shall be a Development Committee which shall be chaired by a Director of the Board as appointed by the President. The Development Committee shall be comprised of Directors and others (who need not be directors). The committee shall meet 6 times per year and advise on the organization's donor relations and fund development efforts including events, annual fundraising endeavors and capital campaigns.
- F. The Board of Directors, by resolution adopted by the affirmative vote of a majority of the number of Directors in office, may establish one or more committees in addition to the Executive Committee and the other enumerated committees, with each committee to consist of at least two or more directors and such other individuals (who need not be directors) as the Board may select. Any such committee shall serve at the will of the Board of Directors. Each such committee shall have the powers and duties delegated to it by the Board of Directors. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon the request of the President or Chairperson of such committee. Each such committee shall fix its own rules governing the conduct of its activities as the Board of Directors may request. The Executive Committee may appoint ad hoc or time limited committees if there is a need to proceed prior to the next regularly scheduled board meeting.
- G. Each committee shall be governed by a set of guiding principles, which shall be prepared by the Executive Committee and approved by the Board of Directors with respect to each such committee's duties.

SECTION 15. REMOVAL. Any Director may be removed from the Board of Directors whenever in the Board's judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any two (2) Directors may in writing, demand a special meeting to remove a Director or Directors. The affirmative vote of two-thirds (2/3) of the Directors on the Board is necessary to remove a Director, unless the Director is removed in accordance with Section 3.

ARTICLE IV

Officers

SECTION 1. OFFICERS. The officers of the corporation shall consist of a President, Vice President – the Immediate Past President, Treasurer, and a Secretary, and any such Assistant Treasurers, Assistant Secretaries or other officers as may be elected or appointed by the Board of Directors.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is practical. Vacancies may be filled or

new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified or until the officer's death, resignation or removal in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

The President is elected and serves a two (2) year term as President of Board, and is the chair of the Executive Committee. The President upon expiration of the President's term shall be deemed to be the Immediate Past President who shall serve for a two (2) year term.

The Vice President is elected in a year in which there will be an Immediate Past President to serve during the ensuing corporate year. The Vice President serves a two (2) year term. The Vice President ordinarily becomes the President of the Board of Directors after serving a term as Vice President; however this is not required of either the position or the individual.

The Secretary is elected annually and serves a one-year term.

The Treasurer is elected in a year in which there will be an Immediate Past President to serve during the ensuing corporate year. The Treasurer is the chair of the Finance Committee during the term as Treasurer. The Treasurer serves a two (2) year term and is eligible for reelection for an additional two (2) year term.

If the term of an officer of the Board expires during the term of an elected office, the officer's term on the Board of Directors shall automatically be extended to allow the officer to complete the term of such office or offices to which the Director shall have been elected.

SECTION 3. REMOVAL. Any officer or agent, except any person employed under a contract with the Corporation, without at the same time canceling the contract, may be removed from the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary, the CEO, the COO or any other proper officer or agent of the corporation thereunto authorized by the Board of Directors, deed, mortgage, bonds, notes, contracts or other instruments, which the Board of Directors has authorized to be executed. In general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. 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 President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The Vice President is authorized by the Board to sign deed, mortgage, bonds, notes, contracts or other instruments, which the Board of Directors has authorized to be executed. ,

SECTION 7. TREASURER. The Treasurer shall have supervision over the funds, securities, receipts and disbursements of the Corporation, including those in any foundation established by the Corporation or in which the Corporation participates; and shall cause to be kept correct book of accounts of all its business and transactions; and shall provide the Board, at each regular Board meeting, a statement of the

financial condition of the Corporation. The Treasurer shall, in general, perform all duties incident to the Office of Treasurer and such other duties as are given by these Bylaws or as, from time to time, may be assigned by the Board or by the President. The Treasurer is authorized by the Board to sign deed, mortgage, bonds, notes, contracts or other instruments, which the Board of Directors has authorized to be executed. ,

SECTION 8. SECRETARY. The Secretary shall oversee the keeping of the minutes of the Board of Directors' meetings 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 by custodian of the corporate records; attest the execution of corporate documents by the officer authorized to execute the same on behalf of the Corporation; 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 is authorized by the Board to sign deed, mortgage, bonds, notes, contracts or other instruments, which the Board of Directors has authorized to be executed. ,

ARTICLE V

Contracts, Loans, Checks and Deposits

SECTION 1. CONTRACTS. The Board of Directors may by resolution authorize any officer or officers, the CEO, the COO or other designated agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a 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 evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, the CEO and or the COO or other designated agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January in each year and shall end on the last day of December in each year.

ARTICLE VII

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors of the Corporation by the affirmative vote of two-thirds (2/3) of the Directors then on the Board

ARTICLE VIII

Indemnification

SECTION 1. RIGHTS TO INDEMNIFICATION. Each Director or Officer shall be indemnified by this Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any civil or criminal action, suit or proceeding to which said individual may be made a party by reason of his or her being or having been a Director or Officer of this Corporation, except in relation to matters in which he or she has been finally adjudged in such action, suit or proceeding to have acted in bad faith or committed an intentional act of commission or omission in disregard of the best interests of the Corporation in the performance of his or her duties as such Director or Officer. The foregoing rights of indemnification shall include a right to reimbursement of the amounts paid and expenses incurred in settling, compromising or otherwise adjusted any such action, suit or proceeding, when such disposition thereof appears to be in the best interests of this Corporation and the individual Officer or Director involved, and shall not be exclusive of other rights to which such Director or Officer may be entitled as a matter of law.

SECTION 2. ADDITIONAL RIGHTS. The rights of indemnification provided by this Article shall be in addition to any rights to which any person referred to in Section 1 of this Article may otherwise lawfully be entitled and shall be available whether or not the claim asserted against such person is based on matters which antedate the adoption of this Article.

SECTION 3. ADDITIONAL PERSON COVERED. The indemnification provided or authorized by this Article shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such persons.

SECTION 4. INSURANCE. The Corporation, as authorized by the Board of Directors, shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against said 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 or otherwise.