

BY-LAWS OF THE DUBUQUE OLD HOUSE ENTHUSIASTS

ARTICLE I. OBJECTIVES

The Old House enthusiasts will conduct its activities to promote the purposes for which it was organized:

A group interested in promoting public interest in the preservation of older homes, historic neighborhoods, and other historical structures and sites in Dubuque, and to provide grants to like organizations that share our interests.

ARTICLE II. OFFICES

The principal office of the Dubuque Old House Enthusiasts shall be located at 1045 W. 3rd St., in the City of Dubuque, County of Dubuque, State of Iowa

ARTICLE II. MEMBERS

Section 3.1 Membership. Membership is open to any individual who is willing to support the objectives of the organization. Dues for membership shall be established by the Board of Directors, to support the administrative and meeting expenses of the organization.

Section 3.2 Annual Meeting. The annual meeting of the members shall be held on the second Thursday of September. Date of the annual meeting may be changed by the Board of Directors provided a 30-day notice of such change is provided to the general membership. Notification can be made electronically (via email), via the old House Enthusiasts web site (www.dohe.org), or via regular surface mail.

Section 3.3 Annual Meeting Agenda. The primary purpose of the annual meeting shall be to elect new officers and board members for the next fiscal year. A nominating committee, established by the Board of Directors, may propose a slate of new officers to the general membership in advance of the annual meeting, and any member in good standing may nominate individuals for office at the annual meeting, providing the individual(s) being nominated, have agreed to serve if elected.

Section 3.4 Regular Monthly Meetings Monthly meetings are generally held the second Thursday of each month. These meetings are held in homes of members or in historic buildings or places in the greater Dubuque area. Normally guest speakers are invited to inform or educate members on historic issues or related topics of interest to the general membership. These monthly meetings can also be a forum at which motions can be made and voted upon that may impact or effect the organization. Prior notification to the membership of any item to be submitted for voting at a monthly meeting must be made to the general membership at least three days in advance of such meeting. The members present at a duly organized meeting may continue to transact business until adjournment.

Section 3.5 Quorum. A quorum is required for voting on any issue, question, or election. A quorum is defined as at least 51% of the attending members. Proxies executed by members unable to attend shall be considered in determining a quorum.

Section 3.6 Voting by Ballot. Voting on any motion, question or in any election may be made by voice vote unless the presiding officer or any member shall demand that voting be by ballot.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 General Powers. The business and affairs of the Organization shall be managed by its board of directors, including the control and disposition of its property and funds. The board of directors may exercise all such powers of the organization and do all such lawful acts and things as are not by statute or by these by-laws directed or required to be exercised by the general membership.

Section 4.2 Number, Tenure, Qualifications. The number of directors of the Organization shall be eight(8). The elected officers of the Organization, namely, President, Vice-President, Secretary, amend Treasurer will automatically serve on the Board for their term of office. The remaining four directors shall be elected by the membership. The four directors selected shall have the following initial tenure. The directors shall be elected for a one year term. Directors shall hold office until their successors have been elected and qualified.

Section 4.3 Resignation or removal. Any director of the organization may resign at any time by giving written notice of resignation to the board of directors. Any such resignation shall take effect at the time specified there or, if the time when it shall be effective shall not be specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any director may be removed, either with or without cause, at any time, by the membership at a special meeting thereof. Any director may be removed for cause by the board of directors at a special meeting thereof.

Any director who fails to attend three (3) consecutive meetings of the board of directors, without valid excuse, shall automatically cease to be a member of the board of directors.

Section 4.4 Chairperson of the Board of Directors. At the initial board of directors meeting following the annual meeting, the board of directors shall elect from their midst a chairperson who shall preside at all board meetings, unless such individual is then unavailable in which event the current chairperson shall name another director to serve in such capacity during the chairperson's absence.

Section 4.5 Meetings of the Board of Directors. Regular meetings of the board of directors may be held upon such notice, or without notice, and at such time and such place as shall from time to time be determined by the board.

Section 4.6 Special meetings of the Board. Special meetings of the board of directors may be called by the president on two days' notice to each director, either personally, by mail or electronically (email). Special meetings shall be called by the president or secretary in like manner and on like notice on the written request of four directors or the chairperson of the board.

Section 4.7 Quorum. Five of the directors shall constitute a quorum for the transactions of business unless a greater number is required by law or by the by-laws of the organization. The act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or the by-laws of the organization. If a quorum shall not be present at any meeting of the board of directors, the

directors present thereat may adjourn the meeting from time to time, without notice other an announcement at the meeting, until a quorum shall be present.

Section 4.8 Actions by Consent Any action required or permitted to be taken at a meetings of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter.

ARTICLE V. OFFICERS

Section 5.1 Election. The officers of the organization shall be elected by the membership at the annual meeting of the membership. Officers selected shall be a president, a vice-president, a secretary, and a treasurer. Term off office shall be one year or until a successor is elected.

Section 5.2 President. The president shall be principle officer of the organization. The president shall attend all membership[meetings and preside over the meetings. The president shall have general and active responsibility of the business of the organization and shall see that all orders and resolutions of the board of directors is carried into effect.

Section 5.3 Vice-president. The vice-president, shall, in the absence or disability of the president, perform the duties and exercise the power of the president and shall perform such other duties and have such other powers as the board of directors may from time too time prescribe.

Section 5.4 Secretary. The secretary shall attend all meetings of the board of directors and all meetings of the membership and record all the proceedings of the meetings of the organization and of the board of directors in a book to be kept for that purpose and shall perform like duties for ad-hoc committees and standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the membership and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision the secretary shall be.

Section 5.5 Treasurer. The treasurer shall have custody of the organization's funds and shall keep full and accurate accounts of receipts and disbursements in books belong to the organization and shall deposit all moneys and other valuable effects in the name and to the credit of the organization in such depositories as may be designated by the board of directors. The treasurer shall disburse the funds of the organization as may be ordered by the board of directors, taking proper receipts for such disbursements, and shall render to the president and board of directors, at its regular meetings, or when the board of directors so requires an account of all transactions as treasurer and of the financial condition of the organization. Once a year, an audit committee will review the treasurer's books.

Section 5.6 Resignation or removal. 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. Any officer may be removed by the board of directors whenever in is judgment the best interests of the organization will be served thereby. Any officer holding the position of president, vice-president, secretary, or treasurer shall automatically be removed if the individual holding the subject office is no longer an active member of the board of directors.

ARTICLE VI. INDEMNIFICATION

The organization shall, to the fullest extent permitted by law, indemnify and hold harmless each director and officer now or hereafter serving the organization.

ARTICLE VII. CONTRACTS

The board of directors may authorize any officer, or officers, or committee heads to enter into any contract or execute or deliver any instrument in the name of and on behalf of the organization.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the organization shall be fixed by resolution of the board of directors.

ARTICLE IX. AMENDMENTS

Section 9.1 Amendment of by-laws. These by-Laws may be altered, amended or repealed or new by-laws may be adopted by the affirmative vote of a majority of board of directors at any regular or special meeting of the board.

Section 9.2 These by-laws may be altered, amended, or repealed or new by-laws may be adopted at any regular or special meeting of the general member ship of the organization at which a quorum is present or represented, by the affirmative vote of the majority of members in good standing, provided notice of the proposed alteration, amendment or repeal be contained in the notice of such meeting.

ARTICLE X COMMITTEES OF THE BOARD OF DIRECTORS

Section 10.1 General. The board of directors may establish and appoint by resolution standing and special committees as shall be deemed desirable for the endeavors of the organization. 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 completion of the tasks assigned to any special committee, the special committee shall be discharged. A committee shall not have the power to elect officers or fill vacancies on the board or on committees.

Section 10.2 Committee Membership. Persons who are not directors or officers of the organization may be appointed to serve on standing or special committees. All standing or special committee members 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 board directors annual meeting. Each committee shall include one director to function as liaison to the board.

Section 10.3 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 and agenda and written minutes of their meetings, which shall be available to the board of directors. Each committee shall report in writing to the board of directors as necessary,

and shall, at a minimum, submit a written report of the committee's activities at the board of directors' annual meeting.

Section 10.4 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 goals and objectives.

SECTION XI GRANT APPLICATION REVIEWS

Once a year, the board of directors will review the grant applications submitted by the Grant Committee and forward the applications recommended for funding to the general membership for a vote.

Dated this 17th day of August, 2009

Old House Enthusiasts of Dubuque

By _____ Paula Connors _____
Secretary