

BYLAWS
OF
MID-IOWA PLANNING ALLIANCE FOR COMMUNITY DEVELOPMENT

ADOPTED September 7, 2021

TABLE OF CONTENTS

ARTICLE I	OFFICES	1
<i>Section 1</i>	<i>Principal Office in Iowa.....</i>	<i>1</i>
<i>Section 2</i>	<i>Registered Office.....</i>	<i>1</i>
<i>Section 3</i>	<i>Other Offices</i>	<i>1</i>
ARTICLE II	MEMBERS	1
<i>Section 1</i>	<i>Members.....</i>	<i>1</i>
<i>Section 2</i>	<i>Resignation, Expulsion or Suspension of Members</i>	<i>1</i>
<i>Section 3</i>	<i>Non-Transferability of Memberships</i>	<i>2</i>
<i>Section 4</i>	<i>Member Meetings.....</i>	<i>2</i>
ARTICLE III	EXECUTIVE COMMITTEE	2
ARTICLE IV	BOARD OF DIRECTORS	<u>54</u>
<i>Section 1</i>	<i>General Powers.....</i>	<i><u>45</u></i>
<i>Section 2</i>	<i>Number, Term of Office and Qualifications.....</i>	<i><u>45</u></i>
<i>Section 3</i>	<i>Appointment of Directors.....</i>	<i><u>45</u></i>
<i>Section 4</i>	<i>Quorum and Manner of Acting</i>	<i><u>45</u></i>
<i>Section 5</i>	<i>Action Without a Meeting.....</i>	<i><u>45</u></i>
<i>Section 6</i>	<i>Resignation.....</i>	<i><u>56</u></i>
<i>Section 7</i>	<i>Removal of Directors by Members.....</i>	<i><u>56</u></i>
<i>Section 8</i>	<i>Vacancies</i>	<i><u>56</u></i>
<i>Section 9</i>	<i>Number of Directors Increased.....</i>	<i><u>56</u></i>
<i>Section 10</i>	<i>Place of Meetings, etc.</i>	<i><u>56</u></i>
<i>Section 11</i>	<i>Annual and Regular Meetings.....</i>	<i><u>56</u></i>
<i>Section 12</i>	<i>Special Meetings; Notice.....</i>	<i><u>67</u></i>
<i>Section 13</i>	<i>Order of Business</i>	<i><u>67</u></i>
<i>Section 14</i>	<i>Committees.....</i>	<i><u>67</u></i>
<i>Section 15</i>	<i>Standards of Conduct.....</i>	<i><u>78</u></i>
<i>Section 16</i>	<i>Standards of Liability.....</i>	<i><u>78</u></i>
<i>Section 17</i>	<i>Director Conflict of Interest.....</i>	<i><u>89</u></i>
<i>Section 18</i>	<i>Compensation.....</i>	<i><u>89</u></i>

ARTICLE V	OFFICERS.....	<u>108</u>
Section 1	Number.....	<u>810</u>
Section 2	Election, Term of Office and Qualification.....	<u>910</u>
Section 3	Subordinate Officers and Agents.....	<u>910</u>
Section 4	Removal.....	<u>910</u>
Section 5	Resignations.....	<u>910</u>
Section 6	Vacancies.....	<u>910</u>
Section 7	Chair.....	<u>910</u>
Section 8	Vice-Chair.....	<u>110</u>
Section 9	Secretary.....	<u>110</u>
Section 10	Treasurer.....	<u>110</u>
Section 11	Standards of Conduct for Officers.....	<u>121</u>
ARTICLE VI	ACCEPTANCE OF BEQUESTS, DEVICES AND DONATIONS, EXECUTION OF INSTRUMENTS, BORROWING OF MONEY AND DEPOSIT OF CORPORATE FUNDS	<u>142</u>
Section 1	Acceptance of Bequests, Devices and Donations.....	<u>124</u>
Section 2	Execution of Instruments.....	<u>124</u>
Section 3	Loans.....	<u>124</u>
Section 4	Transfer of Real Estate.....	<u>124</u>
Section 5	Deposits.....	<u>124</u>
Section 6	Checks, Drafts, etc.	<u>124</u>
ARTICLE VII	CORPORATE RECORDS.....	<u>153</u>
Section 1	Corporate Records to be Maintained – Generally.....	<u>135</u>
Section 2	Specific Records to be Maintained.....	<u>135</u>
Section 3	Inspection of Records by Members.....	<u>135</u>
Section 4	Alternative to Inspection of Membership List.....	<u>146</u>
Section 5	Limitation on Use of Corporate Records.....	<u>146</u>
Section 6	Financial Statements for Members.....	<u>146</u>
Section 7	Inspection of Records by Directors.....	<u>146</u>
ARTICLE VIII	MISCELLANEOUS PROVISIONS.....	<u>174</u>
Section 1	Corporate Seal.....	<u>147</u>
Section 2	Fiscal Year.....	<u>147</u>
Section 3	Voting of Stocks Owned by the Corporation.....	<u>147</u>
Section 4	Non-Liability.....	<u>157</u>
Section 5	Indemnification.....	<u>158</u>
Section 6	Corporate Powers and Purposes.....	<u>168</u>
Section 7	Prohibited Transactions.....	<u>168</u>
ARTICLE IX	AMENDMENTS TO BYLAWS	<u>2017</u>

BYLAWS
OF
MID-IOWA PLANNING ALLIANCE FOR COMMUNITY DEVELOPMENT
(an Iowa Nonprofit Corporation)

ARTICLE I

OFFICES

Section 1. Principal Office in Iowa. The principal office of Mid-Iowa Planning Alliance for Community Development (hereinafter called the “Corporation”) in the State of Iowa shall be located at 420 Watson Powell, Jr. Way, Suite 200, Des Moines, Iowa 50309. The principal office may change, from time to time, and any such changes shall be noted in the minutes of the Corporation.

Section 2. Registered Office. The registered office of the Corporation is located at 420 Watson Powell, Jr. Way, Suite 200, Des Moines, Iowa 50309. Any changes with respect to the registered office or registered agent of the Corporation shall be filed with the Iowa Secretary of State.

Section 3. Other Offices. The Corporation may have other offices at such other place or places, either within or without the State of Iowa, as the Board of Directors may from time to time determine, or as shall be necessary or appropriate for the conduct of the affairs of the Corporation.

ARTICLE II

MEMBERS

Section 1. Members. The membership of the Corporation shall consist of those city or county governments within the Mid-Iowa region who are dedicated to the charitable purposes of the Corporation, and who successfully apply for membership therein. The Mid-Iowa Region consists of seven counties, including Boone, Dallas, Jasper, Marion, Story, Polk, and Warren Counties. No city or county government shall be admitted as a member without the city or county government’s consent or affirmative action evidencing consent. All members shall pay such dues and other membership fees as established by the Board of Directors. Beginning on July 1, 2023, any new applicant for membership must pay the prior year’s dues before becoming eligible for membership.

Section 2. Resignation, Expulsion or Suspension of Members. A member may resign at any time by providing written notice thereof to the Board of Directors or any officer of the Corporation. The resignation of a member shall not, however, relieve the member from any

membership dues that the member had obliged to the Corporation that were incurred prior to its resignation.

No member of the Corporation shall be expelled or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith. In order to establish a fair and reasonable procedure within the meaning of the Revised Iowa Nonprofit Corporation Act, the Corporation shall do the following: (1) not less than fifteen (15) days prior written notice of the expulsion or suspension shall be delivered to the member, along with the reasons therefor; (2) the written notice shall be given by first class or certified mail sent to the last address of the member shown on the Corporation's records; and (3) the member shall be afforded an opportunity to be heard, either orally or in writing, not less than five (5) days before the effective date of the expulsion or suspension by the Board of Directors, who shall be authorized to decide whether the proposed expulsion or suspension should take place or not. A member who has been expelled or suspended shall remain liable to the Corporation for any dues, assessments or fees as a result of obligations incurred or commitments made prior to his or her expulsion or suspension.

Section 3. Non-Transferability of Memberships. A member shall not transfer his or her membership in the Corporation, or any right arising therefrom.

Section 4. Member Meetings. The members shall not be required to hold regular or special meetings.

ARTICLE III

EXECUTIVE COMMITTEE

Section 1. The Corporation's Executive Committee shall have general supervision of the Corporation's administrative, personnel, and financial affairs, and have and exercise such additional powers as may be delegated by the Corporation from time to time. All Executive Committee decisions will be subject to review by the full Corporation. The Corporation's Executive Committee is delegated day-to-day decision-making authority for and on behalf of the Corporation on all matters upon the determination by the Executive Committee that any such matter is time sensitive and the interests of the Corporation will be advanced by the exercise of this delegated authority prior to the next regular meeting of the Corporation's Board of Directors, subject to the following guidelines and limitations:

- a. The authority is exercised in accordance with the Iowa Open Meetings Law.
- b. Except as otherwise permitted by the Iowa Open Meetings Law, the agenda item being considered under this delegated authority is distributed at least twenty-four (24) hours in advance to the member representatives on the Corporation's Board of Directors.

c. The minutes of the Executive Committee reflect that the determination was made that the decision was time sensitive and the interests of the Corporation would be advanced by the exercise of this delegated authority or, alternatively, reference this resolution.

d. This delegation of authority does not permit the Executive Committee to expend more than fifty thousand dollars (\$50,000), unless the expenditure is within the then-existing budget of the Corporation that has been previously approved by the Board of Directors.

e. This delegation of authority ~~does not permit~~ the Executive Committee to enter into work contracts so long as the funding is reasonably expected to cover all costs, and benefits at least one Member of the Corporation. The Executive Committee may also amend the Corporation's then-existing budget to incorporate any additional revenue and costs incurred by exercising the delegated authority in this section.

f. This delegation of authority does not permit the Executive Committee to alter or amend the Corporation's Articles of Incorporation or Bylaws.

g. This delegation of authority permits the Executive Committee to alter or amend the already adopted Corporation's Comprehensive Economic Development Strategy (CEDS) or equivalent. The Corporation's Board of Directors shall retain the authority to approve a new CEDS as required by EDA's established 5 year guidance, or equivalent.

gh. If this delegated authority is exercised as above provided, it will be effective and binding upon and inure to the benefit of the Corporation; the exercise of the authority will be reported to the next meeting of the Board of Directors and duly noted in the minutes of the Board of Directors' meeting.

Section 2. The Executive Committee shall be comprised of two directors who are city or county government representatives from within each member county, and one director who is a private entity representative from each county in the Mid-Iowa region. During December of each year, the active members from each county within the Mid-Iowa region will be contacted to request the names of the Executive Committee members from that county. The Executive Committee members shall serve from January 1 of each year until December 31 of the same year.

Section 3. The Chair of the Corporation will preside at the Executive Committee meetings. In the absence of the Chair, the Vice-Chair will preside. In the absence of the Vice-Chair, the Secretary/Treasurer will preside.

Section 4. The Corporation's Executive Committee shall meet at least every other month.

Section 5. The Executive Committee shall act only with a quorum of at least one-half of its members plus one additional member.

Section 6. Special meetings of the Corporation's Executive Committee may be called by any of the members of the Executive Committee.

Section 7. All decisions of the Executive Committee or the Executive Director are subject to review by the Corporation's Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors.

Section 2. Number, Term of Office and Qualifications. The number of directors shall be not less than one (1) nor more than one-hundred and twenty-five (125). The number of directors may be changed by the Board of Directors at any Annual or special meeting called for that purpose. No decrease in number shall have the effect of shortening the term of any incumbent director. Each director shall hold office until his or her successor is appointed and qualified, or until his or her death, resignation or removal. All directors must be individuals, and must represent the general interests of the Corporation.

Section 3. Appointment of Directors. Each city or county government that is a member of the Corporation shall appoint one (1) representative to serve on the Board of Directors. In addition, two (2) representatives from private entities located within each county of the Mid-Iowa region shall be appointed to serve on the Board of Directors; the appointments will be made by the active Corporation members within such county. Iowa State University, Des Moines Area Community College, and the Greater Des Moines Partnership shall each appoint one (1) representative to serve on the Board of Directors.

Section 4. Quorum and Manner of Acting. A majority of the number of directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business. ~~but~~ However, should a quorum not be achieved in this manner, those attending may also declare a quorum for the purpose of conducting official business provided at least 35% of the Directors are present and approve such motion by unanimous act. ~~if~~ If at any meeting of the Board of Directors there be less than a quorum present, a majority of the directors may adjourn the meeting, from time to time, until a quorum shall be present. Notice of any adjourned meeting need not be given. At all meetings of directors, a quorum being present, the act of the majority of the directors present at the meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. Any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by these means shall be deemed to be present in person at the meeting. No director shall vote by proxy. All meetings of the Board of Directors shall be open to the membership and shall be held in accordance with the Iowa Open Meetings Law.

Section 5. Action Without a Meeting. Except to the extent the Articles of Incorporation or these Bylaws otherwise require that action by the Board of Directors be taken at a meeting, any action required or permitted to be taken by the Board of Directors may be taken without a meeting

if each director signs a written consent describing the action to be taken and delivers it to the Corporation. Any action so taken shall be the act of the Board of Directors when one or more consents signed by all the directors are delivered to the Corporation. The written consent or consents may specify the time at which the action taken is to be effective. Any action taken by this written consent procedure shall have the effect of action taken at a meeting of the directors. Records of actions taken without a meeting shall be maintained in accordance with Iowa Open Records Law.

A director may withdraw his or her consent by revocation signed by the director and delivered to the Corporation prior to the delivery to the Corporation of unrevoked written consents signed by all of the directors.

Section 6. Resignation. Any director of the Corporation may resign at any time by giving written notice to the Board of Directors, the Chair, Vice-Chair, or Secretary of the Corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal of Directors by Members. The members of the Corporation may remove one or more directors, including the entire Board of Directors, without cause. A director may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the director. A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors through death, resignation, removal or otherwise shall be filled by the appointing entity. A director so appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office and until the appointment of his or her successor.

Section 9. Number of Directors Increased. In case the number of directors shall be increased by an eligible jurisdiction joining the Corporation mid-year, the directorship shall be filled by the joining entity. In case the number of directors be increased by amendment to these Bylaws, the directorship to be filled by reason thereof shall be filled at a special meeting of the members. Any director so appointed by the members shall serve until the appointment of his or her successor by the members.

Section 10. Place of Meetings, etc. Except as provided in Section 11 of this Article, the Board of Directors may hold its meetings and keep the books and records of the Corporation at such place or places, within the State of Iowa, as the Board may from time to time determine.

Section 11. Annual and Regular Meetings. The Annual Meeting of the Board of Directors shall be held in each year during the month of May and, if so held, no notice of such annual meeting need be given to any director of the Corporation. The Board of Directors shall be delegates of the

members. The Board of Directors, from time to time, may provide for the holding of other regular meetings of the Board of Directors and fix the time and place (which may be within or outside of the State of Iowa) thereof. Notice of regular meetings shall not be required to be given; provided, however, that in case the Board of Directors shall fix or change the time or place of regular meetings, notice of such action shall be mailed promptly to each director who shall not be present at the meeting at which such action was taken, addressed to him at his residence or usual place of business.

Section 12. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the Chair or any one or more of the directors at such time and place (which may be within or outside of the State of Iowa) as may be specified in the respective notices or waivers of notices thereof. Notice of each special meeting shall be given to each director at least two (2) days before the date on which the meeting is to be held, and may be communicated in person, by U.S. Mail, by telephone, voice mail, e-mail or other electronic transmission. Notice of any special meeting shall not be required to be given to any director who shall waive notice of such meeting in writing, including electronic transmission, whether before or after the time of such meeting; and any such meeting shall be a legal meeting without any notice thereof having been given if all the directors shall be present thereat.

A director may at any time waive any notice required under this Article III by signing a written statement evidencing his or her waiver and filing it with the Corporation's minutes. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity herewith, objects to lack of notice and does not thereafter vote for or assent to the objectionable action.

Section 13. Order of Business.

(a) At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors, from time to time, may determine by resolution.

(b) At all meetings of the Board, the Chair shall preside. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, the Secretary shall preside.

Section 14. Committees. Except as otherwise provided in Section 3 of this Article III, the Board of Directors may establish one or more committees of the Board, including an Executive Committee, and appoint members of the Board to serve on them. The creation of a committee and appointment of its members must be approved by a majority of all directors then in office when the action is taken. Each committee so created shall have two (2) or more directors, who shall serve at the pleasure of the Board. 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 request by the President, or upon request by the directors, from time to time, as the Board may determine by resolution. All provisions of this Article III that govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors shall also apply to committees of the Board and their members.

The Board of Directors may also create or authorize the creation of one or more advisory committees whose members are not required to be directors. Any advisory committee so created, however, shall not be a committee of the Board, and shall not exercise any powers of the Board.

Section 15. Standards of Conduct. Each member of the Corporation's Board of Directors, when discharging the duties of a director, shall act in good faith, and in a manner the director reasonably believes to be in the best interests of the Corporation. The members of the Board of Directors, or any committee of the Board, when becoming informed in connection with their decision-making functions, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances.

In discharging Board or committee duties, a director who does not have knowledge that makes his or her reliance unwarranted is entitled to rely on the performance by the following persons to whom the Board may have delegated, formally or informally by course of conduct, the authority or duty to perform one or more of the Board's delegable functions: (1) any officer of the Corporation whom the director reasonably believes to be reliable and competent in the functions he or she performed or the information, opinions, reports or statements that he or she provided; and (2) any employee of the Corporation whom the director reasonably believes to be reliable and competent in the functions he or she performs or the information, opinions, reports or statements that he or she provides.

In discharging Board or committee duties, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by any of the following persons: (1) any officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the functions he or she performed or the information, opinions, reports or statements that he or she provided; (2) legal counsel, public accountants, or other persons as to matters involving skill or expertise the director reasonably believes to be either matters within the particular person's professional or expert competence, or matters as to which the person merits confidence; and (3) a committee of the Board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.

Section 16. Standards of Liability. A director shall not be liable to the Corporation or its members for any decision to take or not to take action, or any failure to take any action, as a director, unless the party asserting liability in a proceeding shall establish that neither Section 901 nor 831 of the Revised Iowa Nonprofit Corporation Act preclude liability of the director, and that the challenged conduct consisted or was the result of one of the following: (1) action not in good faith; (2) a decision that the director either did not reasonably believe to be in the best interest of

the Corporation, or as to which the director was not informed to an extent the director reasonably believed appropriate in the circumstances; (3) a lack of objectivity due to the director's familial, financial or business relationships with, or lack of independence due to the director's domination or control by, another person having a material interest in the challenged conduct which relationship, or which domination and control, could reasonably be expected to have affected the director's judgment in a manner adverse to the Corporation and, after a reasonable expectation to such effect has been established, the director shall not have established that the challenged conduct was reasonably believed by him or her to be in the best interests of the Corporation; (4) a sustained failure of the director to devote attention to ongoing oversight of the business and affairs of the Corporation, or a failure to devote timely attention, by making, or causing to be made, appropriate inquiry, when particular facts and circumstances of significant concern materialize that would alert a reasonably attentive director to the need therefor; or (5) receipt of a financial benefit to which the director was not entitled or any other breach of the director's duties to deal fairly with the Corporation and its members that is actionable under applicable law.

Section 17. Director Conflict of Interest. No conflict-of-interest transaction shall be entered into between the Corporation and any director without first being approved pursuant to the procedures set forth in this Article III, Section 17. The term "conflict-of-interest transaction" means a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A director shall be deemed to have an indirect interest in a transaction under either of the following circumstance: (1) if another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or (2) if another entity of which the director is a director, officer, or trustee is a party to the transaction.

A conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the Board of Directors, or a committee of the Board, who have no direct or indirect interest in the transaction, but under no circumstances shall a transaction be authorized, approved, or ratified by a single director. If a majority of the directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action on the transaction.

The Board of Directors, through a resolution duly adopted, may impose such additional requirements and restrictions on conflict-of-interest transactions as the Board may see fit.

Section 18. Compensation. No director, committee member or officer of the Corporation shall receive any compensation for services performed in his or her capacity as a director, committee member or officer. Directors, committee members and officers shall be entitled to receive reimbursement for any amounts personally expended for or on behalf of the Corporation while performing their duties as such, provided such amounts are reasonable and approved by the Board of Directors.

ARTICLE V

OFFICERS

Section 1. Number. The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article V. The same individual may simultaneously hold more than one office in the Corporation.

Section 2. Election, Term of Office and Qualification. The officers of the Corporation shall be elected from among the members of the Executive Committee by the Executive Committee members in February of each year. Each such officer shall hold office until his or her successor shall have been duly chosen and shall qualify or until his or her death, resignation, or removal. The election of an officer of the Corporation shall not, in and of itself, create any contract rights.

Section 3. Subordinate Officers and Agents. The Executive Committee may appoint such other officers or agents as it may deem necessary or advisable, from time to time, to hold office for such period, and to have such authority to perform such duties as the Executive Committee, from time to time, may determine. The Executive Committee may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities, and duties.

Section 4. Removal. An officer may be removed at any time, with or without cause, by the Executive Committee. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation.

Section 5. Resignations. Any officer may resign at any time by giving written notice of such resignation to the Corporation's Board of Directors, the Chair or the Vice-Chair. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If a resignation is made effective at a future time and the Executive Committee accepts the future effective time, the Executive Committee may fill the pending vacancy before the effective time if the Executive Committee provides that the successor officer does not take office until the effective time. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

Section 6. Vacancies. A vacancy in any office by reason of death, resignation, removal, disqualification, or any other cause shall be filled by the Executive Committee

Section 7. Chair. The Chair shall be the chief executive officer of the Corporation and, subject to the control of the Executive Committee, he or she shall have general and complete management and supervision of the operations of the Corporation, to retain and discharge all employees, and generally to manage and supervise the operations of the Corporation, including

the investment of the corporate funds and properties. In general, he or she shall perform all duties incident to the office of Chair and see that all orders and resolutions of the Board of Directors and the Executive Committee are carried into effect. From time to time, the Chair shall report to the Board of Directors and the Executive Committee all matters within his or her knowledge which the interests of the Corporation may require to be brought to their notice. The Chair will annually review the Bylaws of the Corporation and make recommendations for amendment, if any. The Chair shall have authority to sign, execute, and acknowledge all contracts, checks, deeds, mortgages, bonds, leases, or other obligations on behalf of the Corporation as he or she may deem necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by the Board of Directors or the Executive Committee. The Chair may sign in the name of the Corporation reports and all other documents or instruments which are necessary or proper to be executed in the course of the Corporation's business. The Chair shall perform such other duties as are given to him or her by these Bylaws or as may be assigned, from time to time, by the Board of Directors or the Executive Committee.

Section 8. Vice-Chair. In the absence or disability of the Chair, or whenever requested by the Chair, the Vice-Chair may perform all the duties of the Chair, and, when so acting, shall have all powers and be subject to all restrictions upon the Chair. The Vice-Chair shall perform such other duties as are given to him or her by these Bylaws or as from time to time may be assigned to him or her by the Board of Directors, the Executive Committee, or the Chair.

Section 9. Secretary. The Secretary shall:

- (a) record and prepare minutes of all the proceedings of the meetings of the Board of Directors, its committees and the members, in a book to be kept for that purpose;
- (b) cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute;
- (c) authenticate and be custodian of the records of the Corporation;
- (d) see that the books, reports, statements and other documents and records required by statute are properly kept and filed;
- (e) compile and maintain a list of all of the Corporation's members, their addresses and other pertinent information;
- (f) in general, perform all duties incident to the office of Secretary and such other duties as are given to him or her by these Bylaws or as may be assigned to him or her, from time to time, by the Board of Directors, the Executive Committee, or the Chair.

Section 10. Treasurer. The Treasurer shall:

- (a) have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Corporation;
- (b) cause the money and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks or trust companies or with such bankers or other depositories as shall be selected in accordance with Article V, Section 5 of these Bylaws or to be otherwise dealt with in such a manner as the Board of Directors or the Executive Committee may direct;
- (c) cause the funds of the Corporation to be disbursed by checks or drafts upon the authorized depositories of the Corporation, and cause to be taken and preserved proper vouchers for all money disbursed;
- (d) render to the Chair, the Executive Committee or the Board of Directors, whenever requested, a statement of the financial condition of the Corporation and of all his or her transactions as Treasurer, and render a full financial report at the Annual Meetings of the members and the Board of Directors or the Executive Committee;
- (e) cause to be kept, at such place as the Board of Directors or the Executive Committee may determine, correct books of account of all the Corporation's business and transactions, such books to be available to any director at such place during business hours;
- (f) be empowered, from time to time, to require from all officers or agents of the Corporation reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Corporation;
- (g) in general, perform all duties incident to the office of Treasurer and such other duties as are given to him or her by the Board of Directors, the Executive Committee or the Chair.

Section 11. Standards of Conduct for Officers. Each officer of the Corporation, when performing in such capacity, shall act in good faith, with the care that a person in a like position would reasonably exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the Corporation and its members. In discharging the officer's duties, an officer who does not have knowledge that makes his or her reliance unwarranted is entitled to rely on any of the following: (1) the performance of properly delegated responsibilities by one or more employees of the Corporation whom the officer reasonably believes to be reliable and competent in performing the responsibilities delegated; (2) information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation whom the officer reasonably believes to be

reliable and competent in the matters presented; and (3) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving the skills or expertise the officer reasonably believes are within the particular person's professional or expert competence, or as to which the person merits confidence. An officer shall not be liable as an officer to the Corporation or its members for any decision to take or not to take action, or any failure to take any action, if the duties of the officer are performed in compliance with this Article IV, Section 12.

ARTICLE VI

ACCEPTANCE OF BEQUESTS, DEVISES AND DONATIONS, EXECUTION OF INSTRUMENTS, BORROWING OF MONEY AND DEPOSIT OF CORPORATE FUNDS

Section 1. Acceptance of Bequests, Devises and Donations. The Chair or Vice-Chair may accept any and all unconditional and unrestricted bequests, devises and donations of money and property made to the Corporation and, with the prior approval of the Board of Directors, may accept any other bequests, devises, and donations.

Section 2. Execution of Instruments. All instruments of assignment, transfer, conveyance, release and contract requiring execution by the Corporation, shall be signed by any authorized officer or agent provided, however, that such person or persons may delegate, from time to time, by instruments in writing, all or any part of such authority to any other person or persons, if authorized to do so by vote of the Board of Directors.

Section 3. Loans. When so authorized by the Board of Directors, any officer or agent of the Corporation may effect loans and advances, at any time, for the Corporation, secured by mortgage or pledge of the Corporation's property or otherwise, and may do every act and thing necessary or proper in connection therewith. Such authority may be general or confined to specific instances.

Section 4. Transfer of Real Estate. Unless authorized by the Board of Directors, no right or interest of any kind or nature in and to any real estate or lease of real estate shall be either: (1) sold, assigned, transferred, conveyed or otherwise disposed of or mortgaged or encumbered in any manner; or (2) acquired, either by purchase, lease or otherwise, by the Corporation.

Section 5. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to its credit in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any officer or officers, agent or agents, authorized to do so by the Board of Directors.

Section 6. Checks, Drafts, etc. All notes, drafts, acceptances, checks, endorsements and all evidences of indebtedness of the Corporation whatsoever shall be signed by such officer or officers, or such agent or agents, of the Corporation and in such manner as the Board of Directors, from time to time, may determine. Endorsements for deposit to the credit of the Corporation, in any of its duly authorized depositories, shall be made in such manner as the Board of Directors may from time to time determine.

ARTICLE VII

CORPORATE RECORDS

Section 1. Corporate Records to be Maintained - Generally. The Corporation shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall also maintain appropriate accounting records, and a record of its members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order. All records shall be maintained in written form or in another form capable of conversion into written form within a reasonable amount of time. Unless otherwise directed by the Board of Directors, the Secretary of the Corporation shall maintain and be the custodian of all its records.

Section 2. Specific Records to be Maintained. In addition to the foregoing, the Corporation shall keep a copy of all of the following records: (1) its Articles of Incorporation, Amended and Restated Articles of Incorporation and all amendments to them currently in effect; (2) its Bylaws, Restated Bylaws and all amendments to them currently in effect; (3) all resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members; (4) the minutes of all meetings of members and records of all actions approved by the members for the past three years; (5) all written communications to members generally within the past three years, including the financial statements furnished for the past three years pursuant to Section 1611 of the Revised Iowa Nonprofit Corporation Act; (6) a list of the names and business or home addresses of its current directors and officers; and (7) its most recent Biennial Report delivered to the Iowa Secretary of State.

Section 3. Inspection of Records by Members. Each member is entitled to inspect and copy, at a reasonable time and location specified by the Corporation, any of the records of the Corporation described in Article VI, Section 2, if the member gives the Corporation written notice or a written demand at least five (5) business days before the date on which the member wishes to inspect and copy. A member's agent or attorney has the same inspection and copying rights as the member.

Except as otherwise provided by law, each member is entitled to inspect and copy, at a reasonable time and location specified by the Corporation, any of the records of the Corporation described in Article VI, Section 1, if the member gives the Corporation written notice at least ten (10) business days before the date on which the member wishes to inspect and copy. A member may inspect and copy the records identified in this paragraph, however, only if all of the following apply: (1) the member's demand is made in good faith and for a proper purpose; (2) the member describes with reasonable particularity the purpose of the demand and the records the member desires to inspect; (3) the records are directly connected to the purpose so described; and (4) the Board of Directors consents to the request, if consent is required under Section 1605 of the Revised Iowa Nonprofit Corporation Act. Nothing in this Article VI, Section 3 shall affect or in any way limit the right of a member to inspect records under Article II, Section 6.

Section 4. Alternative to Inspection of Membership List. The Corporation may, within ten (10) business days after receiving a demand for inspection of its membership list under Section 711 of the Revised Iowa Nonprofit Corporation Act, or Section 3 of this Article VI, respond to the demand with a written proposal offering a reasonable alternative to the demand for inspection that will achieve the purpose of the demand without providing access to, or a copy of, the membership list. A proposal offering an alternative that reasonably and in a timely manner accomplishes a proper purpose identified in a demand for inspection shall be considered to offer a reasonable alternative. For purposes of this Article VI, Section 4, a reasonable alternative may include, but is not limited to, a communication prepared by a member and mailed by the Corporation at the member's expense.

Section 5. Limitation on Use of Corporate Records. Without the prior consent of the Board of Directors, no corporate record may be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the foregoing, corporate records including, but not limited to, a membership list or any part thereof, shall not be used for any of the following purposes: (1) to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the Corporation; (2) for any commercial purpose; (3) for sale to or purchase by any person; or (4) for any purpose that is detrimental to the interests of the Corporation.

Section 6. Financial Statements for Members. Upon written demand from a member, the Corporation shall furnish that member the Corporation's latest annual financial statements, which shall include a balance sheet as of the end of the fiscal year and a statement of operations for that year.

Section 7. Inspection of Records by Directors. A director of the Corporation is entitled to inspect and copy the books, records, and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1. Corporate Seal. The Corporation shall have no corporate seal.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end at the close of business on the last day of June each year.

Section 3. Non-Liability. Except as otherwise provided by law, a director, officer, employee or member of the Corporation is not liable for the Corporation's debts or obligations and a director, officer, member or other volunteer is not personally liable in that capacity, for a claim based upon any action taken or failure to take any action in the discharge of the person's duties, except liability for any of the following: (1) the amount of any financial benefit to which the person was not entitled; (2) an intentional infliction of harm on the Corporation or its members; (3) a violation of Section 835 of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors, officers, employees, members, or other volunteers for monetary damages to the Corporation, then the liability of such director, officer, employee, member or other volunteer of the Corporation shall be eliminated or limited to the full extent then permitted. The directors, officers, employees, members, or other volunteers of the Corporation have agreed to serve in their respective capacities in reliance upon the provisions of this Article VII, Section 4.

Section 4. Indemnification. Except as otherwise provided by law, a director, officer, employee, member, or other volunteer of this Corporation, as well as each director, officer, employee, member, or volunteer of this Corporation who is serving or who has served at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, shall be indemnified to the fullest extent possible by the Corporation for liability, as defined in Section 851, subsection 5, of the Revised Iowa Nonprofit Corporation Act, to any person for any action taken, or any failure to take any action, as a director, officer, employee, member, or other volunteer of this Corporation, or as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, except with regard to any action, suit or proceeding by or in the right of the Corporation or with respect to any liability for any of the following: (1) receipt of a financial benefit to which the person is not entitled; (2) an intentional infliction of harm on the Corporation or its members; (3) a violation of Section 835 of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. In order to be eligible for indemnification, a person must satisfy any and all

applicable standards of conduct and liability set forth in the Revised Iowa Nonprofit Corporation Act.

As provided in Section 859(1) of the Revised Iowa Nonprofit Corporation Act, the Corporation's obligation to provide indemnification hereunder shall include the obligation to advance funds to pay for or reimburse the reasonable expenses incurred by a person who is a party to any proceeding for which indemnification is required. A person who seeks an advancement of funds hereunder must satisfy any applicable requirements therefor which are set forth in the Revised Iowa Nonprofit Corporation Act.

The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Corporation, agreement, vote of disinterested directors, or otherwise. Any repeal or amendment of this Article shall not adversely affect any right or protection of a director, officer, employee, member, or other volunteer existing at the time of such repeal or amendment.

Section 5. Corporate Powers and Purposes. The Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful purposes for which corporations may be organized under the provisions of the Revised Iowa Nonprofit Corporation Act, Chapter 504 Code of Iowa, as amended.

This Corporation is organized and shall be operated exclusively and irrevocably for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

Section 6. Prohibited Transactions. No part of the net earnings of this Corporation shall inure to the benefit of any individual.

Upon the dissolution or termination of this Corporation, whether voluntary or involuntary, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for the promotion of social welfare as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

No loans or guarantees on personal obligations shall be made by the Corporation to or on behalf of its directors or officers. Any director or officer who assents to or participates in the making of any such loan or guarantee shall be liable to the Corporation for the amount of such loan or guarantee until the repayment thereof.

This Corporation shall not engage in a prohibited transaction, as defined in the Internal Revenue Code of the United States, or any amendment thereto.

This Corporation shall not:

- (a) lend any part of its income or corpus, without the receipt of adequate security and a reasonable interest, to;
- (b) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;
- (c) make any part of its services available on a preferential basis, to;
- (d) make any substantial purchase of securities or any other property, for less than an adequate consideration in money or money's worth, to; or
- (e) engage in any other transaction which results in a substantial diversion of its income or corpus, to;

any person who has made a substantial contribution to this Corporation.

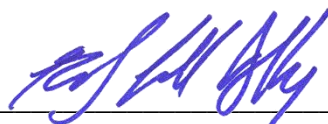
ARTICLE IX

AMENDMENTS TO BYLAWS

All Bylaws of the Corporation shall be subject to amendment, alteration, or repeal and the new Bylaws or amendments, alterations or repeals may be made by the affirmative vote of at least a majority of all of the Corporation's members; provided, however, that the members may condition any amendment's adoption on its receipt of a higher percentage of affirmative votes or on any other basis. Amendments may be proposed by the Board of Directors or the members.

If the Corporation's Board of Directors or members seek to have any amendment to these Bylaws approved by the members at a membership meeting, the Corporation shall give written notice to its members of the proposed membership meeting in accordance with Article II, Section 4 of these Bylaws. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.

If the Corporation's Board of Directors or members seek to have any amendment to these Bylaws approved by the members by written consent or written ballot, as authorized, respectively, under Article II, Sections 8 and 9, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment. Amendments approved by either of these methods shall be subject to any increased approval requirements those methods of taking action may require.



R. Todd Ashby, Incorporator