



IOWA DEPARTMENT OF NATURAL RESOURCES

FRIENDS ORGANIZATION MANUAL

LEADING IOWANS IN CARING FOR OUR NATURAL RESOURCES



DNR VOLUNTEERS

www.iowadnr.gov/volunteer

Introduction	1
How to use this document.....	1
Purpose	1
A Sampling of Friends Accomplishments.....	1
Establishing a Friends Group	1
Action Steps.....	2
Role of the DNR	2
On-site DNR Staff.....	2
DNR Parks Outreach Coordinator	2
Managing a Friends Group	2
Liability Protection for Non-Profits and Volunteers	2
Who can participate?	3
What are qualifying volunteer services?	3
What is the process to register?	3
Concessions	3
Special Events	3
Charitable Gambling	3
Finances	3
Seeking Grants and Funding	4
Insurance.....	4
Meeting Structure.....	4
Required Documents.....	4
Articles of Incorporation	4
Bylaws.....	5
Requirements for Friends Groups	5
Construction or Installation Projects on State Property	5
Retain a DNR Ex-Officio Member	5
DNR Volunteer Paperwork	5
Required Reporting.....	6
Recommended Records Retention.....	6
Recommended submittals to DNR	6
What will the DNR do with your information?	6
Free Assistance	7
Resource Center.....	7
IRS Assistance	7
Iowa Secretary of State’s Office.....	7
APPENDIX.....	8
APPLICATION TO ESTABLISH A FRIENDS GROUP	9
SAMPLE ARTICLES OF INCORPORATION	11
SAMPLE BYLAWS WITH MEMBERS.....	14
SAMPLE BYLAWS WITHOUT MEMBERS.....	29

Friends groups are a crucial partner working with the Iowa Department of Natural Resources to support the mission to conserve and enhance our natural resources while improving the quality of life for Iowans and ensuring a legacy for future generations.

Introduction

Friends groups provide immeasurable benefits to our state parks and public lands by instilling pride and responsibility for Iowa's natural resources. Friends contribute skills, knowledge, and other resources to enable DNR staff to accomplish projects beyond day to day operations. Friends also make protecting natural resources a priority which benefits their communities.

How to use this document

Direct links to documents and websites are present when this manual is accessed electronically and are noted with hyperlinks. The hyperlinks allow the user to obtain updated information directly from the source. For those accessing a paper version of this document, please visit the support websites listed in this document for the most updated information.

Purpose

A Friends group exists to assist and support the DNR's mission, operation and programs. The group is not intended to oversee the operations or management of the DNR area. The group is an entity separate from the site, liable for its actions and responsible for its own direction.

A Friends group can help create a strong connection between DNR and the community. This relationship benefits the DNR, its staff, economic development of the area and most importantly the citizens who visit these sites by:

- Assembling a corps of volunteers to assist with ongoing and future activities.
- Seeking alternative sources of financial support through fundraising, in-kind contributions, and donations of goods and services.
- Generating support for specific planned projects and events from local community organizations, groups and individuals.
- Promoting the area and important issues relating to the area in general with legislators, government decision makers, and the public.
- Acting as a goodwill ambassador between the local community and the DNR.

A Sampling of Friends Accomplishments

Friends of Shimek State Forest – secured \$14,000 in grant funds to stabilize trails, rebuild a horse shelters and stalls. Cleared trails from downed branches and assisted the DNR Forester to enhance the area by executing the forest management plan with approximately 850 volunteer hours. www.friendsofshimek.blogspot.com

Beed's Lake Friends Group – raises thousands of dollars to support the park and the water quality at the lake through multiple fund raising events that include: Sponsored runs through the park, omelet breakfasts, fishing tournaments and clean up days. By partnering with the community and Iowa businesses the Beed's Lake Friends group is a vital force for Franklin County's recreation. www.friendsofbeedslake.com

Friends of Cedar Rock – supports and maintains the preservation of Iowa State Park's Frank Lloyd Wright home on the Wapsipinicon River through clean up events, tours of the home, paddling events along the river and open houses to share the beauty and history of this unique structure. The group's goal is to raise \$160,000 for a restoration of the home.

Establishing a Friends Group

Any group of interested citizens can form a Friends group by following a process set by the DNR and the Iowa Secretary of State's Office. Groups should contact the local area DNR to start discussion about the formation of a group. Prior to setting up a Friends group, a prioritized, comprehensive list of tasks and projects should be developed and adopted by the group and for determining goals and meeting accomplishments. Remember all improvements that occur on DNR property must be approved by the agency prior to action being taken.

Action Steps

1. Outline goals with the DNR.
2. Develop scope and mission for the group.
3. Identify members who will be signing the paperwork to start the Friends group (Incorporators).
4. Submit an application to Iowa DNR (see Appendix).
5. Write Articles of Incorporation – For a list of information required in Articles of Incorporation please go to: [Iowa Code 504.202](#) or visit the Iowa Secretary of State's Office at <http://sos.iowa.gov/nonprofits/forming.html>. See the Appendix for a sample document.
6. File Articles of Incorporation with the Iowa Secretary of State's office.
7. Hold a meeting to organize the Corporation – [Iowa Code 504.205](#).
8. Obtain a Federal Employer Identification Number (EIN). It is a unique identifier of your organization for all reporting purposes. This is done by filling out an Internal Revenue Service (IRS) form called an [SS-4](#) or go to www.irs.gov.
9. Tax Exempt status
 - a. If your organization raises less than \$5,000 per year you do not have to apply to the IRS for a tax exemption.
 - b. If you raise more than \$5,000 per year you will need a federal tax exempt designation of a 501(c)(3) from the IRS. If you do, you must fill out an [IRS form 1023](#) – Application for Recognition of Exemption at www.irs.gov. A designation of a 501 (c)(3) may allow your group to be eligible for more grants, monies and programs.
10. Draft bylaws – these are organization's internal operating rules containing any provisions for regulating and managing the affairs of the corporation. See the Appendix for a sample document.
11. Hold an organizational meeting to discuss:
 - a. Adopting bylaws
 - b. Electing Officers
 - c. Developing committees
 - d. Discussion of other business of the Friends group
 - i. Insurance for the Friends group
 - ii. Insurance for the Board of Directors

Role of the DNR

On-site DNR Staff

- Oversee the day-to-day operations of the DNR area.
- Work with the Friends group to encourage and guide its goals, within the scope of the DNR's policies.
- Provide information to the Friends group as a non-voting ex-officio member.
- Manage and train volunteers on site and assist volunteers to complete required paperwork as it relates to their responsibilities.

DNR Parks Outreach Coordinator

- Assure staff receives proper training and management for volunteers.
- Act as a resource for Friends groups on DNR policies and procedures.
- Collect and retain Friends group documents for information and internal DNR reporting.
- Report to Iowa legislature, DNR management and DNR commissions on the progress of Friends groups.

Managing a Friends Group

Liability Protection for Non-Profits and Volunteers

The State Lands Volunteer Program allows select nonprofit organizations and individuals providing services on behalf of them to be eligible for liability protection under Iowa Code chapter 669 (Iowa Tort Claims Act) while performing qualifying volunteer services for the DNR. These nonprofit organizations and the individuals providing services on their behalf are considered state volunteers while providing authorized volunteer services for no compensation.

Who can participate?

For the purpose of this program a volunteer means an organization incorporated under Iowa Code chapter 504 as a nonprofit organization, or an individual providing services on behalf of the nonprofit organization, that provides volunteer services for the benefit of lands under the jurisdiction of the department and that registers as a volunteer under this program. A volunteer may include a friends group or organization as defined in rule 571—14.1(461A). A volunteer shall not include an organization or individual that operates a concession operation as defined in rule 571—14.1(461A), unless that concession operation remits all receipts and returns all net proceeds after qualifying expenses from such operations to the department for the benefit of the state parks system or otherwise procures goods or services for the benefit of the DNR.

What are qualifying volunteer services?

Qualifying volunteer services are, unless otherwise specified, limited to activities undertaken on lands under the jurisdiction of the DNR to benefit such lands. Volunteer services do not include any administrative functions of a nonprofit organization registered under this program. Some of the most common types of volunteer services include organized work days, special events, and concession operations.

What is the process to register?

Go to <http://www.iowadnr.gov/About-DNR/Volunteer-Opportunities> to find information and registration forms.

Concessions

If the Friends group plans to sell concessions (including firewood) on state property the group must comply with the Iowa DNR Administrative Code 571 – Chapter 14.

Concessionaries shall have a written contract with the Department with terms under which the concession shall be operated according to Iowa Code 461A.4.2. All proceeds from the sale of merchandise and other concession services shall be spent on state park or recreation area improvements.

For more information about concessions, contact your local park manger or ranger.

Special Events

Permits are required for all special events. Special events are defined by Iowa Administrative Code as the following: “special event” means either of the following occurring on public land, water or ice:

1. An organized race, tournament, exhibition, demonstration, or other planned event in which an admission fee is charged, prizes are awarded, or competition occurs between participants;
2. A planned event that, due to its nature, potential or actual size, or length, would likely adversely impact the use of the area by the public.

Examples of this are: Field and retriever meets or trials, fishing tournaments, athletic events, etc.

Visit the DNR website <https://programs.iowadnr.gov/specialevents/> to request a permit for a special event.

Charitable Gambling

According to the Iowa Secretary of State’s website: Charitable gambling is when a charity engages in “games of skill, games of chance and raffles” as a fundraiser to bring in revenue for the nonprofit. Bingo is a common form of charitable gambling.

The Social and Charitable Gambling Unit of the Department of Inspections and Appeals has administrative control for amusement games, contests, casino nights, and commercial promotions operated in the state of Iowa. In addition, the Unit regulates and licenses all games of skill and chance, bingo operations, raffles, and social gambling activities. You may obtain more information by visiting the [Social & Charitable](#) web page of the Department of Inspections and Appeals or by calling 515-281-6848.

Finances

Define specific procedures for handling money and writing checks. Include these procedures in the bylaws.

- Consider how many signatures the group needs to have on the bank signature card, whether the group wants to require more than one signature on each check, etc.

- At the end of the fiscal year, groups should have an audit of financial records. Many Friends groups contact a local business in their community to ask for free or reduced cost assistance.

Please note: According to Iowa Code Title 1 State Sovereignty and Management Subsection 4 Executive Branch, Chapter 13C -- A charitable organization shall provide, upon request and without cost to the requesting party, financial disclosure information concerning contributions received and disbursements for the organization's last complete fiscal year, or, if the organization has not completed a full fiscal year, for its current fiscal year, to the attorney general or a person requesting the information within five days of the request.

Seeking Grants and Funding

- Identify individuals or organizations in the community who might provide pro-bono services, or contribute funds or supplies for projects.
- Research foundations and charitable groups through resources like the Iowa Grants Guide (www.iowagrantsguide.org).
- Consider training for a member to attend a grant writing workshop if members do not have this experience.
- Consult with the DNR before pursuing any grants to ensure the DNR supports your initiative.

Insurance

An important consideration for any non-profit group is to purchase insurance for its board members, special events and the entity itself. In the event of an injury or accident, the Friends group could be drawn into legal action. For more information see [Iowa Code 504.858](#).

Some friends groups consult with local insurance agents to decide on appropriate coverage for the group and the board. Consider projects, the size of the group and the type of events you will be sponsoring. These considerations will impact insurance needs.

Meeting Structure

Meetings can be scheduled annually, at the beginning and end of the season or any frequency agreed upon by members. Opening these meetings to all volunteers may result in some of the non-Friends volunteers becoming new members. The meetings can be informal events with food, program or activities.

Any meetings held in support of the Friends group should follow these guidelines:

- Meetings should be scheduled regularly and well publicized in advance.
- Minutes of the meeting must be recorded and kept on file.
- At least one person from the DNR staff must be in attendance as a non-voting member.
- Copies of minutes should be provided to the DNR staff person.

Required Documents

Articles of Incorporation

Articles of incorporation, as defined by the website www.law.com, as "The basic charter of a corporation which spells out the name, basic purpose, incorporators, amount and types of stock which may be issued, and any special characteristics such as being non-profit".

Language required by the DNR for articles of incorporation are as follows:

- The definition of the group must state: "the Friends of _____ (i.e. Ledges State Park) has been formed solely for the purpose of promoting and enhancing _____ (i.e. Ledges State Park), recreation area, or the Iowa State Park system".
- If the group plans to hold special events on state property the group is required to comply with the DNR Administrative Code 571 – Chapter 44. See the Special Event section below for more information.
- The address and name of the corporation's registered agent at that office cannot be a DNR staff person. Nor can the registered office be a DNR property or office address.

Bylaws

Bylaws as defined by www.law.com: “The written rules for conduct of a corporation, association, partnership or any organization. They should not be confused with the articles of incorporation, which only state the basic outline of the company, including stock structure. Bylaws generally provide for meetings, elections of a board of directors and officers, filling vacancies, notices, types and duties of officers, committees, assessments and other routine conduct. Bylaws are in effect a contract among members and must be formally adopted and/or amended.”

Include the following:

- Establish a mission statement.
- Identify the name of the organization and the DNR area being supported.
- Membership criteria, voting, dues, and termination of membership. All Friends groups shall include in their bylaws this language: “Membership is open to anyone regardless of race, creed, color, religion, sex, age, disability, national origin, gender identity, sexual orientation or political affiliation.”
- Provide several levels of membership for individuals, families, and “patron” level. Offering an option of higher level support encourages larger donations.
- Establish meeting frequency and required number for a quorum (including the DNR ex-officio member).
- Establish officer positions and duties, set term limits, elections procedures and handling interim vacancies.
- Identify standing committees and their duties, with flexibility to establish new committees.
- Determine a fiscal year.
- Describe a procedure to amend bylaws.
- Outline conditions and procedures of dissolution.
- Strongly consider including a section in the bylaws about conflict of interest in situations regarding board members. Conflict of interest could arise regarding vendors, ownership of property near the site, etc.
- Establish the number of people who will sign checks and have access to all monetary accounts.
- Establish the fiscal year and financial auditing requirements.

Requirements for Friends Groups

Construction or Installation Projects on State Property

To provide a consistent standard for signs, kiosks, installations and projects requiring construction in our public areas, the state of Iowa has developed requirements that shall be followed to ensure new development meets state criteria and rules.

- Sovereign Lands Construction Permit – Any construction occurring on, above or under state-owned lands or water must have a permit through the DNR sovereign lands program. Sovereign lands include: meandered sovereign lakes, meandered sovereign rivers, state forests, wildlife management areas, state parks, and state preserves. This permit is established through Iowa Administrative Code 571— Chapter 13.
- Archeological survey potential – any construction that may disturb land has the potential to trigger a survey. To determine the need of a Phase I study contact the DNR at 515-281-5918.
- [Design Guide](#) – the guide is a complete resource for any installation occurring in state parks, preserves or forests with the intent to provide continuity for all construction and design projects. Contact your local DNR staff person for more information.
- Construction of Structures and operation of Commercial Concessions – A person shall not construct or maintain a structure or building without first obtaining a written permit from the Iowa Natural Resource Commission. This rule is established through [Iowa Code 461A.4](#).

Retain a DNR Ex-Officio Member

A DNR staff person or designee will attend all meetings. This person is a non-voting ex-officio member and is a designee in place to respond to any DNR policy questions or management practices that may be brought up at the meeting. The DNR designee must be present to constitute a quorum.

DNR Volunteer Paperwork

All volunteers who work on DNR property must complete all volunteer forms and have proper authorization prior to

volunteering. The intent is to manage risk by ensuring volunteers are trained properly, know what is expected of them, and the agency has a record of their involvement.

Unsupervised volunteers shall not subject any persons to inappropriate or unlawful treatment. Such activity would be outside the scope of the volunteer's service, particularly but not solely for the purposes of tort liability protection pursuant to Iowa Code Section 669.24.

Below are steps all volunteers must follow:

- Shall submit to a driver's license check prior to operating any DNR vehicles. This includes ATVs and boats.
- Any volunteer under the age of 18 shall not operate any machinery with a motor or a state vehicle.
- All volunteers shall sign and submit a liability waiver. Any volunteer under the age of 18 shall have a parent or guardian sign a liability waiver. See your local DNR staff person for the volunteer waiver.
- Submit a monthly volunteer log to the local DNR staff person.

Required Reporting

- IRS information on required filings for tax exempt organizations see [4221-PC](#).
- IRS Annual filing requirements (Form 990, 990N or 990 E-Z).
- Biennial report filed with the Iowa Secretary of State's Office (www.sos.iowa.gov).

Recommended Records Retention

1. Permanent records.
 - a. Minutes of all member and board of director meetings.
 - b. Record all actions taken by members, committees or directors.
2. Accounting records that include all deposits and transactions.
3. Membership record.
 - a. Names (in alphabetical order).
 - b. Address.
 - c. Number of votes for each member.
4. Maintain all records in written form including:
 - a. Articles of Incorporation or reinstated articles of incorporation and all amendments.
 - b. Bylaws or reinstated bylaws and all amendments.
 - c. Resolutions adopted by the board of directors.
5. Minutes of all meetings and records for the past three years.
6. All written communication to members, including financial statements for the past three years.
7. A list of names and business or home addresses of its current directors and officers.
8. Most recent biennial report delivered to the Secretary of State.
9. Annual audit of financial records.

Recommended submittals to DNR

In order to provide additional assistance and reporting, submittals of the following paperwork is requested:

- Establishment of a Friends group form (see Appendix)
- Annual report
- Articles of Incorporation
- Bylaws of the corporation
- Calendar of events
- Newsletters
- Photos

What will the DNR do with your information?

The DNR volunteer coordinator is tasked with reporting status of Friends groups and their successes to DNR management, the Natural Resource Commission and the Iowa Legislature. Assistance is also available for the following:

- Develop success stories for publication.

- Feature events on the DNR website calendar, publications, Twitter feeds, and Facebook.
- Post volunteer requests state-wide through web based programs.
- Planning assistance for events.

Free Assistance

Resource Center

The Larned A. Waterman Iowa Non-profit Center at the University of Iowa is a Center where groups can get access to advice, newsletters and for fee workshops to help non-profits thrive. To learn more about this resource visit <http://inrc.continuetolearn.uiowa.edu/> or call toll free 866-500-8980.

Access a free copy of [Iowa Principles and Practices for Charitable Nonprofit Excellence](#).

IRS Assistance

The Internal Revenue Service's website www.stayexempt.org/ has free information for non-profits on various subjects, including federal reporting requirements, how to apply for tax exempt status, and helpful hints for writing bylaws. Information is available in on-line tutorials and presentations to understand forms and processes. To view a mini course on applying for tax exempt status click [here](#).

Information about IRS required filings for tax exempt organizations can be accessed here: [Compliance Guide for 501\(c\)\(3\) Public Charities](#). The document covers the following:

- Activities that may jeopardize a charity's exempt status
- Federal information returns, tax returns or notices that must be filed
- Recordkeeping – why, what, when
- Governance considerations
- Changes to be reported to the IRS
- Required public disclosures
- Resources for public charities

Iowa Secretary of State's Office

The Iowa Secretary of State's Office has a Business Services Division helping Iowans understand legal requirements for setting up non-profits, explaining necessary paperwork and on-line forms to start a Friends group. By going to their website and looking under the heading of "non-profits" information is available on how to get started with a non-profit. <http://sos.iowa.gov/>

APPENDIX



Incorporators (use a continuation sheet if necessary)

1. Name	_____	Address	_____
City	_____	State	_____ Zip _____
Phone	_____	Email	_____
Signature	_____		
2. Name	_____	Address	_____
City	_____	State	_____ Zip _____
Phone	_____	Email	_____
Signature	_____		
3. Name	_____	Address	_____
City	_____	State	_____ Zip _____
Phone	_____	Email	_____
Signature	_____		
4. Name	_____	Address	_____
City	_____	State	_____ Zip _____
Phone	_____	Email	_____
Signature	_____		
5. Name	_____	Address	_____
City	_____	State	_____ Zip _____
Phone	_____	Email	_____
Signature	_____		

Anticipated date of incorporation _____

Person submitting application

Name	_____	Email	_____
Phone	_____		
Signature	_____	Date	_____

Submit this form to:

Department of Natural Resources
502 E 9th St
Des Moines IA 50319

SAMPLE ARTICLES OF INCORPORATION

Provided by the University of Iowa Larned Center

ARTICLES OF INCORPORATION OF

[Name of Organization]

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

[I/We], the undersigned, acting as [an] Incorporator[s] of a corporation under chapter 504 of the Iowa Code, 2013, adopt the following Articles of Incorporation for such corporation.

ARTICLE I NAME

The name of the Corporation is _____

ARTICLE II TYPE OF ORGANIZATION

[This corporation is a public benefit corporation.]

[This corporation is a mutual benefit corporation.]

[This corporation is a religious corporation.]

ARTICLE III REGISTERED OFFICE AND AGENT

The address of its initial Registered Office in the State of Iowa is: _____, in the County of _____ and the name of its initial Registered Agent at such address is _____.

ARTICLE IV INCORPORATOR

The name[s] and address[es] of the Incorporator[s] [is/are]:

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

ARTICLE V MEMBERSHIP

The Corporation shall have [no] members.

ARTICLE VI DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or the assets shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VII PURPOSE

The Corporation is organized exclusively for the purpose of _____.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII PROHIBITIONS

The Corporation is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX INITIAL DIRECTORS

The number of directors constituting the first board of directors of the Corporation is [two, _____] and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

ARTICLE X POWERS

The Corporation shall have all of the powers given to it by the laws of the state of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE

No director, officer, employee or member of the corporation shall as such be liable on its debts or obligations, and no director, officer, employee or member or volunteer shall be personally liable as such for any claim based upon an act or omission of such person performed in the discharge of such person's duties, except where there is liability for any of the following:

- The amount of any financial benefit to which the person is not entitled;
- An intentional infliction of harm on the corporation or the members;
- An unlawful distribution in violation of Iowa Code section 504.835; or
- An intentional violation of criminal law.

The Corporation may indemnify any director against liability for lawful actions performed in good faith on behalf of the Corporation, so long as such director believed the actions to be in the best interests of the Corporation, or not contrary

to the best interests of the corporation.

Notwithstanding the preceding statement, the Corporation shall not indemnify a director in connection with proceedings by or in the right of the Corporation, or under circumstances wherein the director has received a financial benefit to which the director was not entitled.

ARTICLE XII AMENDMENT TO ARTICLES

These Articles may be altered, amended or repealed and new Articles adopted by the affirmative vote of two-thirds of the entire board of directors at a meeting of the board of directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least ten (10) days prior thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

IN WITNESS WHEREOF, the Incorporator[s] [has/have] caused the execution of the foregoing Articles of Incorporation on this

_____ day of _____, 2018.

[Incorporator #1 name]

[Incorporator #2 name]

SAMPLE BYLAWS WITH MEMBERS

Provided by the University of Iowa Larned Center

BYLAWS OF
[Name of Organization]

ARTICLE I NAME AND PURPOSES

Section 1.01. Name. The name of the organization is _____ (hereinafter referred to as “Corporation”).

Section 1.02. Purpose. [State Purpose Here]

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II OFFICES

Section 2.01. Principal Office. The principal office of the Corporation in the state of Iowa shall be located in the city of _____, in the county of _____. The Corporation may have other offices, either within or outside the state of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 2.02. Registered Office. The Corporation shall have and continuously maintain in the state of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code section 504.501. The registered office may be, but need not be, the same as the principal office in the state of Iowa, and the address of the registered office or the registered agent at the registered office, or both, may be changed from time to time by the Board of Directors.

ARTICLE III MEMBERS

Section 3.01. Classes of Members. ¹ The Corporation shall have ____ classes of members: [List the classes of members if they will have them].²

Section 3.02. Qualifications. Membership may be granted to any individual or corporation that supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Directors. Members shall have no voting rights. No person shall be admitted without his or her consent.³

Section 3.03. Election of Members. Members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the directors shall be required for election. [No member shall be elected over the negative vote of ____ directors.]

Section 3.03.A. Except in the initial election of members, all applicants for membership shall file with the Secretary a written application in the form determined by the Board of Directors.

Section 3.03.B. All applications for membership shall be presented promptly for consideration and investigation to the Board of Directors or to the Admissions Committee, if an Admissions Committee has been appointed by the Board of

¹ The corporation may have one or more classes of members, such as regular, associate, nonresident, honorary, etc. If the corporation has one or more classes of members, the designation, qualifications and rights of the members of each class must be set forth in the articles of incorporation or the bylaws. R.I.N.C.A. § 504.601

² The Corporation may also choose not to have members. If this is true than Article II will state that “The Corporation will not have members”, and Article III will be deleted.

³ R.I.N.C.A. §504.601.

Directors; and, if an Admissions Committee has been appointed, it shall report its recommendations promptly to the Board of Directors. A list of applications for membership shall be posted at the principal office of the Corporation or mailed to each member of the Corporation.

Section 3.03.C. Not earlier than ___ days after a list of applications has been posted or mailed to members, the Board of Directors shall pass upon each application included in the list and either accept or reject it. After an applicant has been rejected, he or she may not make another application for membership within one year following.

Section 3.04. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of dues for the period fixed in article XIII of these bylaws.

Section 3.05. Resignation. Any member may resign at any time by filing a written resignation with the President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the President or Secretary. Acceptance of a resignation is not necessary for it to be effective. Resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.⁴

Section 3.06. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 3.07. Transfer of Membership. Any membership in this Corporation may not be transferred and assigned by a member.⁵ Further, the Corporation may not purchase memberships.⁶

Section 3.08. Dues. Dues for members shall be established by the Board of Directors.

Section 3.09. Derivative Suits. Any member or members having five percent of the voting power or fifty members, whichever is less, or a director may bring a derivative action against the corporation based on the same standards set forth in the Iowa Business Corporation Act.⁷

ARTICLE IV MEETINGS OF MEMBERS

Section 4.01. Annual Meeting.⁸ An annual meeting of the members shall be held on the ___ of the month of _____ in each year, beginning with the year ___, at the hour of ___ o'clock, _m., for the purpose of electing directors and for the transaction of any other business that may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the state where the meeting is to be held, the meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated here for any annual meeting, or at any adjournment of the annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon after as is convenient.

Section 4.02. Special Meetings.⁹ Special meetings of the members may be called by the President, the Board of

⁴ R.I.N.C.A. §504.621.

⁵ R.I.N.C.A. §504.612.

⁶ R.I.N.C.A. §504.623.

⁷ R.I.N.C.A. §504.631.

⁸ An annual meeting of the members shall be held at such time as may be provided in the articles of incorporation or the bylaws. Failure to hold the annual meeting at the designated time will not work a forfeiture or dissolution of the corporation. R.I.N.C.A. § 504.701.

⁹ In addition to the president and the board of directors, special meetings may be called by such other officers or persons or number or proportion of members as is provided in the articles of incorporation or the bylaws. In the absence of a provision fixing the

Directors, or by members having one-____ of the votes entitled to be cast at the meeting.

Section 4.03. Place of Meeting. The Board of Directors may designate any place, either within or without the state of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors or the President. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Corporation in the state of Iowa; provided, however, that if all members meet at any time and place, either within or without the state of Iowa, and consent to the holding of a meeting, the meeting shall be valid without call or notice, and any corporate action may be taken at the meeting.

Section 4.04. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting shall be delivered no less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each member entitled to vote at the meeting. In the case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage prepaid. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise required by statute.

Section 4.05. Informal Action by Members.¹⁰ Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting and without a vote if all of the members entitled to vote with respect to the subject matter of the action sign a consent in writing, setting forth the action taken.

Section 4.06. Quorum.¹¹ The members holding one-____ of the votes entitled to be cast on any matter to be voted upon represented in person or by proxy shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present and entitled to vote at the meeting may adjourn the meeting without further notice. The members present at a meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 4.07. Proxies.¹² At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. [A proxy may be given only to another member of the Corporation, and no person who is not a member of the Corporation or of the Board of Directors may attend a meeting of members.]¹³

Section 4.08. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of the matter, unless a greater proportion is required by law or by these bylaws. Members standing in the name of a partnership may be voted by any partner of the partnership; and memberships standing in the name of a corporation or association may be voted by any officer or agent that the bylaws of the corporation or association may prescribe, or, in the absence of such a provision, as the board of directors of the corporation or association may determine.

Section 4.09. Membership Record Date. In order that the Corporation may determine the members entitled to notice of

number or proportion of members entitled to call a meeting, a special meeting may be called by members having one-twentieth of the votes entitled to be cast at such meeting. R.I.N.C.A. § 504.702.

¹⁰ The members may act in this manner even if the articles of incorporation or bylaws do not provide for such. R.I.N.C.A. § 504.704.

¹¹ In the absence of a provision in the bylaws providing for a different number or percentage, members holding one-tenth of the votes entitled to be cast on the matter to be voted upon constitute a quorum. R.I.N.C.A. § 504.713.

¹² Proxy voting by members is authorized unless otherwise provided in the articles of incorporation or the bylaws. R.I.N.C.A. § 504A.15.

¹³ Some corporations, such as fraternities, may not wish to allow non-members to attend their meetings. In that case, the bracketed material may be included.

or to vote at any meeting of members or any adjournment of a meeting, or to express consent to corporate action in writing without a meeting, or entitled to receive allotment of any rights, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date which shall not be more than sixty nor less than ten days before the day of such meeting, nor more than sixty days prior to any other action. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting, unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 4.10. Voting by Mail.¹⁴ Where directors or officers are to be elected by members the elections may be conducted by mail in the manner that the Board of Directors may determine.

Section 4.11. Cumulative Voting.¹⁵ In all elections for directors every member entitled to vote shall have the right to cumulate his or her vote and to give one candidate a number of votes equal to his or her vote multiplied by the number of directors to be elected, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.¹⁶ Directors need not be residents of the state of Iowa or members of the Corporation.¹⁷

Section 5.02. Number, Tenure and Qualifications.¹⁸ The number of directors shall be _____. Each director shall hold office until the next annual meeting of members¹⁹ and until his or her successor is elected and has qualified. However, the term of the director may not exceed five years.²⁰

Section 5.03. Election. The directors are to be elected by an affirmative vote of two-thirds of the members.²¹

Section 5.04. Removal.²² A director may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action has been given to the entire Board of Directors then in office. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at the meeting.

Section 5.05. Resignation.²³ Any director, member of a committee or officer may resign at any time by filing a written resignation with the President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the President or Secretary. Acceptance of a resignation is not necessary to make it effective. A resignation is effective when the notice is effective unless the notice specifies a later date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides

¹⁴ If elections are to be conducted by mail, the bylaws must state that fact.

¹⁵ If the corporation is to use cumulative voting, the articles of incorporation must state that fact. R.I.N.C.A. § 504.15. If the corporation is not to use cumulative voting, omit this section.

¹⁶ R.I.N.C.A. § 504.801.

¹⁷ R.I.N.C.A. § 504.802 requires that the directors be individuals.

¹⁸ The corporation may have one or more directors. R.I.N.C.A. § 504.803. The number of directors may be increased or decreased from time to time by amendment to the bylaws, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation. No decrease in number can shorten the term of any incumbent director. In the absence of a bylaw fixing the number of directors, the number is the same as that stated in the articles of incorporation. R.I.N.C.A. § 504.803

Directors may be divided into classes and the terms of office of the several classes need not be uniform. R.I.N.C.A. § 504.806.

The directors named in the articles of incorporation hold office until the first annual election of directors, unless a different period is specified in the articles of incorporation or the bylaws. R.I.N.C.A. § 504.803

¹⁹ If the corporation has no members, substitute "directors" for "members."

²⁰ R.I.N.C.A. § 504.805.

²¹ If there are no members, then the directors will be elected by an affirmative vote of two-thirds of the board. R.I.N.C.A. § 504.804.

²² The procedure for removal must be stated in the articles of incorporation. R.I.N.C.A. §§ 504.809, 504.810.

²³ R.I.N.C.A. § 504.807.

that the successor does not take office until the effective date.

Section 5.06. Increase in Number. The number of directors may be increased by amendment to these bylaws by the affirmative vote of a majority of the entire Board [or by the affirmative vote of a majority of the members at an annual meeting or at a special meeting called for that purpose].²⁴

Section 5.07. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw [, jointly with the annual meeting of members or immediately after, and at the same place as the annual meeting of members].²⁵ The Board of Directors may provide by resolution the time and place, either within or without the state of Iowa, for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 5.08. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state of Iowa, as the place for holding any special meeting of the Board called by them.

Section 5.09. Notice.²⁶ Notice of any special meeting of the Board of Directors shall be given at least two days previously by written notice delivered personally or sent by mail or telegram to each director at his or her address as shown by the records of the Corporation, unless the meeting must be held within two days. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting, unless specifically required by these bylaws.

Section 5.10. Quorum.²⁷ A majority of the Board of Directors shall constitute a quorum for the transaction of business; but if less than a majority of directors are present at the meeting, a majority of the directors present may adjourn the meeting without any further notice.

Section 5.11. Manner of Acting.²⁸ The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 5.12. Vacancies.²⁹ Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. A director so elected shall be elected for the un-expired term of his or her predecessor in office, or for the full term of the new directorship, as the case may be, and until his or her successor is elected and has qualified. If a director elected by members ceases to be a director, the vacancy may be filled by the members or the board in absence of a contrary provision in the articles or the bylaws.³⁰ Where a vacancy occurs in any office held by an appointed director, only the person who appointed the director may fill the vacancy in the absence of an article or bylaw provision to the contrary.³¹

²⁴ If the corporation has no members, omit the bracketed material.

²⁵ If the corporation has no members, omit the bracketed material.

²⁶ The bylaws may prescribe the required notice for meetings of the board of directors. R.I.N.C.A. §§ 504.823, 504.824.

²⁷ Unless otherwise provided in the articles of incorporation or the bylaws, a majority of the directors constitute a quorum for the transaction of business. In no event shall a quorum consist of less than one-third of the entire board of directors. R.I.N.C.A. § 504.825.

²⁸ R.I.N.C.A. § 504.825 (optional).

²⁹ R.I.N.C.A. § 504.805 (optional).

³⁰ R.I.N.C.A. §504.811.

³¹ R.I.N.C.A. §504.811.

Section 5.13. Compensation.³² Directors as such shall not receive any stated salaries for their services, but the Board of Directors may by resolution allow a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the board. Nothing in these bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for that service.

Section 5.14. Informal Action by Directors.³³ Any action required to be taken at a meeting of directors, or any action which may be taken by directors, may be taken without a meeting and without voting if all of the directors sign consent in writing, setting forth the action taken.

Section 5.15. Meeting by Conference Telephone.³⁴ Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

Section 5.16. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards a dissent by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. A director who voted in favor of an action may not dissent from the action.

Section 5.17. General Standards for Directors.³⁵ A director shall discharge his or her duties as a director (1) in good faith; and (2) in a manner the director reasonably believes to be in the best interests of the corporation. The members of the board of directors, 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 such duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following persons if the director reasonably believes are within the person's professional or expert competence: (1) one or more officers of the corporation; (2) legal counsel, public accountants, or other persons as to matters involving skills or expertise the director reasonably believes are either of the following: (a) matters within the particular person's professional or expert competence; or (b) matters as to which the particular person merits confidence; (3) a committee of the board; or (4) in the case of religious corporations, religious authorities and ministers, priests, rabbis or other persons. A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance unwarranted. A director is not deemed a trustee with respect to the corporation or any property held or administered by the corporation, including without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE VI OFFICERS, EMPLOYEES, AND AGENTS

Section 6.01. Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article.³⁶ The Board of Directors may elect or appoint the other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it may deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person. The officers may be, but need not be, members of the Board of Directors.

³² R.I.N.C.A. §504.812.

³³ The board may take such action even if the articles of incorporation or bylaws do not provide for such. R.I.N.C.A. § 504.822.

³⁴ R.I.N.C.A. § 504.821 (optional).

³⁵ R.I.N.C.A. §504.831.

³⁶ The officers may be designated by other titles, but must always include (but need not be limited to) president, vice-president, secretary and treasurer. R.I.N.C.A. § 504.841.

Section 6.02. Election and Term of Office.³⁷ The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor is elected and has qualified, or until his or her death, resignation or removal.

Section 6.03. Resignation and Removal.³⁸ Any officer, agent or employee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served by his or her removal, but removal does not prejudice the contract rights, if any, of the person removed. Election or appointment of an officer or agent does not of itself create contract rights. Further, an officer may resign at any time by delivering notice to the corporation.³⁹

Section 6.04. Other Agents and Employees. The Board of Directors may appoint such agents and employees as it may deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties [and receive such reasonable compensation]⁴⁰, if any, as the Board of Directors may determine. No agent or employee need be a director of the Corporation. The Board of Directors may prescribe the respective title, terms of office, authorities and duties of such agents or employees.

Section 6.05. Delegation of Authority. To the full extent allowed by law, the Board of Directors may delegate to any officer, agent or employee any powers possessed by the Board of Directors.

Section 6.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the non-expired portion of the term.

Section 6.07. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the [members and of the]⁴¹ Board of Directors if present at the meeting. He or she may sign and execute alone in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, either generally or specifically, except in cases where the signing and execution has been expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and any other duties that the Board of Directors prescribes.

Section 6.08. Vice-President. In the absence of the President or in event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to any restrictions upon the President. Any Vice-President shall perform any other duties that the President or the Board of Directors assign to him or her.

Section 6.09. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety that the Board of Directors determines. He or she shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they request, an

³⁷ Officers may be elected or appointed in such manner and for such terms as may be prescribed in the articles of incorporation or bylaws. In the absence of any such provision, all officers shall be elected or appointed annually by the board of directors. Where desired, provision may be made in the bylaws for the election of some or all of the officers by the members, and where officers are to be elected by members the bylaws may provide for conducting the election by mail.

³⁸ Unless otherwise provided in the articles of incorporation, any officers elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the corporation will be served thereby. Removal by the board is without prejudice to the former officer's right to bring a breach of contract action for damages. R.I.N.C.A. §§ 504.844, 504.845.

³⁹ R.I.N.C.A. §504.844.

⁴⁰ Optional.

⁴¹ If the corporation has no members, omit the bracketed material.

account of all his or her transactions as Treasurer and of the financial condition of the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; keep full and accurate account of receipts and disbursements in books belonging to the Corporation; disburse the funds of the Corporation as may be ordered by the Board of Directors or the President, taking proper vouchers for the disbursements; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the Corporation in the banks, trust companies or other depositories as are selected in accordance with the provisions of article VIII of these bylaws; and in general perform all the duties incident to the office of Treasurer and any other duties that the President or the Board of Directors assign to him or her.

Section 6.10. Secretary.⁴² The Secretary shall keep the minutes of the meetings of the [members and of the]⁴³ Board of Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law (but if the Secretary is absent, or refuses or neglects to give such notice, any notice may be given by any person who is directed to give notice by the President, or by the directors[, or members,]⁴⁴ upon whose requisition the meeting is called as provided in these bylaws)); be custodian of the corporate records and of [the seal of the Corporation and see that the seal of the Corporation is affixed to]⁴⁵ all documents, the execution of which on behalf of the Corporation [under its seal]⁴⁶ is authorized in accordance with the provisions of these bylaws; [keep a register of the post office address of each member which shall be furnished to the Secretary by that member;]⁴⁷ and in general perform all duties incident to the office of Secretary and any other duties that the President or the Board of Directors assign to him or her.

Section 6.11. Assistant Treasurers and Assistant Secretaries.⁴⁸ If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in the sums and with the sureties that the Board of Directors determines. In the absence of the Treasurer or Secretary or in event of the inability or refusal to act of the Treasurer or Secretary, the Assistant Treasurer or Assistant Secretary, as the case may be (or in the event there be more than one Assistant Treasurer or Assistant Secretary, the Assistant Treasurers or Assistant Secretaries in the order of their election) may perform the duties of the Treasurer or Secretary, as the case may be. When so acting, the Assistant Treasurers or Assistant Secretaries shall have all the powers of and be subject to any restrictions upon the Treasurer or Secretary, as the case may be. The Assistant Treasurers and Assistant Secretaries shall perform such other duties as the Treasurer, the Secretary, the President or the Board of Directors assign to them.

Section 6.12. Compensation.⁴⁹ Any officer, agent or employee of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation only when authorized by a majority of the Board of Directors.

Section 6.13. Duties and Authority of Officers.⁵⁰ Each officer has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties and authority of other officers.

Section 6.14. Standards of Conduct for Officers.⁵¹ An officer shall discharge his or her duties as a director (1) in good faith; and (2) in a manner the director reasonably believes to be in the best interests of the corporation. In discharging such duties, an officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following persons if the director reasonably believes are within the person's professional or expert competence: (1) one or more officers of the corporation; (2) legal counsel, public accountants, or other persons retained by the corporation as to matters involving the skills or expertise the officer

⁴² R.I.N.C.A. §504.841.

⁴³ If the corporation has no members, omit the bracketed material.

⁴⁴ If the corporation has no members, omit the bracketed material.

⁴⁵ If the corporation has no seal, omit the bracketed material.

⁴⁶ If the corporation has no seal, omit the bracketed material.

⁴⁷ If the corporation has no members, omit the bracketed material.

⁴⁸ Optional.

⁴⁹ Optional.

⁵⁰ R.I.N.C.A. §504.842.

⁵¹ R.I.N.C.A. §504.843.

reasonably believes are within the person's professional or expert competence, or as to which the particular person merits confidence; (3) a committee of the board; or (4) in the case of religious corporations, religious authorities and ministers, priests, rabbis or other persons. An officer is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance unwarranted. An officer is not liable to the corporation, any member, or any other person for any action taken or not taken as a director, if the officer acted in compliance with the Section.

Section 6.15. Officers' Authority to Execute Documents.⁵² Any contract or other instrument in writing executed or entered into between a corporation and any other person is not invalidated as to the corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority if it is signed the types of officers identified in the statute.

Section 6.16. Personal Liability.⁵³ A director, officer, member or other volunteer is not personally liable in that capacity for any action taken or failure to take any action except liability for any of the following: (1) the amount of any financial benefit to which the person is not entitled; (2) an intentional infliction of harm on the corporation or members; (3) a violation of the unlawful distribution provision; and (4) an intentional violation of criminal law.

ARTICLE VII COMMITTEES

Section 7.01. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an Executive Committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors; provided, however, that no such committee shall have the authority of the Board of Directors in reference to:

- amending the articles of incorporation;
- adopting a plan of merger or consolidation;
- recommending to the members the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation;
- recommending to the members a voluntary dissolution of the Corporation or a revocation thereof;
- amending, altering or repealing the bylaws of the Corporation;
- electing, appointing or removing any director or officer of the Corporation; or
- amending, altering or repealing any resolution of the directors, unless by its terms the resolution may be amended, altered or repealed by the committee.
- The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any director, of any responsibility imposed by law.

Section 7.02. Other Committees. Other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, [members of each such committee shall be members of the Corporation, and]⁵⁴ the President of the Corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint the member whenever in their judgment the best interests of the Corporation would be served by removing the member. The Board of Directors may terminate any committee so designated as the Board of Directors deems appropriate.

Section 7.03. Term of Office. Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing [a committee or]⁵⁵ a committee member, each member of a committee shall continue as a member until the next annual meeting of the members⁵⁶ of the Corporation and until his or her successor is appointed, unless the committee is terminated sooner, or unless the member is removed from the committee, or unless the member ceases to qualify as a member of the committee.

⁵² R.I.N.C.A. §504.846.

⁵³ R.I.N.C.A. §504.901.

⁵⁴ If the corporation has no members, omit the bracketed material.

⁵⁵ If the corporation uses the first version of section 2 above, omit the bracketed material.

⁵⁶ If the corporation has no members, substitute "directors" for "members."

Section 7.04. Chair. One member of each committee may be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 7.05. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.

Section 7.06. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee [or by the President in appointing a committee]⁵⁷, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting and, subject to action by the Board of Directors; the committee by majority vote of its members may determine the time and place of meetings and the notice for meetings.

Section 7.07. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7.08. Meetings by Conference Telephone. Members of a committee may participate in a meeting of the committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE⁵⁸

Section 8.01. Indemnity.⁵⁹ The Corporation shall indemnify and advance expenses to any person who was, is, or is threatened to be made a party to or witness in any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including a grand jury proceeding) and whether formal or informal, by reason of the fact that he or she (a) is or was a director or officer of the Corporation, or (b) while a director or officer of the corporation, is or was serving at the Corporation's request as a director, officer, employee, agent, partner or trustee (or in a similar capacity) of another foreign or domestic corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, to the maximum extent it is empowered to indemnify and advance expenses to a director or officer by the Iowa Nonprofit Corporation Act, the Iowa Business Corporation Act, or other applicable law as all of the same now exists or may hereafter be amended or changed (but, in the case of any such amendment or change, only to the extent that such amendment or change empowers the Corporation to provide broader indemnification than said law empowered the Corporation to provide prior to such amendment or change), against expenses (including attorneys' fees), judgments, penalties, fines, including an excise tax assessed with respect to an employee benefit plan, and amounts paid in settlement actually and reasonably incurred by such person in connection with such claim, action, suit or proceeding or any appeal thereof.

Section 8.02. Payment.⁶⁰ Any indemnification or advancement of expenses required under this article shall be made promptly upon, and in any event within thirty days after, the written request of the person entitled thereto. If the Corporation denies a written request for indemnity or advancement of expenses, in whole or in part, or if payment in full pursuant to such request is not made within thirty days of the date such request is received by the Corporation, the person seeking indemnification or advancement of expenses as granted by this article may at any time within the applicable statute of limitations bring suit against the Corporation in any court of competent jurisdiction to establish such person's right to indemnity or advancement of expenses. Such person's costs and expenses incurred in connection

⁵⁷ If the corporation uses the first version of section 2 above, omit the bracketed material.

⁵⁸ Under R.I.N.C.A. §§ 504.851-504.860, a corporation operating under the Iowa Nonprofit Corporation Act may indemnify any present or former director, officer, employee, member or volunteer in the manner and in the instances authorized in R.I.N.C.A. §§ 540.851-504.560 (relating to business corporations). The corporation has power to indemnify a director, officer, employee, member or volunteer whether or not the articles of incorporation or bylaws so provide.

⁵⁹ R.I.N.C.A. § 540.853, 504.852.

⁶⁰ R.I.N.C.A. §504.854.

with successfully establishing his or her right to indemnification in any such action or proceeding shall also be indemnified by the Corporation.

Section 8.03. Contract. The provisions of this article shall be deemed a contract between the Corporation and each director or officer who serves in such capacity at any time while this article and the relevant provisions of the Iowa Nonprofit Corporation Act and Iowa Business Corporation Act are in effect, and any repeal or modification of any such law or of this article shall not adversely affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any claim, action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 8.04. Nonexclusive.⁶¹ The indemnification and advancement of expenses provided by, or granted pursuant to, this article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any provision in the articles of incorporation or bylaws, agreements, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding the office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, administrators and legal or personal representatives.

Section 8.05. Indemnification of employees, agents, members and volunteers.⁶² The Corporation may, by action of the Board of Directors, provide indemnification and advancement of expenses to such of the employees, agents, members or volunteers of the Corporation to such extent and to such effect as the Board of Directors may determine to be appropriate and authorized by applicable law.

Section 8.06. Applicability.⁶³ This article shall be applicable to all claims, actions, suits or proceedings commenced after the effective date hereof, whether arising from acts or omissions occurring before or after the effective date hereof. Each person who is now serving or who shall hereafter serve as a director or officer of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided for in this article, and such rights of indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of his or her heirs, executors, administrators and legal or personal representatives.

Section 8.07. Validity and Enforceability. If this article or any portion hereof shall be held to be invalid or unenforceable on any ground by any court of competent jurisdiction, such holding shall not affect the validity or enforceability of the remaining provisions of this article, and the Corporation shall nevertheless indemnify each director and officer of the Corporation to the maximum extent permitted by any applicable portion of this article that shall not have been invalidated.

Section 8.08. Initiation of Claims. Notwithstanding anything in this article to the contrary, except with respect to proceedings initiated to enforce rights of indemnification to which such person is entitled under this article or otherwise, the Corporation shall indemnify any such person in connection with a claim, action, suit or proceeding (or part thereof) initiated by such person only if the initiation of such claim, action, suit or proceeding (or part thereof) was authorized by the Board of Directors.

Section 8.09. Insurance.⁶⁴ The Corporation may purchase and maintain insurance, at its expense, on its own behalf or on behalf of an individual who is or was a director, officer, employee, agent, member or volunteer of the Corporation, or is or was serving at the Corporation's request as a director, officer, member, employee, agent, partner, trustee (or in a similar capacity) of another foreign or domestic corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising from 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, the Iowa Nonprofit Corporation Act, the Iowa

⁶¹ R.I.N.C.A. § 504.860.

⁶² R.I.N.C.A. § 504.857.

⁶³ R.I.N.C.A. § 504.859.

⁶⁴ R.I.N.C.A. § 504.858.

Business Corporation Act or otherwise. The Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or similar arrangements), as well as enter into contracts providing for indemnification to the maximum extent permitted by law and including as part thereof any or all of the foregoing, to ensure the payment of such sums as may become necessary to effect full indemnification. The Corporation's obligation to make indemnification and pay expenses pursuant to this article shall be in excess of any insurance purchased and maintained by the Corporation and such insurance shall be primary. To the extent that indemnity or expenses of a person entitled to indemnification and payment of expenses pursuant to this article are paid on behalf of or to such person by such insurance, such payments shall be deemed to be in satisfaction of the Corporation's obligation to such person to make indemnification and pay expenses pursuant to this article.

Section 8.10. No Self-Dealing.⁶⁵ Notwithstanding anything in this article to the contrary, the Corporation shall not indemnify or advance expenses to any person if such indemnification or advancement of expenses would give rise to excise tax liability on the part of any person under section 4941 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 8.11. Definitions.⁶⁶ For purposes of this article, references to "serving at the Corporation's request" shall include any service as a director, officer, employee, agent, member or volunteer of the Corporation which also imposes duties on, or otherwise involves services by, such director, officer, employee, agent, member or volunteer to an employee benefit plan or to participants in or beneficiaries of the plan.

ARTICLE IX CONTRACTS, LOANS, CHECKS, DEPOSITS AND INVESTMENTS

Section 9.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these bylaws, 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 9.02. Loans. No loans shall be contracted on behalf of the Corporation and no evidences 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 9.03. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as may be determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, the instruments shall be signed by the Treasurer or an Assistant Treasurer of the Corporation.

Section 9.04. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the Board of Directors may select.

Section 9.05. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 9.06. Gifts. The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 9.07. Loans to Directors and Officers Prohibited.⁶⁷ No loans shall be made by the Corporation to the directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the

⁶⁵ I.R.C. § 4941(d).

⁶⁶ R.I.N.C.A. § 540.851.

⁶⁷ The corporation may not make loans to directors or officers, even if the articles of incorporation or bylaws do not forbid it from doing so. R.I.N.C.A. §504.834.

Corporation for the amount of the loan until it is repaid.

ARTICLE X CERTIFICATES OF MEMBERSHIP⁶⁸

Section 10.01. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, in the form that the Board may determine. The certificates shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary, or the Treasurer or an Assistant Treasurer [and shall be sealed with the seal of the Corporation].⁶⁹ All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation.

Section 10.02. Lost Certificates. New certificates of membership may be issued in the place of any certificates issued by the Corporation, alleged to have been lost or destroyed, and the directors may, at their discretion, require the owner of the lost or destroyed certificate or his or her legal representative, to give the Corporation a bond, in such sum as they may direct, to indemnify the Corporation against any harm on account of the alleged loss of any such new certificate.

Section 10.03. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in the member's name and delivered to him or her by the Secretary, if the Board of Directors has provided for the issuance of certificates of membership under the provisions of section 1 of this article.

Section 10.04. Transfers of Certificates of Membership.⁷⁰ Transfers of certificates of membership may be made only on the records of the Corporation by a registered member or by his or her attorney authorized by a power of attorney executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate evidencing membership to be transferred.

ARTICLE XI BOOKS AND RECORDS⁷¹

Section 11.01. Books and Records Maintained. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its [members,]⁷² Board of Directors and committees having any of the authority of the Board of Directors; and shall keep and its registered office or principal office a record of the names and addresses of its members entitled to vote].⁷³ The following records are to be kept at the principal office: articles, bylaws, resolutions, minutes, all written communications to members, list of names and addresses of current directors and officers, the most recent annual report delivered to secretary of state, and appropriate accounting records.⁷⁴

Section 11.02. Inspection of Records by Members.⁷⁵ All books and records of the Corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time conditioned upon the member giving written demand at least ten business days before the date of inspection and if the request is made with good faith. The Corporation may, within ten days after receiving a demand for inspection of records, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the record.

⁶⁸ Certificates evidencing membership may be issued but are not necessary. The corporation may not issue shares of stock or pay dividends. If the corporation has no members, or is the corporation does not wish to use membership certificates, this article may be omitted and subsequent articles renumbered accordingly. However, since its language is permissive it may be retained even though the corporation does not use membership certificates.

⁶⁹ If the corporation has no seal, omit the bracketed material.

⁷⁰ Optional. If membership is transferable under article II, section 7, this section may be included.

⁷¹ The corporation must keep such books and records even if the articles of incorporation or bylaws do not provide for such. R.I.N.C.A. § 504.1601.

⁷² If the corporation has no members, omit the bracketed material.

⁷³ If the corporation has no members, omit the bracketed material.

⁷⁴ R.I.N.C.A. § 504.1601.

⁷⁵ If the corporation has no members, it may omit this section.

Section 11.03. Scope of Inspection Rights.⁷⁶ A member's agent and attorney shall have the same inspection rights of the member.

Section 11.04. Court-Ordered Inspection.⁷⁷ If the corporation refuses to allow inspection of the records, the member or members may seek summary order directing the corporation to allow inspection and copying at the corporation's expenses.

Section 11.05. Limitation on the Use of Membership List.⁷⁸ Without the consent of the board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member.

Section 11.06. Inspection of Records by Directors.⁷⁹ A director of a corporation is entitled to inspect and copy the books, records, and documents of the corporation to the extent reasonably related to the performance of the duties of a director as a director.

ARTICLE XII FISCAL YEAR

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

ARTICLE XIII CONFLICT OF INTEREST

Section 13.01. Disclosure of Conflict of Interest. Any Director or committee member having a possible conflict of interest shall disclose that conflict of interest to the Board of Directors and be made a matter of record through an annual procedure and also when the interest becomes a matter of board action.

Section 13.02. Abstain from Voting and Influencing. Any Director having a possible conflict of interest on any matter shall abstain from voting on that matter and shall not use his/her influence on the matter, nor shall that Director be counted towards the required Quorum for voting on the matter. However, any Director with a possible conflict of interest may answer questions about the matter from other Directors after the disclosure of the conflict of interest has been made.

Section 13.03. Notice. Any new Director or committee member will be advised of this conflict of interest policy upon entering on the duties of his/her office.

ARTICLE XIII DUES⁸⁰

Section 13.01. Annual Dues. The Board of Directors⁸¹ may determine the amount of initiation fee, if any, and any annual dues payable to the Corporation by members of each class.

Section 13.02. Payment of Dues. Dues shall be payable in advance on the first day of _____ in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the Corporation.

Section 13.03. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of __ months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may be terminated by the Board of Directors in the manner provided in Article II of

⁷⁶ R.I.N.C.A. § 504.1603.

⁷⁷ R.I.N.C.A. § 504.1604.

⁷⁸ R.I.N.C.A. § 504.1605.

⁷⁹ R.I.N.C.A. § 504.1606.

⁸⁰ The Iowa Act contains no provisions governing dues. If the corporation has no members, or if members are not required to pay dues, omit this article and renumber subsequent articles accordingly.

⁸¹ "Members" may be substituted for "board of directors," allowing the members to determine the amount of dues.

these bylaws.

ARTICLE XIV SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the Corporation and the words "Corporate Seal, ____." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE XV WAIVER OF NOTICE

Whenever any notice is required to be given to any [member or]⁸² director of the Corporation or to any member of a committee of the Corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the articles of incorporation or bylaws of the Corporation, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice.

ARTICLE XVI AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

These Bylaws adopted at a meeting of the full Board on the ____ of _____, 2013 by a majority vote of the Directors in office.

DATED this ____ day of , 2013.

[Name of Organization]

By _____
President

By _____
Secretary

⁸² If the corporation has no members, omit the bracketed material.

SAMPLE BYLAWS WITHOUT MEMBERS

Provided by the University of Iowa Larned Center

BYLAWS OF

[Name of Organization]

ARTICLE I NAME AND PURPOSES

Section 1.01. Name. The name of the organization is _____ (hereinafter referred to as "Corporation").

Section 1.02. Purpose. [Purpose of Organization]

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II OFFICES

Section 2.01. Principal Office. The principal office of the Corporation in the state of Iowa shall be located in the city of _____, in the county of _____. The Corporation may have other offices, either within or outside the state of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 2.02. Registered Office. The Corporation shall have and continuously maintain in the state of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code section 504.501. The registered office may be, but need not be, the same as the principal office in the state of Iowa, and the address of the registered office or the registered agent at the registered office, or both, may be changed from time to time by the Board of Directors.

ARTICLE III MEMBERS

Section 3.01. Classes of Members. The Corporation shall not have members.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the state of Iowa.

Section 4.02. Number, Tenure and Qualifications. The number of directors shall be _____. Each director shall hold office until the next annual meeting of directors and until his or her successor is elected and has qualified. However, the term of the director may not exceed five years.

Section 4.03. Election. The directors are to be elected by an affirmative vote of two-thirds of the board of directors.

Section 4.04. Removal. A director may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action has been given to the entire Board of Directors then in office. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at the meeting.

Section 4.05. Resignation. Any director, member of a committee or officer may resign at any time by filing a written resignation with the President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the President or Secretary. Acceptance of a resignation is not necessary to make

it effective. A resignation is effective when the notice is effective unless the notice specifies a later date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 4.06. Increase in Number. The number of directors may be increased by amendment to these bylaws by the affirmative vote of a majority of the entire Board.

Section 4.07. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may provide by resolution the time and place, either within or without the state of Iowa, for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 4.08. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state of Iowa, as the place for holding any special meeting of the Board called by them.

Section 4.09. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously by written notice delivered personally or sent by mail or telegram to each director at his or her address as shown by the records of the Corporation, unless the meeting must be held within two days. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting, unless specifically required by these bylaws.

Section 4.10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business; but if less than a majority of directors are present at the meeting, a majority of the directors present may adjourn the meeting without any further notice.

Section 4.11. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 4.12. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. A director so elected shall be elected for the un-expired term of his or her predecessor in office, or for the full term of the new directorship, as the case may be, and until his or her successor is elected and has qualified. If a director ceases to be a director, the vacancy may be filled by the board in absence of a contrary provision in the articles or the bylaws. Where a vacancy occurs in any office held by an appointed director, only the person who appointed the director may fill the vacancy in the absence of an article or bylaw provision to the contrary.

Section 4.13. Compensation. Directors as such shall not receive any stated salaries for their services, but the Board of Directors may by resolution allow a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the board. Nothing in these bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for that service.

Section 4.14. Informal Action by Directors. Any action required to be taken at a meeting of directors, or any action which may be taken by directors, may be taken without a meeting and without voting if all of the directors sign a consent in writing, setting forth the action taken.

Section 4.15. Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar communications equipment. All persons participating in the meeting shall be

able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

Section 4.16. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards a dissent by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. A director who voted in favor of an action may not dissent from the action.

Section 4.17. General Standards for Directors. A director shall discharge his or her duties as a director (1) in good faith; and (2) in a manner the director reasonably believes to be in the best interests of the corporation. The members of the board of directors, 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 such duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following persons if the director reasonably believes are within the person's professional or expert competence: (1) one or more officers of the corporation; (2) legal counsel, public accountants, or other persons as to matters involving skills or expertise the director reasonably believes are either of the following: (a) matters within the particular person's professional or expert competence; or (b) matters as to which the particular person merits confidence; (3) a committee of the board; or (4) in the case of religious corporations, religious authorities and ministers, priests, rabbis or other persons. A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance unwarranted. A director is not deemed a trustee with respect to the corporation or any property held or administered by the corporation, including without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE V OFFICERS, EMPLOYEES, AND AGENTS

Section 5.01. Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint the other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it may deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person. The officers may be, but need not be, members of the Board of Directors.

Section 5.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor is elected and has qualified, or until his or her death, resignation or removal.

Section 5.03. Resignation and Removal. Any officer, agent or employee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served by his or her removal, but removal does not prejudice the contract rights, if any, of the person removed. Election or appointment of an officer or agent does not of itself create contract rights. Further, an officer may resign at any time by delivering notice to the corporation.

Section 5.04. Other Agents and Employees. The Board of Directors may appoint such agents and employees as it may deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may determine. No agent or employee need be a director of the Corporation. The Board of Directors may prescribe the respective title, terms of office, authorities and duties of such agents or employees.

Section 5.05. Delegation of Authority. To the full extent allowed by law, the Board of Directors may delegate to any

officer, agent or employee any powers possessed by the Board of Directors.

Section 5.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the non-expired portion of the term.

Section 5.07. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors if present at the meeting. He or she may sign and execute alone in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, either generally or specifically, except in cases where the signing and execution has been expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and any other duties that the Board of Directors prescribes.

Section 5.08. Vice-President. In the absence of the President or in event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to any restrictions upon the President. Any Vice-President shall perform any other duties that the President or the Board of Directors assign to him or her.

Section 5.09. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety that the Board of Directors determines. He or she shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; keep full and accurate account of receipts and disbursements in books belonging to the Corporation; disburse the funds of the Corporation as may be ordered by the Board of Directors or the President, taking proper vouchers for the disbursements; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the Corporation in the banks, trust companies or other depositories as are selected in accordance with the provisions of article VIII of these bylaws; and in general perform all the duties incident to the office of Treasurer and any other duties that the President or the Board of Directors assign to him or her.

Section 5.10. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law but if the Secretary is absent, or refuses or neglects to give such notice, any notice may be given by any person who is directed to give notice by the President, or by the directors upon whose requisition the meeting is called as provided in these bylaws; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is authorized in accordance with the provisions of these bylaws and in general perform all duties incident to the office of Secretary and any other duties that the President or the Board of Directors assign to him or her.

Section 5.11. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in the sums and with the sureties that the Board of Directors determines. In the absence of the Treasurer or Secretary or in event of the inability or refusal to act of the Treasurer or Secretary, the Assistant Treasurer or Assistant Secretary, as the case may be (or in the event there be more than one Assistant Treasurer or Assistant Secretary, the Assistant Treasurers or Assistant Secretaries in the order of their election) may perform the duties of the Treasurer or Secretary, as the case may be. When so acting, the Assistant Treasurers or Assistant Secretaries shall have all the powers of and be subject to any restrictions upon the Treasurer or Secretary, as the case may be. The Assistant Treasurers and Assistant Secretaries shall perform such other duties as the Treasurer, the Secretary, the President or the Board of Directors assign to them.

Section 5.12. Compensation. Any officer, agent or employee of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation only when authorized by a majority of

the Board of Directors.

Section 5.13. Duties and Authority of Officers. Each officer has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties and authority of other officers.

Section 5.14. Standards of Conduct for Officers. An officer shall discharge his or her duties as a director (1) in good faith; and (2) in a manner the director reasonably believes to be in the best interests of the corporation. In discharging such duties, an officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following persons if the director reasonably believes are within the person's professional or expert competence: (1) one or more officers of the corporation; (2) 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 person's professional or expert competence, or as to which the particular person merits confidence; (3) a committee of the board; or (4) in the case of religious corporations, religious authorities and ministers, priests, rabbis or other persons. An officer is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance unwarranted. An officer is not liable to the corporation or any other person for any action taken or not taken as a director, if the officer acted in compliance with the Section.

Section 5.15. Officers' Authority to Execute Documents. Any contract or other instrument in writing executed or entered into between a corporation and any other person is not invalidated as to the corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority if it is signed the types of officers identified in the statute.

Section 5.16. Personal Liability. A director, officer, or other volunteer is not personally liable in that capacity for any action taken or failure to take any action except liability for any of the following: (1) the amount of any 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 the unlawful distribution provision; and (4) an intentional violation of criminal law.

ARTICLE VI COMMITTEES

Section 6.01. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its officers an Executive Committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors; provided, however, that no such committee shall have the authority of the Board of Directors in reference to:

- amending the articles of incorporation;
- adopting a plan of merger or consolidation;
- recommending the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation;
- recommending a voluntary dissolution of the Corporation or a revocation thereof;
- amending, altering or repealing the bylaws of the Corporation;
- electing, appointing or removing any director or officer of the Corporation; or
- amending, altering or repealing any resolution of the directors, unless by its terms the resolution may be amended, altered or repealed by the committee.
- The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any director, of any responsibility imposed by law.

Section 6.02. Other Committees. Other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution and the President of the Corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint the member whenever in their judgment the best interests of the Corporation would be served by removing the member. The Board of Directors may terminate any committee so designated as the Board of Directors deems appropriate.

Section 6.03. Term of Office. Unless otherwise provided in the resolution of the Board of Directors designating a

committee or by the President in appointing a committee member, each member of a committee shall continue as a member until the next annual meeting of the members of the Corporation and until his or her successor is appointed, unless the committee is terminated sooner, or unless the member is removed from the committee, or unless the member ceases to qualify as a member of the committee.

Section 6.04. Chair. One member of each committee may be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 6.05. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.

Section 6.06. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting and, subject to action by the Board of Directors; the committee by majority vote of its members may determine the time and place of meetings and the notice for meetings.

Section 6.07. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 6.08. Meetings by Conference Telephone. Members of a committee may participate in a meeting of the committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE

Section 7.01. Indemnity. The Corporation shall indemnify and advance expenses to any person who was, is, or is threatened to be made a party to or witness in any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including a grand jury proceeding) and whether formal or informal, by reason of the fact that he or she (a) is or was a director or officer of the Corporation, or (b) while a director or officer of the corporation, is or was serving at the Corporation's request as a director, officer, employee, agent, partner or trustee (or in a similar capacity) of another foreign or domestic corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, to the maximum extent it is empowered to indemnify and advance expenses to a director or officer by the Iowa Nonprofit Corporation Act, the Iowa Business Corporation Act, or other applicable law as all of the same now exists or may hereafter be amended or changed (but, in the case of any such amendment or change, only to the extent that such amendment or change empowers the Corporation to provide broader indemnification than said law empowered the Corporation to provide prior to such amendment or change), against expenses (including attorneys' fees), judgments, penalties, fines, including an excise tax assessed with respect to an employee benefit plan, and amounts paid in settlement actually and reasonably incurred by such person in connection with such claim, action, suit or proceeding or any appeal thereof.

Section 7.02. Payment. Any indemnification or advancement of expenses required under this article shall be made promptly upon, and in any event within thirty days after, the written request of the person entitled thereto. If the Corporation denies a written request for indemnity or advancement of expenses, in whole or in part, or if payment in full pursuant to such request is not made within thirty days of the date such request is received by the Corporation, the person seeking indemnification or advancement of expenses as granted by this article may at any time within the applicable statute of limitations bring suit against the Corporation in any court of competent jurisdiction to establish such person's right to indemnity or advancement of expenses. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification in any such action or proceeding shall also be indemnified by the Corporation.

Section 7.03. Contract. The provisions of this article shall be deemed a contract between the Corporation and each director or officer who serves in such capacity at any time while this article and the relevant provisions of the Iowa Nonprofit Corporation Act and Iowa Business Corporation Act are in effect, and any repeal or modification of any such law or of this article shall not adversely affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any claim, action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 7.04. Nonexclusive. The indemnification and advancement of expenses provided by, or granted pursuant to, this article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any provision in the articles of incorporation or bylaws, agreements, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding the office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, administrators and legal or personal representatives.

Section 7.05. Indemnification of employees, agents, and volunteers. The Corporation may, by action of the Board of Directors, provide indemnification and advancement of expenses to such of the employees, agents, or volunteers of the Corporation to such extent and to such effect as the Board of Directors may determine to be appropriate and authorized by applicable law.

Section 7.06. Applicability. This article shall be applicable to all claims, actions, suits or proceedings commenced after the effective date hereof, whether arising from acts or omissions occurring before or after the effective date hereof. Each person who is now serving or who shall hereafter serve as a director or officer of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided for in this article, and such rights of indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of his or her heirs, executors, administrators and legal or personal representatives.

Section 7.07. Validity and Enforceability. If this article or any portion hereof shall be held to be invalid or unenforceable on any ground by any court of competent jurisdiction, such holding shall not affect the validity or enforceability of the remaining provisions of this article, and the Corporation shall nevertheless indemnify each director and officer of the Corporation to the maximum extent permitted by any applicable portion of this article that shall not have been invalidated.

Section 7.08. Initiation of Claims. Notwithstanding anything in this article to the contrary, except with respect to proceedings initiated to enforce rights of indemnification to which such person is entitled under this article or otherwise, the Corporation shall indemnify any such person in connection with a claim, action, suit or proceeding (or part thereof) initiated by such person only if the initiation of such claim, action, suit or proceeding (or part thereof) was authorized by the Board of Directors.

Section 7.09. Insurance. The Corporation may purchase and maintain insurance, at its expense, on its own behalf or on behalf of an individual who is or was a director, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the Corporation's request as a director, officer, employee, agent, partner, trustee (or in a similar capacity) of another foreign or domestic corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising from 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, the Iowa Nonprofit Corporation Act, the Iowa Business Corporation Act or otherwise. The Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or similar arrangements), as well as enter into contracts providing for indemnification to the maximum extent permitted by law and including as part thereof any or all of the foregoing, to ensure the payment of such sums as may become necessary to effect full indemnification. The Corporation's obligation to make indemnification and pay expenses pursuant to this article shall be in excess of any insurance purchased and maintained by the Corporation and such insurance shall be primary. To the extent that indemnity or expenses of a person entitled to indemnification and payment of expenses pursuant to this article are paid on behalf of or to such person by such insurance, such payments shall be deemed to be in satisfaction of the Corporation's obligation to such

person to make indemnification and pay expenses pursuant to this article.

Section 7.10. No Self-Dealing. Notwithstanding anything in this article to the contrary, the Corporation shall not indemnify or advance expenses to any person if such indemnification or advancement of expenses would give rise to excise tax liability on the part of any person under section 4941 of the Internal Revenue Code of 1976 (or the corresponding provision of any future United States Internal Revenue Law).

Section 7.11. Definitions. For purposes of this article, references to “serving at the Corporation’s request” shall include any service as a director, officer, employee, agent, or volunteer of the Corporation which also imposes duties on, or otherwise involves services by, such director, officer, employee, agent, or volunteer to an employee benefit plan or to participants in or beneficiaries of the plan.

ARTICLE VIII CONTRACTS, LOANS, CHECKS, DEPOSITS AND INVESTMENTS

Section 8.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these bylaws, 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 8.02. Loans. No loans shall be contracted on behalf of the Corporation and no evidences 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 8.03. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as may be determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, the instruments shall be signed by the Treasurer or an Assistant Treasurer of the Corporation.

Section 8.04. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositaries as the Board of Directors may select.

Section 8.05. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 8.06. Gifts. The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 8.07. Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to the directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of the loan until it is repaid.

ARTICLE IX BOOKS AND RECORDS

Section 9.01. Books and Records Maintained. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The following records are to be kept at the principal office: articles, bylaws, resolutions, minutes, list of names and addresses of current directors and officers, the most recent annual report delivered to secretary of state, and appropriate accounting records.

Section 9.06. Inspection of Records by Directors. A director of a corporation is entitled to inspect and copy the books, records, and documents of the corporation to the extent reasonably related to the performance of the duties of a director as a director.

ARTICLE X FISCAL YEAR

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

ARTICLE XI CONFLICT OF INTEREST

Section 11.01. Disclosure of Conflict of Interest. Any Director or committee member having a possible conflict of interest shall disclose that conflict of interest to the Board of Directors and be made a matter of record through an annual procedure and also when the interest becomes a matter of board action.

Section 11.02. Abstain from Voting and Influencing. Any Director having a possible conflict of interest on any matter shall abstain from voting on that matter and shall not use his/her influence on the matter, nor shall that Director be counted towards the required Quorum for voting on the matter. However, any Director with a possible conflict of interest may answer questions about the matter from other Directors after the disclosure of the conflict of interest has been made.

Section 11.03. Notice. Any new Director or committee member will be advised of this conflict of interest policy upon entering on the duties of his/her office.

ARTICLE XII SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the Corporation and the words "Corporate Seal, [NAME OF CORPORATION]." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE XIII WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the Corporation or to any member of a committee of the Corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the articles of incorporation or bylaws of the Corporation, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice.

ARTICLE XIV AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

These Bylaws adopted at a meeting of the full Board on the _____ of _____, 2018 by a majority vote of the Directors in office.

DATED this _____ day of , 2018.

[Name of Organization]

By _____
President

By _____
Secretary