

AMENDED AND RESTATED
BYLAWS OF INDIANOLA COUNTRY CLUB
(adopted on January _____, 2020)

ARTICLE I. OFFICES

The principal offices of Indianola Country Club (the “corporation”) is located at 1610 Country Club Road, Indianola, Warren County, Iowa.

The corporation shall maintain a registered office, and a registered agent whose office is located identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act.

The corporation filed its Articles of Incorporation on January 26, 2019, under the laws of the state of Iowa. The corporation filed its Amended and Restated Article of Incorporation with the Iowa Secretary of State on January 25, 2005.

ARTICLE II. MEMBERSHIPS

A. Total Golfing Memberships.

Total golfing memberships shall not exceed four hundred (400). The Board of Directors shall maintain a membership level consistent with providing reasonable access to the golf course at the discretion of the Board of Directors provided the number of memberships shall not exceed the maximum of four hundred (400) golfing memberships.

B. Classes of Membership.

The corporation shall have six (6) general classes of memberships. The designation for the class and the qualifications and rights of the members of the class shall be as follows:

1. Family Membership. Each Family Membership shall include a married couple (“Family Member”) and any children under the age of eighteen (18) living with the Family Member. Exception: Children under the age of twenty-three (23) of Family Members, who are living with the Family Member and carrying a full load of course work toward a college degree are included in the Family Membership. Other exceptions may be considered by the Board of Directors upon written request.

a) There shall be three categories of Family Membership based age for the purposes of establishing annual dues:

i. Full. The older person in the marriage is over thirty-five (35) years of age;

ii. Intermediate. The older in the marriage is between the ages of thirty (30) and thirty-five (35); and,

iii. Junior. The older person in the marriage is under the age of thirty (30).

b) Each Family Membership entitles the family members to full use of all of the facilities of the Clubhouse and golf course.

- c) Each Family Membership is entitled to one (1) vote on any matter which comes before the membership of the corporation.
 - d) Heritage Status: granted in recognition of a member's long standing membership, where the sum of the age of the older person in the marriage (who is at least sixty-five (65) years) and years of continuous membership totals ninety (90), the Heritage Family Member's monthly dues shall be twenty dollars (\$20.00) less than the cost of a Family Membership.
 - e) Distance Status: For the purposes of determining membership fees, persons living twenty-five (25) or more miles from the corporation's offices shall enjoy a reduced annual fee set by the Board of Directors. The Distance Status program may be terminated at any time by majority vote of the Board of Directors at a regular meeting.
2. Single Membership. A Single Member consists of single, unmarried person ("Single Member") and any children under the age of eighteen (18) living with the Single Member. Exception: Children under the age of twenty-three (23) of Single Members, who are living with the Single Member and carrying a full load of course work toward a college degree are included in the Single Membership. Other exceptions may be considered by the Board of Directors upon written request.
- a) There shall be three categories of Single Membership based age for the purposes of establishing annual dues:
 - i. Full. Thirty-five (35) years of age;
 - ii. Intermediate. Thirty (30) to thirty-five (35) years of age; and,
 - iii. Junior. Thirty (30) years of age.
 - b) Each Single Membership entitles the Single Member to full use of all of the facilities of the Clubhouse and golf course.
 - c) Each Single Membership is entitled to one (1) vote on any matter which comes before the membership of the corporation.
 - d) Heritage Status: granted in recognition of a member's long standing membership, where the sum of the age of the Single Member (who is at least sixty-five (65) years) and years of continuous membership totals ninety (90), the Heritage Single Member's monthly dues shall be twenty dollars (\$20.00) less than the cost of a Single Membership.
 - e) Distance Status: For the purposes of determining membership fees, persons living twenty-five (25) or more miles from the corporation's offices shall enjoy a reduced annual fee set by the Board of Directors. The Distance Status program may be terminated at any time by majority vote of the Board of Directors at a regular meeting.
3. Social Membership. Social Memberships may be either a Family Membership or Single Membership as defined above and entitles said persons to the full use of all of the facilities of the Clubhouse, but NOT the golf course, driving range, or practice facility, and subject to the following:
- a) Social Members shall not have voting rights in the corporation;

- b) There shall be no age categories for Social Members; and
 - c) Family or Single Members who opt to become Social Members may return to their previous status as a Family Member or Single Member under these conditions:
 - i. If the change to Social Membership occurred in the prior twelve (12) months, the member must pay the balance of dues assessed for the previously held Family or Single Membership or, alternatively, pay a new Initiation Fee;
 - ii. If the change to Social Membership occurred more outside the prior twelve (12) months, the member must pay a fee, if any, equal to the difference between the current Initiation Fee and the Initiation Fee in effect at the time the member opted to become a Social Member; and,
 - iii. In each case, if there is a waiting list for membership, the member seeking reentry to Family or Single Membership shall be placed on list as if the member was a new member.
4. Honorary Membership. Honorary Memberships are limited to residents of Warren County, Iowa, and shall not comprise more than five (5) of the corporation's Family and Single Memberships.
- a) Honorary Memberships shall only be conferred by a unanimous vote of the Board of Directors at any regular meeting;
 - b) Honorary members shall have all of the privileges of Family Membership including use of the Clubhouse and golf course;
 - c) Honorary members shall not have voting rights in the corporation.
5. Student Summer Memberships. Student members of either category must be enrolled in middle school, high school, or college as full-time students. Exceptions may be considered by the Board of Directors upon written request. For the purpose of establishing fees, there shall be three categories of Student Summer Memberships: Ages eleven (11) to thirteen (13) ("High School 11-13"), ages fourteen (14) to seventeen (17) ("High School 14-17"); and full time college student ("Full Time Student"). Further conditions:
- a) This membership begins once the membership is paid and ends at the end of that golf season.
 - b) Summer Student Members will have access to the golf course and its facilities based on their age and rules set by PGA Professional/Golf Committee.
 - c) Summer Student Members are not eligible to participate in corporation-sponsored tournaments limited to corporation members; and,
 - d) Summer Student Members shall not have voting rights in the corporation.
6. Corporate Membership. Corporate membership is available to any active, duly organized corporation, partnership, or limited liability company in two categories: Bronze Membership or Gold Membership. Fees shall be set by the Board of Directors. Bronze Members shall enjoy fifty (50) rounds of eighteen holes per calendar year with cart along with dining and clubhouse privileges. Gold Members shall enjoy one hundred (100) rounds of eighteen holes per calendar

year with cart along with dining and clubhouse privileges. Membership is subject to the following conditions:

- a) Corporate Members shall not have voting rights in the corporation; and,
- b) Any one employee or officer of the Corporate Member shall only be allowed to play ten (10) eighteen holes with cart in one calendar year.

ARTICLE III. VOTING RIGHTS

Each Family Membership and each Single Membership shall be entitled to one vote on each matter submitted to a vote of the members. The other classes of membership shall have no voting rights.

ARTICLE IV. APPLICATION FOR MEMBERSHIP

- A. Applications for Membership shall be accepted to replace vacancies created by resignations on a first received, first approved basis. Applications for membership shall be signed by the applicant, who shall be recommended in writing by a current member who are personally acquainted with the applicant. The application shall include the applicant's state of residence, home address, telephone number, and email address.
- B. If any applicant for membership shall not, within thirty (30) days after notice of their approval for membership, signify their acceptance and pay the Initiation Fee, the application will be deemed forfeited and the corporation's acceptance null and void.
- C. Children of Family Members who become ineligible under these bylaws shall not be required to pay an Initiation Fee upon their own application for membership made within three (3) months of become ineligible. Such persons shall be moved to the top of the waiting list for membership.

ARTICLE V. TERMINATION, RESIGNATIONS, LEAVES OF ABSENCES, REINSTATEMENTS, AND TRANSFERS OF MEMBERSHIP

- A. Termination or Suspension.
 1. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, shall have authority to terminate or suspend a member for any reason subject to the due process provisions under Iowa's Revised Nonprofit Corporation Act.
 2. Prior to the termination or suspension of a member, the Board of Directors shall:
 - a. Provide the member written notice of the termination or suspension at least fifteen (15) days before the effective date of the termination or suspension. Notice shall be delivered by U.S. Mail, first-class, postage pre-paid to the address of the member as shown in the corporation's records.
 - b. Provide the member an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the termination or

suspension by a person or persons authorized to decide that the termination or suspension not take place.

3. The Board of Directors shall commence a proceeding challenging a termination or suspicion under this Article with one year of the effective date of the termination or suspension.
4. A member terminated or suspended shall be liable to the corporation for dues, assessments, or fees as a result of obligations incurred or commitments made prior to the termination or suspension.
5. Upon the effective date of the termination or suspension of a member, all rights and privileges of the family members included in the terminated or suspended member's membership class shall immediately terminate including but not limited to the golf course, clubhouse, and participation in any golf tournament, of any kind, held on the corporation's grounds.
6. Terminated members shall not be allowed on corporation property for any reason absent express, written permission of the Board of Directors.

B. Resignation and Leave of Absence.

1. Resignation. Any member may resign by submitting an e mail to the club professional or a written resignation with the President by U.S. Mail, first class, postage pre-paid at the corporation's offices, but such resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges previously accrued or unpaid, unless approved by the Board of Directors. Resignations will only be effective as of January 1st or July 1st.
2. Leave of Absence. Any member may request a leave of absence in writing and each request will be reviewed by the Board of Directors on an individual basis. In the case one is granted a leave they will pay social dues during their leave during the months of March – October. The corporation does not grant leaves during the months of November – February.

C. Reinstatement. Upon written request by a former member submitted to the Secretary of the Corporation at the offices of the corporation, the Board of Directors, by a two-thirds vote, may reinstate the former member upon such terms as the Board of Directors deem appropriate.

D. Transfer of Membership. Membership in the corporation is not transferable or assignable.

ARTICLE VI. INITIATION FEES AND ANNUAL DUES

Initiation Fees and Annual Dues shall be set by the Board of Directors, and may be adjusted from time to time at the discretion of the Board.

ARTICLE VII. DELINQUENCIES

- A. All dues are due on the following dates:
1. The first day of the month, if paid monthly;

2. The first day of the new quarter, if paid quarterly;
 3. The first day of the year and on July 1, if paid semi-annually; and,
 4. The first day of the new year, if paid annually.
- B. Once a member is sixty (60) days delinquent on dues payment, a late payment charge of \$50.00 shall be added. A written notice shall be sent to the member advising of the amount due, including the late charge of \$50.00. Notice shall be sent to the member's address as recorded in the corporation's records by U.S. Mail, first class, postage pre-paid.
- C. If payment is not received by the corporation within one hundred twenty (120) days from the original due date for dues payment, notice will be sent to the member advising the member that if payment is not received in full within fifteen (15) days of the date of the notice, the member will be terminated subject to the procedures set out for termination in these bylaws. Notice shall be sent to the member's address as recorded in the corporation's records by U.S. Mail, first class, postage pre-paid.
- D. The corporation expressly reserves any and all rights and remedies allowed under Iowa law to collect unpaid obligations and commitments to the corporation from terminated or suspended members.

ARTICLE VIII: RESTRICTIONS ON USE OF CLUBHOUSE AND GROUNDS

The members shall, together with the member's families and guests, shall be subject to such special restrictions in the use of the clubhouse and grounds as the Board of Directors may, from time to time, deem to impose.

ARTICLE IX. GUESTS

- A. Non-members living in Warren County, Iowa, or Polk County, Iowa, are limited to four rounds of golf during a calendar year as a guest of a member. Guests who live outside this geographical area are not subject to this limitation but must be accompanied by a guest during their rounds of golf.
- B. Guest fees for non-member guests shall be the responsibility of the member who issued the invitation to play.
- C. Guests must be accompanied by a member during their rounds. The Club Professional, at his or her discretion, may approve play by guests without a member.
- D. Reciprocity privileges will be extended to members of other golf clubs and who provide evidence of such membership and agree to pay fees applicable for the day.

ARTICLE X. CART FEES AND GREEN FEES

- A. Cart fees.
1. Members may store their carts in the corporation's storage facility provided the member is current in payment of membership dues, capital improvement fees, and cart fees, which may be adjusted at the Board's discretion.

2. Annual cart fees shall be determined by the Board of Directors.
 3. Cart fees shall be billed on or about April 1 and must be paid no later than May 1 of the same calendar year. Cart fees not paid by June 1 of that year shall preclude the use of the cart on the golf course.
 4. If the cart fee is not paid by July 1 of the calendar year, written notice will be sent to the member requiring, among other things, removal of the cart from corporation property. Notice shall be sent to the member's address as recorded in the corporation's records by U.S. Mail, first class, postage pre-paid.
 5. There will be NO refunds for cart storage for resignations received after the July 1st resignation date.
 6. The corporation is not responsible for damage or stolen carts stored on the corporation's property.
- B. Guest Fees. The Board of Directors shall establish the fees for play on the golf course, which may be adjusted at the Board's discretion.

ARTICLE XI. MEETINGS OF MEMBERS

- A. Annual Meeting. The Annual Meeting of members shall be held in January of each year, with the specific date and time set by the Board of Directors. At each Annual Meeting the election of Directors shall take place and such other business shall be transacted as may be properly presented to such meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the following Saturday. If the election of the Directors shall not be held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently possible.
- B. Special Meeting. Special Meetings of the members may be called by the President, the Board of Directors, or not less than 30 members or ten percent (10%) of the membership with voting rights, whichever is greater.
- C. Place of Meeting. The place of meetings of members shall be at the Clubhouse, unless the Board of Directors designates another place, either within or outside the state of Iowa.
- D. Notice of Meetings. Written or printed notice of the place, day and hour of any meeting of members shall be delivered to the members entitled to vote at such meetings as follows:
1. Personally or by U.S. Mail not less than 10 nor more than 60 days before the date of such meeting. The notice shall be deemed to be delivered in accordance with the terms and conditions set forth in Article XXV of these bylaws.
 2. By electronic transmission not less than 30 days before the meeting date. The notice shall be deemed to be delivered upon delivery or transmission of the notice.

- E. Special Meeting Notice. In case of a Special Meeting, or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice.
- F. Action by Written Ballot. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without meeting if the corporation delivers a written ballot to every member entitled to vote on the matter which sets forth:
- Each proposed action;
 - Indicate the number of responses necessary to meet quorum requirements;
 - Indicate the percentage of approvals necessary to approve each matter other than an election of Directors;
 - Specify the time by which the ballots must be received by the corporation to be counted.
1. A written ballot may be delivered and a vote cast on that ballot by electronic transmission provided the ballot contains or is accompanied by information indicating that a member authorized the transmission of the ballot.
 2. Unless otherwise required by these Bylaws or by resolution of the Board of Directors, all matters submitted to the members by written ballot must be approved by a majority of the members submitting a written ballot, provided that the number of ballots submitted equals or exceeds the quorum requirements as set forth herein.
- G. Quorum. A quorum at any meeting, or for purposes of action by written ballot, shall be at least 20 members. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.
- H. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.
- I. Voting by Mail. Where Directors or Officers are to be elected by members or any class or classes of members, the election may be conducted by U.S. mail or electronic mail in the manner that the Board of Directors shall determine.

ARTICLE XII. ORDER OF BUSINESS

- A. The order of business at all meetings of the corporation and the Board of Directors shall be as follows:
1. Reading of the Minutes
 2. Accountant's Report
 3. Manager Reports
 4. Reports of Committees
 5. Elections

6. General Business

- B. Robert's Rules of Order shall govern the meeting of the corporation and of the Board of Directors.

ARTICLE XIII. BOARD OF DIRECTORS

- A. Purpose. The Board of Directors shall carry out the object and purposes of the corporation, subject to the bylaws and Articles of Incorporation. They shall have the power to admit members and to suspend and expel members; to fill any vacancy which may occur in any office or in the membership of the Board until the next succeeding annual meeting or shall have the duty to appoint, direct, and dismiss all employees of the corporation. Other duties are as follows: to make and amend rules for the admission of strangers and visitors; to make and amend rules for the use of the Club by its members and for their conduct while in the Clubhouse or on the grounds, and to amend such other rules and regulations, not inconsistent with these bylaws that they may deem necessary; and to fix and remit penalties for the violations of the bylaws and rules.
- B. Membership.
1. The Board of Directors shall be comprised of ten (10) members: eight (8) elected Directors, the elected corporation President, and the representative of the Ladies' Golf Association.
 2. The immediate past President of the Club shall be an ex-officio member of the Board of Directors in an advisory capacity. The past President shall have voice but not voting rights.
 3. The representative of the Ladies' Golf Association ("LGA") shall be the current President of the LGA.
- C. Terms. The term of office shall be three (3) years, with staggered elections so that no more than three (3) Director positions are on the ballot at each annual meeting of the membership.
- D. Regular Meetings. The regular meetings of the Board of Directors shall be held on such dates as the Board of Directors shall by resolution specify and may be held without notice. An Annual Meeting of the Board of Directors shall be held on the same date, time and place as the February Regular Meeting. The Board of Directors may provide by resolution the time and place, either within or outside of the state of Iowa, for the holding of additional regular meetings of the board without other notice than the resolution. A Director may waive any notice in writing signed by the Director and filed with the minutes. A Director's attendance at a meeting shall be considered a waiver of notice.
- E. Special Meetings. Special Meetings of the Board of Directors may be called at the request of the President or by twenty percent (20%) of the members of the Board of Directors. 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 electronic

transmission to each Director at the Director's 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 in a sealed envelope so addressed, with postage prepaid. If notice is given by electronic transmission, it shall be deemed to be delivered when successfully transmitted to the recipient's electronic mailbox at the recipient's last "E-mail" address registered with the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such 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 meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

- F. Quorum. A quorum shall consist of five (5) members of the Board of Directors.
- G. No Alcoholic Beverages. No alcoholic beverages or beer shall be consumed during a board meeting and all meetings of the board will be smoke-free.
- H. Manner of Acting. The act of a 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.
- I. Vacancies. Any vacancy occurring in the Board of Directors to be filled by reason of a vacancy or increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.
- J. Compensation. Persons shall not receive a salary for their services as Directors of the corporation. However, a Director may request and receive a fixed sum for specified expenses incurred by a Director on behalf of the corporation as approved by resolution of the Board. Nothing contained herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation for such services.
- K. Written Consent In Lieu of Meeting. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the Directors. The Consent may be delivered by personal delivery, U.S. mail or electronic transmission. The action must be approved by a majority of the Board of Directors, unless these Bylaws provide otherwise.
- L. Removal of Directors. The members of the corporation may remove one or more Directors of the corporation without cause at a meeting called for the purpose of removing the Director, upon notice to all members entitled to vote. A Director elected by the Board of Directors to fill a vacancy may be removed without cause by a vote of two-thirds of the Directors then in office. A Director whose term commences after the effective date of these Bylaws may be removed by the vote of

a majority of Directors for failing to attend four (4) meetings of the Board of Directors within a twelve-month period.

M. Endowment Fund. The Board of Directors may, from time to time, accept gifts of money or property upon such terms as the Board of Directors approve, and may hold such gifts of money or property in the name of the corporation and may collect and receive the income from such gifts and devote the principal and/or the income from such gifts for such activities of the corporation as the Board of Directors may determine.

1. The Board of Directors may establish an Endowment Fund in the name of the corporation for the purpose of securing the financial future of the corporation. The initial principal amount of each gift or bequest to the Endowment Fund shall be invested and unavailable for disbursement, except for payment required by 1) court order, 2) bankruptcy, 3) foreclosure, or 4) dissolution of the corporation. The income and capital appreciation derived from the investment of the gifts and bequests in the Endowment Fund may be expended for any purpose designated by the donor. Otherwise the income and capital appreciation may be expended at the discretion of the Board of Directors, provided that same shall not be used for the normal and routine operational needs of the corporation. The Board of Directors is authorized to enter into an agreement with any donor to receive money or property for an endowment whereby the income and capital appreciation from the investment of the gift or bequest may be designated for such particular purpose(s) as the donor may specify, provided that such purpose(s) are duly approved or ratified by Resolution of the Board of Directors. The control, management, investment or disposition of the gift or bequest, and income derived therefrom, shall be exclusively vested in the Board of Directors, or as the Board of Directors shall, from time to time, determine or delegate, in whole or in part, to one or more trust companies, securities or brokerage companies or banks duly authorized to conduct such activity in the state of Iowa. The Board of Directors may, by Resolution, adopt and establish one or more endowment accounts for the investing of gifts and bequests to the corporation, provided that the Board of Directors adopts written policies regulating the investment of such endowment accounts.

ARTICLE XIV. OFFICERS

A. 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, 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, as it shall 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.

B. Elections. Elections of Officers, other than the President, shall be held by the Board of Directors at the regular annual meetings of the Board of Directors. If the election of

Officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. Each Officer shall hold office until their successor has been elected and has qualified.

C. Term of Office. All Officers shall be members of the corporation and shall serve for the following terms of office or until their successors are elected and qualified:

1. President Three (3) Years
2. Vice-President One (1) Year
3. Secretary One (1) Year

D. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors by two thirds vote of those present a regular or special meeting, without cause, whenever in the Board's judgment the best interests of the corporation would be served by such Officer's removal.

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

F. 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. The President shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be 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 the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall appoint a nominating committee of not less than two (2) voting members, normally consisting of the outgoing members of the Board of Directors, but the President may include other members with Family or Single Memberships on the nominating committee. The nominating committee shall nominate persons for any openings for President, Board of Directors or Board of Trustees, to be voted on at the Annual Meeting.

G. Vice-President. In the absence of the President or in event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned by the President or by the Board of Directors. The Vice-President shall serve as a member of the Board of Directors.

H. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address, an "E-mail" address, if any,

of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors. The duties of the Secretary may be assigned, in full or in part, to a professional entity, at the discretion of the Board of Directors.

- I. Professional Accountant. The Board of Directors shall assign the duties normally conducted by a Treasurer to a professional accountant approved by the Board of Directors. Said accountant shall serve at the discretion and direction of the Board of Directors and shall have charge and custody of, and be responsible for, all funds of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws, and in general perform all the duties normally conducted by a Treasurer and such other duties as may be assigned by the President or by the Board of Directors. The accountant shall maintain books of accounts which shall be available for inspection by the Board of Directors. The accountant shall prepare monthly statements of all money received, all funds paid out, and the amount of funds on hand, and submit the reports to the Board of Directors.

ARTICLE XV. NOMINATION OF OFFICERS AND BOARD OF DIRECTORS

- A. A Nominating Committee appointed by the President shall place a slate before the Annual Meeting of the Members for any opening for the offices of President and Board of Directors.
- B. Any person nominated to hold any elected seat must currently be in good financial standing with the corporation for a minimum of the two (2) previous quarters (six months).

ARTICLE XVI. BOARD OF TRUSTEES

[REPEALED]

ARTICLE XVII. COMMITTEES

- A. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing, or

recommending to the members, the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

- B. Term of Office. Each member of a committee shall continue as a member until the next annual meeting of the members of the corporation and until the member's successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.
- C. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.
- D. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- E. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating 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.
- F. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE XVIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- A. Mandatory Indemnification. The corporation shall indemnify a Director or Officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party because the Director or Officer is or was a Director or Officer of the corporation against reasonable expenses actually incurred by the Director in connection with the proceeding.
- B. Permissible Indemnification.
 - 1. The corporation, if approved by a majority of the disinterested members of the Board of Directors, may indemnify an individual who is a party to a proceeding if the individual is a Director or Officer, against liability incurred in the proceeding if all of the following apply:
 - The individual acted in good faith;
 - The individual reasonably believed either of the following:
 - a) In the case of conduct in the individual's official capacity, that the individual's conduct was in the best interests of the corporation; or
 - b) That the individual's conduct was not opposed to the best

interests of the corporation.

2. In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.
3. The termination of a proceeding by judgment, order, settlement, conviction, is not, of itself, determinative that the Director or Officer did not meet the relevant standard of conduct described above.

C. No Indemnification. The corporation shall not indemnify an individual for any of the following:

1. In connection with a proceeding by or in the right of the corporation, except for reasonable expenses as required by the Mandatory Indemnification provisions set forth hereinabove;
2. In connection with any proceeding with respect to conduct for which the Director or Officer was adjudged liable on the basis that the Director or Officer received a financial benefit to which the Director or Officer was not entitled, whether or not involving action in the Director or Officer's official capacity.

ARTICLE XIX. INDEMNIFICATION OF OFFICERS AND TRUSTEES

[REPEALED]

ARTICLE XX. DISSOLUTION OF THE CORPORATION

The corporation may be dissolved pursuant to the provisions set forth in Iowa Code Section 504.1402.

ARTICLE XXI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- A. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All instruments affecting real estate shall be executed by the President and the Secretary.
- B. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, drafter's notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the professional accountant for the corporation.
- C. 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.
- D. Gifts. The Board of Directors 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 as more fully set forth in Article XIII, Section M, above.

ARTICLE XXII. PERSONAL LIABILITY

- A. Personal Liability. A Director, Officer, employee, or member of a corporation, and the property of the Director, Officer, employee or member of the corporation, is not liable for the corporation's debt's or obligations. A Director, Officer, member, or other volunteer is not personally liable in that capacity, to any person for any action taken or failure to take any action in the discharge of the person's duties on behalf of the corporation 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;
 3. A violation of Iowa Code Section 504.834 involving the person's nonpayment of any loan to the corporation; or
 4. An intentional violation of criminal law.

ARTICLE XXIII. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XXIV. FISCAL YEAR

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

ARTICLE XXV. NOTICE AND WAIVER OF NOTICE

- A. Time. Whenever any notice is required to be given under the provisions of the Revised Iowa Nonprofit Corporation Act or under the provisions of the Articles of Incorporation, the Amended and Restated Articles of Incorporation, or the bylaws of the corporation, written notice is effective at the earliest of the following:
1. When received;
 2. Five (5) days after its deposit in the U.S. Mail; or,
 3. On the date shown on the return receipt, if mailed with first class postage affixed, when sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.
- B. Waiver. Whenever any notice is required as stated above, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

ARTICLE XXVI. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted at any Regular Meeting or Special Meeting of the Board of Directors by a vote of a majority of members present at the meeting. An amendment to the bylaws may be approved by the written consent of all of the Directors as set forth in Article XIII, Section K, above. Notwithstanding the above, any amendment, alteration or repeal of any provision in the bylaws or any new bylaws shall be approved by the members if the change would do any of the following:

- A. Affect or change the rights, privileges, preferences, restrictions, or conditions of the voting members as to voting, dissolution, redemption or transfer of memberships;
- B. Increase or decrease the number of memberships authorized for the members or for any class of the members;
- C. Authorize a new class of memberships