

**B LACK**- original Bylaw

**RED**- proposed amendment to ByLaws

**IOWA NONPROFIT CORPORATION BYLAWS OF  
SOUTHWEST IOWA COALITION, INC.**

**ARTICLE I: PURPOSE**

The Southwest Iowa Coalition, **Inc.**, hereinafter called the corporation, will conduct its activities to promote the purposes for which it was organized as set forth in the Articles of Incorporation. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in the Articles of Incorporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, **except as otherwise may be permitted in Section 501 (h) of the Internal Revenue Code of 1986, as amended.** The corporation shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of **or in opposition to** any candidate for public office.

Notwithstanding any other provisions of the bylaws, the corporation shall not **conduct or** carry on any activities not permitted to be **conducted or** carried on **by any organization exempt under 501 (c) (6) of the Internal Revenue Code of 1986, as amended.**

**ARTICLE II: OFFICES**

**Section 2.1 Principal Office.** The principal office of the corporation in the state of Iowa shall be located in the city of Red Oak, county of Montgomery. The corporation may have such other offices, either within or without the state of Iowa as the Board of Directors may designate or as the business of the corporation may require from time to time.

**Section 2.2 Registered Offices.** The registered office of the corporation required by the Iowa Nonprofit Corporation Act, Chapter 504A, Code of Iowa, to be maintained in the state of Iowa may be, but need not be, identical with the principal office in the state of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE III: BOARD OF DIRECTORS**

**Section 3.1 General Powers.** The business and affairs of the corporation, including the control and disposition for its property and funds, shall be managed by its Board of Directors. The Board of Directors shall have the sole authority to establish methods of contribution, accept or reject contributions, or to provide for any other restrictions, qualifications or levels relating to contributions which it in its sole discretion deems necessary, subject to applicable legal requirements.

In accepting gifts, bequests and devices, it is the intention that the directors will manage the affairs in such a matter so as to comply with the meaning of the terms and limitations of the Articles of Incorporation and these bylaws so that such action will not jeopardize the federal income tax exemption of this corporation pursuant to the provisions of Section 501 (c) (3) of the Internal Revenue code of 1986 as now in force or as may be amended.

**Section 3.2 Number, Tenure, Qualifications.** The number of directors of the corporation shall **consist of no fewer than five members and subject to such limitation, the number of members of the Board of Directors** shall be set by the Board of Directors from time to time. And, except for the initial director terms shortened to set up yearly election of approximately a third of total number of directors, each director shall serve for a term of three years commencing

with his or her appointment or until his or her successor shall have been appointed and qualified. No member shall be eligible to become or remain a director or to hold any position of trust in the corporation who is not a bonafide resident of the state of Iowa and the area served by the corporation.

**Section 3.3 Regular Meetings.** A regular **annual** meeting of the Board of Directors shall be held, without notice **other** than this bylaw, immediately after and at the same place as the annual meeting of the members. The Board of Directors may/**shall** provide, by resolution **or notice**, the time and place, either within or without the state of Iowa, for the holding of additional regular meetings without other notice than such resolution.

**Section 3.4 Special Meetings.** Special meetings of the Board of Directors may be called by and at the request of the President or a majority of the directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the state of Iowa, as the place for holding any special meeting of the Board of Directors called by them.

**Section 3.5 Notice of Meetings.** Notice of each meeting of the Board of Directors, for which notice is required, stating the time and place thereof, shall be given to all directors by **electronic communication or in person**, at least 5 days before the meeting, or shall be mailed to each director at least 5 days before the meeting. All such notices not given in person shall be sent to the director at his or her postal or electronic address according to the latest available records of this corporation.

Any director may waive notice of any meeting **before, at or after the meeting, orally, in writing, by electronic communication or by attendance**. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when 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. Except as otherwise provided in these bylaws, 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 such meeting.

**Section 3.7 Quorum.** A quorum shall consist of not fewer than one third the number of the Board of Directors in office for the transaction of business at any meeting of the Board of Directors, but if less than such a quorum is present at a meeting, a majority of the directors present may adjourn the meeting without further notice. **If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of one or more directors leaves less than the number otherwise required for a quorum. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors.**

**Section 3.8 Vacancies.** Any vacancy occurring in the Board of Directors, **due to the death, resignation or removal of a director**, and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of directors may be filled by election by a majority of the seated directors of the corporation. A director so elected shall serve the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be.

**Section 3.9 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 shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action. All votes shall be recorded in the minutes.

**Section 3.10 Action without a Meeting.** Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. For purposes hereof, facsimile signatures shall be adequate to show consent.

**Section 3.11 Resignation and Removal.** Any director may at any time resign by serving written notice thereof on the remaining directors. **The resignation shall be effective without acceptance when the notice is received by any one of the remaining directors, unless a later effective date is specified in the notice.** Membership on the Board of Directors may also be terminated by passage of a removal resolution of the Board of Directors after any director has missed more than three consecutive board meetings.

**Section 3.12 Compensation.** Directors shall serve without compensation, except reasonable **and necessary expenses actually incurred in performing their duties as directors** may be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain the services of a director other than in his or her capacity as a director and the director may be compensated for services so rendered as the Board of Directors may from time to time deem appropriate.

**Section 3.13 Accounting System.** The Board of Directors shall cause to be established and maintained a complete accounting system, which among other things, subject to all applicable laws and rules and regulations of any regulatory body, shall conform to regularly recognized accounting principals. The Board of Directors shall at each regular meeting examine the books, cause a full and complete audit of the accounts, books and financial condition at the end of each fiscal year, and cause a statement of financial condition and operations at the close of each year to be submitted to the members at their following annual meeting.

**Section 3.14 Director Conflicts of Interest.** This corporation shall not enter into any contract or transaction with (a) a director or a member of the family of a director; (b) a director or member of a family of a director of a related organization; or (c) an organization in or of which this corporation's director, or a member of the family is its director, is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote (without counting the interested director) of a majority of the entire Board of Directors, at a meeting at which there is a quorum without counting the interested director. For purposes of these Bylaws, "member of the family of a director" shall mean a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, ~~of the director.~~ Failure to comply with the provisions of the Section shall not invalidate any contract or transaction to which this corporation is a party.

#### **ARTICLE IV: OFFICERS**

**Section 4.1 Officers' Appointment and Term of Office.** The officers of the Corporation shall be President, Vice President, and Secretary/Treasurer. They shall be elected annually at the December meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly appointed and shall have qualified or until his or her death, resignation or removal.

**Section 4.2 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in accordance with the provisions of these Bylaws with respect to the original appointment to the office.

**Section 4.3 President.** The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the board has authorized to

be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 4.4 Vice President.** In the absence of the President or in the event of the President's death, 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 from time to time may be assigned to him or her by the President or by the Board of Directors.

**Section 4.5 Secretary.** The Secretary shall:

- a) Keep **accurate** minutes of **all of** the Board of Directors' meetings in one or more books provided for that purpose.
- b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- c) Be **responsible for the custody** of the records, documents and papers of the corporation.
- d) **Provide for the keeping of proper records of all transactions of this corporation.**
- e) Keep a register of the post office **and electronic** addresses of each member of the Board of Directors which shall be furnished to the Secretary by such member; and
- f) In general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**Section 4.6 Treasurer.** The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and property of the Corporation.
- b) Receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such bank, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws. **Endorse for deposit notes, checks and drafts received by this Corporation as ordered by the Board of Directors, making proper vouchers for the deposit. Disburse corporate funds and issue checks and drafts in the name of the Corporation as ordered by the Board of Directors.**
- c) Compile and distribute annually to each director a report of the activities of the Corporation, including a statement of receipts and expenditures, and
- d) In general, perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. The treasurer may be required to give a bond at the expense of the Corporation for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall designate.

**Section 4.7 Resignation.** Any officer may at any time resign by serving written notice thereof on the Board of Directors. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and unless otherwise specified therein, acceptance thereof shall not be necessary to make it effective.

**Section 4.8 Removal.** Any officer shall be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. Any officer holding the position of President, Vice President, Secretary or Treasurer shall automatically be removed if the individual holding the subject office is no longer a member of the Board of Directors due to death, **or** resignation.

**Section 4.9 Assistants and Acting Officers- Executive Directors.** The Board of Directors or any officer may appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever it is impractical for such officer to act personally, and such assistant or acting officer may perform all the duties of the office to which appointed as assistant, except as such power may otherwise be defined or restricted by the Board or the appointing officer.

**Section 4.10 Salaries.** The President, Vice President, and Secretary/Treasurer shall serve without compensation, except for the reasonable **and necessary** expenses **actually** incurred **in performing their duties as officers**, until such time as the Board of Directors shall set compensation for those positions. However, to the extent deemed necessary by the Corporation, the Corporation may retain the services of the President, Vice President, and Secretary and Treasurer other than in their capacity as such officers and they may be compensated for services so rendered as the Board of Directors may from time to time deem appropriate.

The salaries of all assistant officers and acting officers, including an Executive Director if appointed, shall be fixed from time to time by the Board of Directors.

## **ARTICLE V: INDEMNIFICATION**

**Section 5.1 Indemnification** This Corporation shall indemnify its directors, officers, committee members, and employees against such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Iowa Statutes, as amended from time to time, or as required by other provisions of law; provided, however, that no indemnification shall be made with respect to any claim, issue, or matter as to which the person shall be adjudged to be liable to this corporation.

**Section 5.2 Insurance** This Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, or employee against liability asserted against and incurred by such person in or arising from such capacity, whether or not this corporation would otherwise be required to indemnify the person against liability

## **ARTICLE VI: CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 6.1 Contracts.** The Board of Directors may authorize any officer or officers, agents or agent, 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 6.2 Authority to borrow, encumber assets.** 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. The Corporation shall make no loan to any officer or director of the Corporation.

**Section 6.3 Execution of Instruments.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or such other officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 6.4 Deposits of Funds.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select **and all such funds shall be withdrawn only in a manner or manners authorized by the Board of Directors** .

## **ARTICLE VII: WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Articles of Incorporation or under the provisions of the Iowa Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. For purposes hereof, facsimile signatures shall be adequate to show consent for such waiver.

## **ARTICLE VIII: FISCAL YEAR**

The fiscal year of the Corporation shall begin on **January 1 and end on the succeeding December 31.**

## **ARTICLE IX: SEAL**

The Corporation shall have no corporate seal.

## **ARTICLE X: AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of all members of the Board of Directors at any regular or special meeting of the Board of Directors provided that a minimum of thirty (30) days' notice in writing of the character of the proposed alteration, amendment or repeal is given to all members of the Board of Directors.

## **ARTICLE XI: COMMITTEES OF THE BOARD OF DIRECTORS**

**Section 11.1 General** The President, with the Board of Directors' concurrence, may establish and appoint standing and special committees as shall be deemed desirable for the endeavors of the Corporation. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers except those specifically conferred by action of the Board of Directors. Upon completion of the tasks assigned to any special committee, the special committee shall be discharged.

**Section 11.2 Committee Membership** Persons who are not directors or officers of the Corporation may be appointed to serve on standing or special committees. All standing or special committee members shall serve at the pleasure of the Board of Directors. The Board of Directors shall review and reappoint persons to membership on all standing and special committees at the Board of Directors' annual meeting.

**Section 11.3 Reports** Except as otherwise provided in the Board of Directors' resolution approving the establishment and appointment of standing or special committees, all committees shall maintain written minutes of their meetings which shall be available to the Board of Directors. Each committee shall report in writing to the Board of Directors as necessary and shall at a minimum, submit a written report of the committee's activities at the Board of Directors' annual meeting.

**Section 11.4 Meetings** All committees shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties.

## **ARTICLE XII: EXECUTIVE COMMITTEE**

**Section 12.1 Appointment.** An Executive Committee shall be appointed and shall consist of the following persons: President, Vice President, and Secretary/Treasurer.

**Section 12.2 Authority.** The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority set by resolution of the Board of Directors and except also that the Executive Committee shall not have 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 or other disposition of all or substantially all of the assets of the Corporation otherwise than in the usual and regular course of business, recommending to the members a voluntary dissolution of the Corporation or a revocation thereof, or amending the Bylaws of the Corporation.

**Section 12.3 Meetings.** Regular meetings of the Executive Committee may be held without notice at such time and places as the Executive Committee may fix from time to time. Special meetings of the Executive Committee may be called by any member thereof upon not less than three (3) days' notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the members of the Executive Committee at his or her personal or business address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The

notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

**Section 12.4 Quorum.** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and any action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

**Section 12.5 Action without a Meeting.** Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee.

**Sections 12.6 Procedures.** The Executive Committee may establish its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

### **ARTICLE XIII: MEMBERSHIP**

Any person, firm, corporation or body politic may become a member of the Corporation by paying the membership fee hereinafter specified; by agreeing to comply with and be bound by the Articles of Incorporation, Bylaws and policies of the Corporation and any amendments thereto and may from time to time be adopted by the Board of Directors.

The corporation shall have no capital stock.

The private property of the members of the Corporation shall be exempt from any responsibility for the debts of the Corporation and no member shall be individually liable or responsible for any debts or liabilities of the corporation.

The annual meeting of the members of the Corporation shall be held on the first Thursday of December each year in Red Oak, Iowa at the principal offices of the Corporation or at such other time and place as shall be set by the Board of Director members, and such other business as may regularly come before it.

Notice for annual, regular and special meetings of the members of the Corporation shall be given to all members in writing not more than sixty days and not less than five days before the date of the meeting.

### **ARTICLE XIV: PARLIAMENTARY PROCEDURES**

Parliamentary procedures at all meetings of the members, of the Board of Directors, of any committee provided for in these Bylaws and of any other committee of the members or Board of Directors which may from time to time be duly established shall be governed by the most recent edition of Robert's Rules of Order, except to the extent such procedure is otherwise determined by law or by the Corporation's Articles of Incorporation or Bylaws.

### **ARTICLE XV: ELECTIONS AND CREDENTIALS**

The Board of Directors shall, at least ten (10) before the annual meeting of the members, appoint a Credentials and Elections Committee consisting of an uneven number of members, not less than three (3) nor more than fifteen (15) and who are not close relatives or members of the same household of existing directors or known candidates for directors to be elected at such meeting.. In appointing the committee, the Board shall have regard for the equitable representation of the several areas served by the Corporation. It shall be the responsibility of the Committee to pass upon all questions that may arise with respect to the regulation of members in person or by proxy, to count all ballots cast in any election or in any other ballot vote taken, and to rule upon the effect of any ballots irregularly marked. The Committee's decisions on all such matters shall be final.

## **ARTICLE XVI: ELECTRONIC COMMUNICATIONS**

A conference among directors, committee members or general membership by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors, committee or general membership, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference as would be sufficient to constitute a quorum at a meeting. Meetings of the Board of Directors, of committees, or of general membership may also be held by such other means of electronic or remote communication as may be expressly permitted by the Iowa Nonprofit Corporation Act. Participation in a meeting by any means described in this section constitutes presence in person at the meeting.

## **ARTICLE XVII: DISSOLUTION**

Dissolution of this corporation shall be authorized only if approved by the Board of Directors and by the members, by two-thirds of member votes or a majority of the voting power, whichever is less, or if required by Iowa law or by judicial action.