

**NON-PROFIT BYLAWS**  
**OF**  
**DRAGON SCHOLARSHIP FUND, INC.**

**PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Iowa and the Articles of Incorporation of Dragon Scholarship Fund, Inc.. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Iowa, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation, it shall then be these Bylaws which shall be controlling.

**ARTICLE 1 – NAME**

The legal name of the Non-Profit Corporation shall be known as Dragon Scholarship Fund, Inc., and shall herein be referred to as the "Corporation".

**ARTICLE 2 – PURPOSE**

The general purposes for which this Corporation has been established are as follows:

The purpose for which the Non-Profit Corporation is formed is set forth in the attached Articles of Incorporation.

The Corporation is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for charitable purposes, specifically to raise funds from individuals and businesses in and around the Johnston Community School District each school year for the purpose of awarding non-renewable scholarships to graduating Johnston High School seniors to help fund a small portion of their post-high school education costs.

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Iowa and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time

and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

### **ARTICLE 3 – OFFICES**

The principal office of the Corporation shall be located at 9004 NWt 72nd Place, Johnston, Iowa 50131.

The Corporation may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to time.

### **ARTICLE 4 – DEDICATION OF ASSETS**

The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation.

On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

### **ARTICLE 5 – BOARD OF DIRECTORS**

#### **General Powers and Responsibilities**

The Corporation shall have no members. The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Iowa. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the Executive Director and Corporation staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

#### **Number and Qualifications**

The Board shall have up to 30, but no fewer than 3, Board members. The number of Board members may be increased beyond 30 members or decreased to less than 3 members by the affirmative vote of a two-thirds majority of the then serving Board of Directors. A Board member need not be a resident of the State of Iowa.

In addition to the regular membership of the Board, representative of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.



### **Board Compensation**

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation for services rendered.

### **Board Elections**

The Governance Committee shall present nomination for new and renewing Board members at the board meeting immediately prior to the beginning of the next fiscal year. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a majority of those Board members at a Board meeting at which a quorum is present.

### **Term of Board**

All appointments to the Board shall be for a term of 3 year(s). No person shall serve more than 2 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 additional year(s). No person shall serve more than 8 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 1 years have passed since the conclusion of such Board member's service.

### **Vacancies**

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the president of Corporation/Organization, the secretary of

Corporation, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Iowa is first notified, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by vote of a two-thirds majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

### **Resignation**

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

### **Removal**

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

### **Meetings**

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any 3 regular Board members may call a special meeting of the Board with 1 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

### **Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 30 business days after the close of each Board meeting.

### **Action by Written Consent**

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting



forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of the Corporation and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

### **Quorum**

At each meeting of the Board of Directors or Board Committees, the presence of 3 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

### **Voting**

Each Board member shall only have one vote.

### **Proxy**

Board members shall not be allowed to vote by written proxy

### **Board Member Attendance**

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

## **ARTICLE 6 – OFFICERS**

### **Officers and Duties**

The Board shall elect officers of the Corporation which shall include a Chair of the Board (Chief Executive Officer), a Vice Chair of the Board, President (Executive Director), Vice President, a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board or the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall

perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board. Any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary of the Corporation, without bias or predisposition to all rights, if any, of the Corporation under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

#### **Chair of the Board (Chief Executive Officer)**

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation, except when required by law that the President's signature must be provided.

#### **Vice Chair of the Board**

In the absence of the Chair of the Board, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice Chair of the Board to perform all the duties of the Chair of the Board, and in doing so, he/she shall have all authority and powers of and shall be subject to all of the restrictions on the Chair of the Board.

#### **President (Executive Director)**

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation, to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation, and to negotiate any and all material business transactions of the Corporation.

#### **Vice President**

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so



shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

**Secretary**

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation, which are required to be kept at the principal office of the Corporation, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation and shall see that the seal of the Corporation, if any, is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

**Treasurer (Chief Financial Officer)**

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

The Treasurer shall be responsible for and have authority for the management of bank and investment accounts which may be maintained by the Corporation, including the opening of such accounts, deposits, withdrawals and authority to execute the purchase or sale of any stocks, bonds, mutual funds, exchange traded funds, certificates of deposit, or any other investments in accordance with the Corporation's Investment Policy, as may be adopted and amended from time to time by Board resolution.

The Treasurer shall give the Corporation a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation shall pay the cost of such a bond.

**ARTICLE 7 – COMMITTEES**

A. **Committees of Directors**

- 1) The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically

delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- 2) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- 3) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- 4) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- 5) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- 6) Appoint any other committees of the Board of Directors or their members.
- 7) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- 8) Approve any self-dealing transaction, except as provided pursuant to law.
- 9) Unless otherwise authorized by the Board of Directors, no committee shall compel the Corporation in a contract or agreement or expend Corporation funds.

B. **Standing Committees.** By vote of the Board of Directors, the following committees may be established:

- 1) **Executive Committee.** Pursuant to Article 7 - Committee of Directors, the Board may appoint an Executive Committee composed of a minimum of 3 directors, one of whom shall be the Chair of the Board of the Board and another shall be either the Vice Chair of the Board, the Secretary, or the Treasurer, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation/Organization between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7 - Committee of Directors. The



Secretary of the Corporation shall send to each director a summary report of the business conducted in any meeting of the Executive Committee. Notice of the date, time, and place of Executive Committee meetings shall be delivered to each Executive Committee member by the Chair or Secretary by e-mail, regular mail, telephone, or other reasonable means at least twenty-four hours in advance of the meeting unless the time, date, and place of the meeting has been previously fixed by vote of the Executive Committee.

- 2) **Fundraising Committees.** Fundraising Committees, chaired by a Director and comprised of other Directors, shall be established to raise funds by the solicitation of gifts, donations, and by other means. Fundraising Committees may include, but shall not be limited to, a Sports Sponsorship Committee, a Meal Deal Committee, an Annual Dinner and Auction Committee, and a Phone-A-Thon Committee. Fundraising Committees shall make and transmit to the Secretary for the records of the Corporation such reports as the Corporation may prescribe relative to fundraising activities.
- 3) **Publicity and Recognition Committee.** A Publicity and Recognition Committee, chaired by a Director and comprised of other members who need not be Directors, shall publicize the purposes and accomplishments of the Corporation. The Publicity and Recognition Committee may also provide for electronic database development and management in supporting the goals of the Committee.
- 4) **Nominating Committee.** A Nominating Committee, chaired by the Vice Chairperson and comprised of other officers of the Corporation, shall prepare and present to the Board of Directors at least ten days in advance of each Annual Meeting of Directors a slate of Directors and officers to be proposed for election at such meeting. This slate, as presented or amended by the Directors, shall be voted on at the Annual Meeting of the Board of Directors. The slate of Directors shall be selected from a pool of applicants previously circulated to the Board.
- 5) **Scholarship Awards Committee.** A Scholarship Awards Committee, chaired by a Director, shall be comprised of at least three Directors. A Scholarship Awards Committee member shall not be allowed to participate in discussions or vote on a scholarship applicant who is related to the Committee member. In making awards, the Awards Committee shall apply such rules and standards not inconsistent with the purpose of the Corporation as are prescribed in these Bylaws. The Awards Committee shall implement and oversee all policy relative to awards. The Awards Committee shall also make and transmit to the Secretary a report about the Awards Committee's activities and awards on a monthly basis.

C. Committee Appointments and Terms of Office.

The members and officers of all Committees, except the Executive Committee, shall be appointed by the Chair subject to the approval of the Board of Directors. Officers and committee members shall serve a term of one year at the pleasure of the Chair.

D. Chair an Ex Officio Member.

The Chair shall serve as an ex officio member on all Committees.

E. Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 - Board of Directors of these bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation/Organization records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Corporation/Organization whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

## ARTICLE 8 - STANDARD OF CARE

### General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:



- a) One or more officers of the Corporation whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

#### **Loans**

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Iowa Attorney General; provided, however, that the Corporation may advance money to a director or officer of the for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

#### **Conflict of Interest**

The purpose of the Conflict of Interest policy is to protect the Corporation interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

The Corporation's Conflict of Interest Policy, dated and adopted concurrent with these Bylaws as of April 17, 2017, are hereby incorporated by reference.

#### **Procedures and Records**

All minutes of the Board Meetings, when applicable, shall contain the following information:

- 1) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

- 2) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

**Acknowledgement of Conflict of Interest Policy**

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**No Self-Dealing.**

It shall be the policy of this Corporation not to engage in any act which would constitute "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986.

**Indemnification**

To the fullest extent permitted by law, the Corporation shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Corporation/Organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation/Organization for those expenses.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.



**ARTICLE 9 – CORPORATE INSTRUMENTS, CONTRACTS, LOANS, CHECKS,  
DRAFTS, DEPOSITS, GIFTS AND INVESTMENTS**

**Execution of Corporate Instruments**

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation shall be executed, signed, and/or endorsed by the President; Vice President; or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

**Contracts.** The Board of Directors may authorize any officer or officers, agent or agents 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.

**Loans.** No loans or extension of credit of any kind shall be contracted on behalf of the Corporation and no evidence 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.

**Checks, Drafts, etc.** All checks, drafts, or other 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 shall from time to time be determined by resolution of the Board of Directors.

**Deposits.** 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, investment firms or other depositories as the Board of Directors may select.

**Contributions, Gifts, Donation, Bequests.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, donation, bequest which is deemed in accordance with Article 2 – PURPOSE of these Bylaws.

**Investments.** The Board of Directors shall approve an Investment Policy, which shall govern authorized officer's actions with respect to all Investments.

## ARTICLE 10 – RECORDS AND REPORTS

### Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

### Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### Maintenance and Inspection of Other Corporate Records

The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

### Preparation of Annual Financial Statements

The Corporation shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the Iowa Attorney General and members of the public for inspection no later than 90 days after the close of the fiscal year to which the statements relate.

### Reports

The Board shall ensure an annual report is sent to all directors within 90 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.



- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

#### **ARTICLE 11 – FISCAL YEAR**

The fiscal year for this Corporation/Organization shall end on August 31.

#### **ARTICLE 12 – AMENDMENTS AND REVISIONS**

These bylaws may be adopted, amended, or repealed by the vote of a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

#### **ARTICLE 13 – CORPORATE/ORGANIZATION SEAL**

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

#### **ARTICLE 14 – CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

#### **ARTICLE 15 - PARLIAMENTARY AUTHORITY**

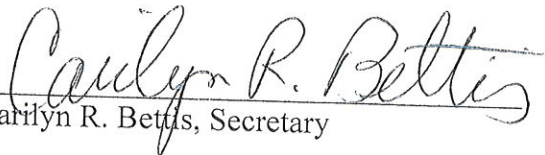
“Robert’s Rules of Order, Revised” shall govern all activities of the Foundation except as limited

by the Articles of Incorporation, or these Bylaws. Such rules may be amended at any time by a majority vote of the Board of Directors.

**CERTIFICATE OF SECRETARY**

I, Carilyn R. Bettis, certify that I am the current elected and acting Secretary of the benefit Corporation, and the above Bylaws are the Bylaws of this Corporation as adopted by the Board of Directors on April 17, 2017, and that they have not been amended or modified since the above.

**EXECUTED** on this 17<sup>th</sup> day of April, 2017 in the County of Polk in the State of Iowa.

  
Carilyn R. Bettis, Secretary