

ADOPTED: _____, 2020

AMENDED AND RESTATED BYLAWS
OF
HUXLEY HISTORICAL SOCIETY
(an Iowa Nonprofit Corporation)
(hereinafter referred to as the “Corporation”)

ARTICLE 1
PRINCIPAL OFFICE

The location of the principal office of the Corporation in the State of Iowa will be identified in the Corporation’s biennial report filed with the Iowa Secretary of State.

ARTICLE 2
REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the Board of Directors.

ARTICLE 3
MEMBERS

Section 3.1. Classes of Members. The corporation shall have ~~five-three~~ (53) classes of members. The designation of each class and the qualifications and rights of the members of such class shall be as follows:

- ~~a. Introductory Member. An individual or entity is eligible for an introductory membership for only the first year that the individual or entity is a member of the Corporation. The introductory membership fee shall be \$10.00 for that one year period. Introductory members shall have no voting rights in the Corporation.~~
- b.a. Annual Member. An individual or entity is eligible to become an annual member at the commencement of the individual’s or entity’s ~~membership or an individual or entity that was an introductory member may elect to become an annual member following the end of the one year introductory membership period as described in Section 3.1(a) hereto~~. The yearly annual membership fee shall be \$20.00. Each annual member shall have one (1) vote in all matters brought before the members of the Corporation for consideration, ~~except during the first year of an annual membership, an annual member shall have no voting rights in matters brought before the members of the Corporation for consideration~~. ~~Notwithstanding anything in these bylaws to the contrary, if more than one person is listed on the membership application to join the Corporation as an annual member (for~~

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example only, a married couple), the person(s) listed on the application shall collectively have one (1) vote in all matters brought before the members of the Corporation for consideration; provided, however, during the first year of an annual membership, an annual member shall have no voting rights in matters brought before the members of the Corporation for consideration.

~~e. Family Member. A group of related persons living in the same household is eligible for a family membership. The yearly family membership fee shall be \$30.00. Each family membership is entitled to two (2) votes in matters brought before the members of the Corporation for consideration.~~

~~d.b. Sustaining-Lifetime Member. An individual or entity may elect to become a sustaining-lifetime member at the commencement of the individual's or entity's membership or an individual or entity that was an introductory-annual member may elect to become a sustaining-lifetime member following the end of the one-year introductory membership period as described in Section 3.1(a) hereto at any time by paying the sustaining membership fee. The sustaining-lifetime membership fee shall be a one-time fee of \$500.00. Each sustaining-lifetime member shall have ~~one-two~~ (2+) votes in all matters brought before the members of the Corporation for consideration. Additionally, each sustaining-lifetime member shall receive special notice of its sustaining-lifetime membership status in the Corporation's newsletter and on the Corporation's website. Notwithstanding anything in these bylaws to the contrary, if more than one person is listed on the membership application to join the Corporation as a lifetime member (for example only, a married couple), the person(s) listed on the application shall collectively have two (2) votes in all matters brought before the members of the Corporation for consideration. If more than one person is listed on the membership application to become a lifetime member, the lifetime membership shall continue until the last of the applicants dies or revokes its membership.~~

~~e.c. Honorary Member. Honorary memberships may be granted to certain individuals or entities by the board of directors of the Corporation in its sole discretion. Honorary members shall pay no membership fee. Each honorary member shall have one (1) vote in all matters brought before the members of the Corporation for consideration.~~

Section 3.2. Qualification of Membership. To qualify for election as a member, an individual or entity must provide the Corporation with the member's name and contact information and must pay, in full, all applicable membership fees when due.

Section 3.3. Designation of Representative. Each entity that is a member shall designate an individual to be the representative of that member with the corporation who shall exercise all rights and privileges of the entity as a member.

Section 3.4. Expulsion, Suspensions or Termination of Membership. The board of directors, by affirmative vote of two-thirds of all of the members of the board, may expel, suspend or terminate a member for cause after providing not less than fifteen (15) days' notice to the member of the proposed expulsion, suspension, or termination and reasons therefor and an opportunity for a hearing.

Section 3.5. Resignation. Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 3.6. Reinstatement. Upon written request signed by a former member and filed with the secretary, the board of directors may, by the affirmative vote of two-thirds of the members of the board, reinstate the former member to membership upon such terms as the board of directors may deem appropriate.

Section 3.7. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE 4
MEETINGS OF MEMBERS

Section 4.1. Annual Meeting. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held ~~on the third Tuesday in January~~ no later than April 30th of each calendar year at such place as the board of directors shall each year fix, or at such other place, time and date as the board of directors shall fix, which date shall be within the earlier of the first six (6) months after the end of the Corporation's fiscal year or fifteen (15) months after the members' last annual meeting.

Section 4.2. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law (which for purposes of these bylaws shall mean as required from time to time by the Revised Iowa Nonprofit Corporation Act or the articles of Incorporation of the Corporation), may be called by the President, or the board of directors, and shall be called by the board of directors upon the written demand, signed, dated and delivered to the Secretary, of the holders of at least ~~ten~~ twenty-five percent of all the votes of members entitled to be cast on any issue proposed to be considered at the meeting. Such written demand shall state the purpose or purposes for which such meeting is to be called. The time, date and place of any special meeting shall be determined by the board of directors or by the President. Unless otherwise provided in the articles of incorporation, a written demand for a special meeting may be revoked by a writing to that effect received by the Corporation prior to the receipt by the Corporation of demands sufficient in number to require the holding of a special meeting.

Section 4.3. Notices and Reports to Members.

(a) Notice of the place, date and time of all meetings of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be communicated not fewer than ten (10) days nor more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting. The board of directors may establish a record date for the determination of members entitled to notice, as provided in Section 4.5 of these bylaws. Notice of adjourned meetings need only be given if required by law or Section 5.7 of these bylaws.

(b) In the event corporate action is taken without a meeting in accordance with Section 4.11 of these bylaws by less than unanimous written consent, prompt notice of the taking of such corporate action shall be given to those members who have not consented in writing.

(c) If notice of proposed corporate action is required by law to be given to members not entitled to vote and the action is to be taken by consent of the voting members, the Corporation shall give all members written notice of the proposed action at least ten (10) days before the action is taken. The notice must contain or be accompanied by the same material that

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would have been required to be sent to members not entitled to vote in a notice of meeting at which the proposed action would have been submitted to the members for action.

(d) Notice may be communicated in person, by mail, by telephone, voice mail, other electronic means or other method of delivery. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication. Written notice by the Corporation to its members, if in a comprehensible form, is effective according to one of the following: (i) upon deposit in the United States mail, if mailed post-paid and correctly addressed to the member's address shown in the Corporation's current record of members; or (ii) when electronically transmitted to the member in a manner authorized by the member.

Section 4.4. Waiver of Notice.

(a) Any member may waive any notice required by law or these bylaws if in writing and signed by any member entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice to such member in due time as required by law or these bylaws. Any such waiver shall be delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

(b) A member's attendance at a meeting, in person or by proxy, waives (i) objection to lack of notice or defective notice of such meeting, unless the member at the beginning of the meeting or promptly upon the member's arrival objects to holding the meeting or transacting business at the meeting, and (ii) objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 4.5. Record Date. The board of directors may fix, in advance, a date as the record date for any determination of members for any purpose, such date in every case to be not more than seventy (70) days prior to the date on which the particular action or meeting requiring such determination of members is to be taken or held. If no record date is so fixed for the determination of members, the close of business on the day before the date on which the first notice of a members' meeting is communicated to members shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the board of directors selects a new record date or unless a new record date is required by law.

Section 4.6. Members' List. After fixing a record date for a meeting, the Secretary shall prepare an alphabetical list of the names of all members who are entitled to notice of a members' meeting. Subject to Section 8.6, the members' list must be available for inspection by any member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, or a

member's agent or attorney, is entitled on written demand to inspect and, subject to the requirements of law, to copy the list, during regular business hours and at the person's expense, during the period it is available for inspection. The Corporation shall make the members' list available at the meeting, and any member, or a member's agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment.

Section 4.7. Quorum.

(a) At any meeting of the members, the members holding one-tenth (1/10) of the votes that may be cast in person or by proxy shall constitute a quorum, unless the representation of a different number is required by law, and in that case, the representation of the number so required shall constitute a quorum. If a quorum shall fail to attend any meeting, the chairperson of the meeting or a majority of the votes present may adjourn the meeting to another place, date or time.

(b) When a meeting is adjourned to another place, date or time, notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than one hundred twenty (120) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, notice of the place, date and time of the adjourned meeting shall be given in conformity with these bylaws. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

(c) Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment thereof unless a new record date is or must be set for that adjourned meeting.

Section 4.8. Organization.

(a) The President, or in the absence of the President, the Vice President, or in the Vice President's absence, such person as the board of directors may have designated, or, in the absence of such a person, such person as shall be designated by the holders of a majority of the votes present at the meeting, shall call meetings of the members to order and shall act as chairperson of such meetings.

(b) The Secretary of the Corporation shall act as secretary at all meetings of the members, but in the absence of the Secretary at any meeting of the members, the chairperson may appoint any person to act as secretary of the meeting.

Section 4.9. Voting.

(a) Every member entitled to vote may vote in person or by proxy. Each member shall be entitled to ~~one~~ the number of votes on each matter submitted to a vote of the members as provided in Article 3 of these bylaws.

(b) The members having the right to vote at any meeting shall be only those of record on the books of the Corporation, on the record date fixed by law or pursuant to the provisions of Section 4.5 of these bylaws.

(c) Voting by members on any question or in any election may be viva voce unless the chairperson of the meeting shall order or any member shall demand that voting be by ballot. On a vote by ballot, each ballot shall be signed by the member voting, or in the member's name by proxy, if there be such proxy.

(d) If a quorum exists, action on a matter is approved if the affirmative vote of the votes represented and voting, which votes also constitute a majority of the required quorum, is the act of the members.

Section 4.10. Voting by Proxy or Representative.

(a) At all meetings of the members, a member entitled to vote may vote in person or by proxy appointed in writing, which appointment shall be effective when received by the secretary of the meeting or other officer or agent authorized to tabulate votes. An appointment of a proxy is valid for eleven months from the date of its execution, unless a longer period is expressly provided in the appointment form.

(b) A member or member's agent or attorney-in-fact may appoint a proxy to vote or otherwise act for the member by signing an appointment form or by an electronic transmission that complies with Sections 8.1 and 8.8 of these bylaws. An electronic transmission must contain or be accompanied by information from which one can determine that the member, the member's agent, or the member's attorney-in-fact authorized the electronic transmission.

Section 4.11. Action Without Meeting. Except as otherwise set forth in this Section 4.11, any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting or vote if one or more consents in writing setting forth the action taken shall be signed and dated by the members having not less than eighty percent (80%) of the votes entitled to be cast at a meeting at which all members entitled to vote on the action were present and voted, and are delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Written consents from a sufficient number of members must be obtained within sixty (60) days from the date of the earliest dated consent for such consents to be effective to take corporate action. Provided, however, a director shall not be removed by written consents unless written consents are obtained from all members of the Corporation. If not otherwise fixed by law or in accordance with these bylaws, the record date for determining members entitled to take action without a meeting is the date the first member signs such a written consent. Written consents may be delivered to the Corporation by electronic transmission. A written consent may be revoked by a writing to that effect received by the Corporation prior to the receipt by the Corporation of unrevoked written consents sufficient in number to take the corporate action.

Section 4.12. Ballot Voting. An action based on a written ballot may be taken provided the number of votes cast meets the quorum and number of approvals meets the number requirements set forth in Section 4.9. A written ballot may be transmitted and a vote may be cast on that ballot electronically in accordance with Section 8.8.

Section 4.13. Conduct of Business. The chairperson of any meeting of members shall determine the order of business and procedure at the meeting, including such regulation of the manner of voting and the conduct of business as seem to him or her to be in order. The chairperson shall also announce at the meeting when the polls close.

Section 4.14 Meetings by Internet or Other Electronic Communications Technology. Any annual, regular, or special meeting of the members may be held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, vote on matters submitted to the members, pose questions, and make comments.

ARTICLE 5

BOARD OF DIRECTORS

Section 5.1. Qualifications and General Powers. No director is required to be an officer or employee or a member of the Corporation or a resident of the State of Iowa. The business and affairs of the Corporation shall be managed under the direction of the board of directors. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 5.2. Number of Directors; Tenure. The number of directors of the Corporation shall be not fewer than four (4) nor more than six (6), the exact number within such range to be determined from time to time by resolution of the board of directors. Each director shall hold office until the next succeeding annual meeting and until his or her successor shall have been elected and qualifies, or until his or her death, resignation or removal.

Section 5.3. Quorum and Manner of Acting. A quorum of the board of directors consists of a majority of the number of directors prescribed in accordance with Section 5.2. If at any meeting of the board there be less than a quorum present, a majority of the directors present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given. At all meetings of directors, a quorum being present, the act of the majority of the directors present at the meeting shall be the act of the board of directors.

Section 5.4. Resignation. Any director of the Corporation may resign at any time by delivering written notice to the President, the board of directors, or the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 5.5. Removal. A director shall be subject to removal, with or without cause, at a meeting of the members called for that purpose in the manner prescribed by law.

Section 5.6. Vacancies. Any vacancy occurring in the board of directors through death, resignation, removal or any other cause, including an increase in the number of directors, may be filled by the members or by the board of directors. If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of the remaining directors.

Section 5.7. Compensation of Directors. Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing contained here shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such services.

Section 5.8. Place of Meetings, etc. The board of directors may hold its meetings at such place or places within or without the State of Iowa, as the board may from time to time determine. A director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.9. Annual Meeting. Immediately after the final adjournment of each annual meeting of the members for the election of directors, the board of directors shall meet, at the same place where said meeting of members finally adjourned, for the purpose of organization, the election of officers and the transaction of other business. Notice of such meeting need not be given. Such meeting may be held at any other time or place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors or in a consent and waiver of notice thereof signed by all the directors, at which meeting the same matters shall be acted upon as is above provided.

Section 5.10. Regular Meetings. Regular meetings of the board of directors shall be held at such place and at such times as the board of directors shall by resolution fix and determine from time to time. No notice shall be required for any such regular meeting of the board.

Section 5.11. Special Meetings; Notice.

(a) Special meetings of the board of directors shall be held whenever called by direction of the President, the Vice President, or one-third (1/3) of the directors at the time being in office.

(b) Notice of each such meeting shall be communicated to each director at least two (2) days before the date on which the meeting is to be held. Each notice shall state the date, time and place of the meeting. Unless otherwise stated in the notice thereof, any and all business may

be transacted at a special meeting. At any meeting at which every director shall be present, even without any notice, any business may be transacted.

Section 5.12. Waiver of Notice. A director may waive any notice required by law or these bylaws if in writing and signed by a director entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice in due time as required by these bylaws. Attendance of a director at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.13. Director's Assent Presumed. A director of the Corporation who is present at a meeting of its board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file a 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 or certified 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.

Section 5.14. Order of Business.

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

(b) At all meetings of the board, the President, or in his or her absence, the President, or in the President's absence the most senior Vice President present, or otherwise the person designated by the vote of a majority of the directors present shall preside.

Section 5.15. Action Without Meeting. Any action required or permitted by law to be taken at any meeting of the board of directors may be taken without a meeting if the action is taken by all members of the board and if one or more consents in writing describing the action so taken shall be signed by each director then in office and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. Written consents may be delivered to the Corporation by electronic transmission. A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to the delivery to the Corporation of unrevoked written consents signed by all of the directors.

Section 5.16. Committees.

(a) 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 authorized distributions; approve, or recommend to members dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets; elect, appoint, or remove directors or fill vacancies on the board or any of its committees; or adopt, amend, or repeal the articles or bylaws. 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. Each committee shall fix its own rules governing the conduct of its activities as the board of directors may request.

(b) Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

ARTICLE 6 **OFFICERS**

Section 6.1. Executive Officers. The executive officers of the Corporation shall be a President or one or more Vice Presidents (the number thereof to be determined by the board of directors), a Secretary, a Treasurer and such other officers as may from time to time be elected by the board of directors. One person may hold the offices and perform the duties of any two or more of said offices. In its discretion, the board of directors may delegate the powers or duties of any officer to any other officer or agents, notwithstanding any provision of these bylaws, and the board of directors may leave unfilled for any such period as it may fix, any office except those of President, Treasurer and Secretary. The officers of the Corporation shall be elected annually by the board of directors at the annual meeting thereof. Each such officer shall hold office until the next succeeding annual meeting of the board of directors and until his or her successor shall have been duly chosen and shall qualify or until his or her death or until he or she shall resign or shall have been removed.

Section 6.2. Resignation and Removal. An officer may resign at any time by delivering notice to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective time. Any officer may be removed by the board of directors at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. An officer may be removed at any time with or without cause by any of the following: (a) the board of directors; (b) the officer who appoints such officer, unless these bylaws or the board of directors provide otherwise; or (c) any other officer if authorized by these bylaws or the board of directors.

Section 6.3. Powers and Duties of the President. Subject to the control of the board of directors, the President shall have general charge of and direct the operations of the Corporation and shall be the chief executive officer of the Corporation. The President shall, when present, preside at all meetings of the members. The President shall, when present, preside at all meetings of the board of directors. The President shall keep the board of directors fully informed and shall freely consult with them concerning the business of the corporation in his or her charge. The President shall have authority to sign, execute and acknowledge all contracts, checks, deeds, mortgages, bonds, leases or other obligations on behalf of the Corporation as the President may deem necessary or proper to be executed in the course of the Corporation's regular business as authorized by the board of directors. The President may sign in the name of the Corporation reports and all other documents or instruments that are necessary or proper to be executed in the course of the Corporation's business. He or she shall perform all duties incident to the office of President as herein defined, and all such other duties as from time to time may be assigned by the board of directors.

Section 6.4. Powers and Duties of the Vice President(s). In the absence of the President or in the event of the death, inability or refusal to act of the President, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their appointment, or in the absence of any designation, the senior Vice President in length of service) 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. Any Vice President shall perform such other duties and have such authority as from time to time may be assigned to such Vice President by the President or by the board of directors.

Section 6.5. Powers and Duties of the Secretary. The Secretary shall (a) keep minutes of all meetings of the members and of the board of directors; (b) authenticate records of the Corporation and attend to giving and serving all notices of the Corporation as provided by these bylaws or as required by law; (c) be custodian of the corporate seal, if any, the stock certificate books and such other books, records and papers as the board of directors may direct; (d) keep a record showing the names of all persons who are members of the Corporation, their post office addresses as furnished by each such member, and at least ten (10) days before each members' meeting, prepare a complete list of members entitled to vote at such meeting arranged in alphabetical order; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the board of directors. Without limiting the foregoing, the Secretary shall be responsible for maintaining and authenticating the following records: (a) minutes of all meetings of the members and board of directors; (b) all actions taken by the members or board of directors without a meeting; (c) all actions taken by a committee of the board of directors in place of the board of directors on behalf of the Corporation; (d) articles or restated articles of incorporation and all amendments to them currently in effect; (e) bylaws or restated bylaws and all amendments to them currently in effect; (f) all written communications to members generally within the past three years, including the financial statements furnished for the past three

years; (g) list of names and business addresses of the current members, directors and officers; and (h) the Corporation's most recent biennial report delivered to the Secretary of State.

Section 6.6. Powers and Duties of the Treasurer. The Treasurer shall (a) have custody of and be responsible for all moneys and securities of the Corporation, shall keep full and accurate records and accounts in books belonging to the Corporation, showing the transactions of the Corporation, its accounts, liabilities and financial condition and shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers; (b) deposit in the name of the Corporation in such depository or depositories as are approved by the board of directors, all moneys that may come into the Treasurer's hands for the Corporation's account; (c) prepare annual financial statements that include a balance sheet as of the end of the fiscal year and an income statement for that year; and (d) in general, perform such duties as may from time to time be assigned to the Treasurer by the President or by the board of directors.

Section 6.7. Assistants. There shall be such number of Assistant Secretaries and Assistant Treasurers as the board of directors may from time to time authorize and appoint. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary, or the Treasurer, respectively, or by the President or the board of directors. The board of directors shall have the power to appoint any person to act as assistant to any other officer, or to perform the duties of any other officer, whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the board of directors.

ARTICLE 7

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 7.1. 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.

Section 7.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 7.3. 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 the President, the President 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 the President, the President or by resolution of the board of directors.

ARTICLE 8

MISCELLANEOUS PROVISIONS

Section 8.1. Facsimile and Electronic Signatures. In addition to the provisions for use of facsimile and electronic signatures elsewhere specifically authorized in these bylaws, facsimile and electronic signatures of any officer or officers of the Corporation may be used whenever and as authorized by the board of directors or a committee thereof. An "electronic signature" is any electronic symbol or process attached to or logically associated with a document sent by electronic transmission and executed or adopted by a person with the intent to sign such document. "Electronic signature" includes (i) a unique password or unique identification assigned to a person by the Corporation; (ii) a person's typed name attached to or part of an electronic transmission sent by or from a source authorized by such person such as an e-mail address provided by such person as that person's e-mail address; (iii) a person's facsimile signature; and (iv) any other form of electronic signature approved by the Board.

Section 8.2. Corporate Seal. The Corporation shall not adopt an official seal.

Section 8.3. Fiscal Year. The fiscal year of the Corporation shall be from the first day of January through the last day of December.

Section 8.4. Corporate Records. The books and records of the Corporation shall be kept (except that the member list must also be kept at the places described in Section 3.6 of these bylaws) at the principal office of the Corporation.

Section 8.5. Voting of Stocks Owned by the Corporation. In the absence of a resolution of the board of directors to the contrary, the President, the President and any Vice President acting within the scope of his or her authority as provided in these bylaws, are authorized and empowered on behalf of the Corporation to attend and vote, or to grant discretionary proxies to be used, at any meeting of members of any corporation in which this Corporation holds or owns shares of stock, and in that connection, on behalf of this Corporation, to execute a waiver of notice of any such meeting or a written consent to action without a meeting. The board of directors shall have authority to designate any officer or person as a proxy or attorney-in-fact to vote shares of stock in any other corporation in which this Corporation may own or hold shares of stock.

Section 8.6. Members' Right to Information.

(a) A member of the ~~corporation~~ Corporation is entitled to inspect and copy, during regular business hours at the corporation's principal office, any of the following records of the corporation: (i) articles or restated articles of incorporation and all amendments currently in effect; (ii) bylaws or restated bylaws and all amendments currently in effect; (iii) resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members; (iv) minutes of all members' meetings and records of all action taken by members without a meeting, for the past three (3) years; (v) all written communications to members generally within the past three years, including

the financial statements furnished for the past three (3) years; (vi) a list of the names and business addresses of the ~~corporation's~~ Corporation's current directors and officers; and (vii) the corporation's most recent biennial report delivered to the Iowa Secretary of State. ~~;~~ ; ~~Provided~~ the member shall have given the ~~corporation~~ Corporation written notice of the member's demand at least five (5) business days before the date on which the member wishes to inspect and copy.

(b) Subject to paragraphs (e) and (f) below, if a member makes a demand in good faith and for a proper purpose, the member describes with reasonable particularity the member's purpose and the records the member desires to inspect, and the records requested, are directly connected with the member's stated purpose, then the member shall be entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation provided the member gives the corporation written notice of the member's demand at least ten (10) business days before the date on which the member wishes to inspect and copy any of the following: (i) excerpts from minutes of any meeting of the board of directors, records of any actions of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members or the board of directors without a meeting to the extent not subject to inspection under paragraph (a) above; (ii) accounting records of the corporation; and (iii) the membership list of the corporation.

(c) Upon written request from a member, the corporation, at its expense, shall furnish to that member the annual financial statements of the corporation, including a balance sheet and income statement and, if the annual financial statements are reported upon by a public accountant, that report must accompany them.

(d) The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or reproduction of the records.

(e) Without the consent of the board of directors, no corporate record may be obtained or used by any person for any purpose unrelated to the member's interest as a member.

(f) The corporation may, within ten (10) days after receiving a demand for the inspection of the membership list, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. A reasonable alternative may include a member-prepared communication mailed by the ~~corporation~~ Corporation at the expense of the member.

Section 8.7. Director's Access to Records. A director is entitled to inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation.

Section 8.8. Electronic Transmissions. "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

ARTICLE 9
AMENDMENTS

Section 9.1. Amendments to Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of two-thirds of the entire Board at a meeting of the Board of Directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least ten (10) days prior thereto by written notice to each Director.

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