

Adopted: October 5, 2021

**AMENDED AND RESTATED BYLAWS
OF THE 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 at any time by the board of directors.

ARTICLE 3
MEMBERS

Section 3.1. Classes of Members. The Corporation shall have two classes of members. The designation of each class and the qualifications and rights of the members of such class shall be as follows:

- (a) Annual Member. An individual or entity is eligible to become an annual member by the commencement of the individual’s or entity’s payment of the annual membership fee. The annual membership fee shall be \$20.00. The annual member shall be entitled to receive a subscription to the Huxley Historical Society newsletter. Each annual member shall designate receiving the newsletter by email or US Mail. The member is also entitled to receive invitations to Huxley Historical Society events.

- (b) Lifetime Member. An individual or entity may elect to become a lifetime member at any time by payment of the lifetime membership dues. The lifetime membership fee shall be a one-time fee of \$500.00. The lifetime member shall be entitled to receive a subscription to the Huxley Historical Society newsletter. Each lifetime member shall designate an email or US mail address at which to receive the subscription. The member is also entitled to receive invitations to Huxley Historical Society events.

Section 3.2. Qualification of Membership. To qualify as either an annual or lifetime member, an individual or entity must provide the Corporation with the member's name and contact information, including email address, and must pay in full the applicable membership fees.

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. This member shall exercise all rights and privileges of the entity as a member.

Section 3.4. Termination of Membership. The annual membership shall be terminated annually upon the anniversary date of the payment of dues. The membership shall be reinstated upon payment of the annual dues.

Section 3.5. Resignation. Any lifetime member may resign as a member by filing a written resignation with the secretary. Resignation will not relieve the member of the obligation to pay dues and shall not entitle them to a refund of any kind.

ARTICLE 4 **ANNUAL MEETING**

Section 4.1 Annual Meeting. There shall be an annual meeting of the members for the purpose of bringing the members up to date on the actions, activities and plans of the Corporation.

Section 4.2. Notice of Meetings. Notice of the place, date and time of the annual meeting of members shall be communicated not fewer than ten (10) days nor more than sixty (60) days before the date of the meeting. Such notices shall be provided by email if the member provides an email address or by US mail if the member provides a US mail address.

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 agent to enter into any contract or execute or deliver any instrument in the name and on behalf of the Corporation and such authority shall be general or confined to specific instances.

Section 5.2. Number of Directors. The number of directors of the Corporation shall be five (5). Each director shall hold office for a term. Each term will be three (3) years. If a member of the board of directors is appointed to complete the term of a retiring member, then they shall serve out that term for whatever period of time remains of the retiring member's term.

Section 5.3. Election and Tenure of Board of Directors.

- (a) Tenure of Directors. The director shall serve on a staggered term wherein two (2) directors shall have expiring terms the first year, two (2) the second year and one (1) the third year. Initially, each member of the board shall be given a staggered term so that one (1) member's term ends after the first year and then continues for three (3) years; two (2) members serve for two (2) years then continue for three (3) years; two (2) members serve three (3) years and then continue for three (3) years, so that each year the number of directors to be replaced is two (2), two (2) or one (1). The board of directors will decide upon themselves which members will serve each term.
- (b) Election of Directors. The directors that shall be replaced or continued each year shall be determined by a vote of the board of directors. The election shall be thirty (30) days prior to the termination of the term for each director. Each member of the board of directors is entitled to vote, including the member whose term is expiring. The existing board shall nominate a new person to serve an expiring term of the board of directors. Such nomination does not require a second and shall place the person's name on the ballot for election. Election shall be by secret ballot and counted by the Secretary of the board of directors, unless the Secretary's seat is up for election, at which time the President shall count the votes.

Section 5.4. 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 is less than a quorum present, a majority of the members 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 5.5. 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. The resignation is effective when the notice is delivered unless the letter specifies a later effective date. The seat of a resigned member shall be replaced in accordance with the election directions set forth in Section 5.3 and shall be conducted within thirty (30) days after the effect of the resignation date.

Section 5.6. Removal. A director shall be subject to removal with or without cause at a meeting of the board of directors called for that purpose in the manner prescribed by law.

Section 5.7. Vacancies. Any vacancy occurring on the board of directors through death, resignation, removal or any other cause may be filled by the members of the board of directors consistent with Section 5.3.

Section 5.8. 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 in the Corporation in any other capacity and receiving compensation for such services.

Section 5.9. Place of Meetings. The board of directors may hold its meetings at such places within or outside the state of Iowa as the board may from time to time determine. The director may participate in any meeting by any means of communication, including but not limited to telephonic conference call or video 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 5.10 Annual Meeting. The board of directors shall meet at the date, time and place as prescribed by the members of the board for any purpose of the organization, including the election of directors, officers, and the transaction of other business. Notice of the meeting shall be provided at least thirty (30) days in advance of the meeting by email or such other means as directed by the board. The meeting may be held at any time or place as determined by the board. Any member of the board may waive notice or consent to the meeting if notice is not given pursuant to this section. In such case, the meeting and action taking place therein shall be determined appropriate and consistent with the bylaws.

Section 5.11. Regular Meetings. Regular meetings of the board of directors shall be held at such place and such times as the board of directors shall, by resolution, fix and determine from time to time. Notice shall be required for any such regular meeting of the board.

Section 5.12. Special Meeting Notice.

- (a) Special meetings of the board of directors shall be held whenever called by the direction of the President, 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 and any 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 notice, any business may be transacted.

Section 5.13. Waiver of Notice. Any director may waive any notice required by law or these bylaws if in writing and signed by the 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 participating 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 5.14. 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 Vice-President or otherwise the person designated by the vote of 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 shall be taken without a meeting if the action is taken by all members of the board and if one (1) or more consents in writing, describing the action to be taken, shall be signed by each director then in office and included in the minutes and 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 revocation signed by the director and delivered to the Corporation prior to the delivery of the corporate or 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 or appoint one(1) or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided by 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 dissolution, merger, sale, pledge or transfer of all or substantially all of the Corporation's assets, elect, appoint or remove directors or fill vacancies of the board or any of its committees, or adopt, amend or repeal the 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 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 board of directors and the President of the Corporation shall appoint the members of the board to serve on the committees. Any member may be removed by the person authorized to appoint such member whenever, in their judgment, the best interest 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, 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 (1) person may hold the offices and perform the duties of any two (2) or more offices. In its discretion, the board of directors may delegate the powers or duties of any officer or any other officer or agent, 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 by the board of directors to a one (1) year term, such election to take place at the annual meeting of the board of directors. Each officer shall hold the 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 meeting, prepare a complete list of members 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 board of directors; (b) all actions taken by the 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 in Corporation 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 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.

Section 7.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence 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 by the Secretary and shall be available to all members of the board at the principal office of the Corporation. All members of the board of directors shall have access to the Corporate records.

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 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 meetings of the board of directors for the past three (3) years; (v) all written communication to members generally within the past three (3) years; (vi) current names and addresses of the members of the board and officers; and (vii) the Corporation's most recent biennial report delivered to the Iowa Secretary of State. The individual requesting the information shall have given the 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 the documents requested.
- (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 any actions of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, and records of action taken by members of the board of directors without a meeting to the extent not subject to inspection under paragraph (a) above; (ii) accounting records 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, 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 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**

These bylaws may be altered, amended or repealed and new bylaws adopted by the affirming of two-thirds (2/3) vote of the entire board at a meeting of the board of directors. Notice of the meeting setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director at least ten (10) days prior thereto by written notice to each director.

Huxley Historical Society Board of Directors