

BY-LAWS  
OF  
BPV AQUATICS

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BY-LAWS  
OF  
BPV AQUATICS  
ARTICLE 1. OFFICES AND PLACES OF BUSINESS

Section 1.01. Registered Office. The registered office of the Corporation required by the Revised Iowa Nonprofit Corporation Act to be maintained in the State of Iowa may be, but need not be, the same as its principal place of business. The registered office may be changed from time to time by the Board of Directors as provided by law.

Section 1.02. Principal Place of Business. The principal place of business of the Corporation shall be located at the place, within or without the State of Iowa, fixed by (or pursuant to authority granted by) the Board of Directors from time to time.

Section 1.03. Other Places. The Corporation may conduct its business, carry on its operations, have offices, carry out any or all of its purposes, and exercise any or all of its powers anywhere in the world, within or without the State of Iowa.

ARTICLE 2. MEMBERS

Section 2.01. Membership Qualifications. The purposes for which the Corporation is organized are to support, encourage, and promote competitive swimming in the Bettendorf and Pleasant Valley Community and the State of Iowa. Any individual interested in such purposes is eligible for membership in the Corporation; provided they are an actively registered member of USA Swimming, Inc. ("USAS") or its successors, attached to the Corporation pursuant to the rules and regulations of USAS and Iowa Swimming, Inc. ("ISI"), and paying dues to the Corporation anytime in the immediate past 90 days.

Section 2.02. Membership Applications. Application for membership in the Corporation shall be made in writing to the Board of Directors, and such application shall constitute an agreement to adhere to the Articles of Incorporation, these By-laws, and the rules and regulations of the Corporation, Iowa Swimming, Inc., and United States Swimming, Inc., including the payment of membership dues.

Section 2.03. Termination of Membership. Membership shall terminate upon the death of a member, upon written resignation filed with the Board of Directors, or upon any member's failure to adhere to the Articles of Incorporation, these By-laws, or the rules and regulations of the Corporation or a failure to remain in good standing with regard to the required membership registration fees of the Corporation. No member may be expelled or suspended and no membership may be terminated or suspended except pursuant to a fair and reasonable procedure carried out in good faith in a method chosen by a majority vote of the Board of Directors.

Section 2.04. Annual Meetings. Annual meetings of the members of the Corporation shall be held each calendar year. At this annual meeting Directors shall be elected. The exact date and time of the annual meeting shall be determined by the Board of Directors.

Section 2.05. Special Meetings. Special meetings of the members, for any purposes not prohibited by statute, may be called by the President, by the Board of Directors, or by not less than one-tenth (1/10) of the members of the Corporation entitled to vote at the meeting.

Section 2.06. Place of Membership Meetings. The Board of Directors may designate any place within the State of Iowa as the place for any annual meeting or for any special meeting of the members.

Section 2.07. Notice. Written notice, including electronic transmissions stating the place, day and hour of any annual meeting, or special meeting of members, shall be published not less than three days prior to the day of the meeting. Alternatively, notice may instead be presented on the organization's website not less than two months prior to any annual meeting, or special meeting of members stating the place, day and hour of the meeting. Proof of such publication shall be filed with the Secretary of the Corporation and made a part of the minutes of the meeting.

Section 2.08. Quorum. Except as otherwise provided by law, members holding greater than 30 percent of the votes entitled to be cast on any matter to be voted upon shall constitute a quorum at a meeting of members and a majority of the votes cast at any meeting at which a quorum is present shall be decisive of any motion or election.

Section 2.09. Adjourned Membership Meetings. Any meeting of membership may be adjourned from time to time to any place, without further notice, by the affirmative vote of a majority of the members entitled to vote and represented at the meeting, even if less than a quorum (notwithstanding Sections 2.09 and 2.11). At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting with a quorum present.

Section 2.10. Vote Required for Membership Action. The affirmative vote of a majority of the members represented in person, electronically and by proxy at which a quorum is present shall be required and shall be sufficient to adopt any motion or resolution or take any action at any meeting of members. However, action may be taken on the following procedural matters by the affirmative vote of the holders of a majority of the outstanding shares entitled to vote and represented at the meeting, even if less than a quorum (notwithstanding Section 2.09): election or appointment of a temporary chairman or temporary secretary for the meeting (if necessary), or adoption of any motion to adjourn or recess the meeting or any proper amendment to any such motion.

Whenever the minutes of any meeting of members state that any motion or resolution was adopted or that any action was taken at the meeting, the minutes shall be prima facie evidence that the motion or resolution was duly adopted or that the action was duly taken by the required vote. The minutes need not state the number of members voting for and against the motion, resolution, or action. Voting at any meeting of members on any question or in any election may be by voice vote unless the presiding officer orders or any member demands that the members be counted.

Section 2.11. Membership Voting Rights. Each member shall vote through their parent/guardian/family unit. Each family unit shall have one vote on each matter submitted to a vote at a meeting of members, regardless of the number of members represented by that family unit. A "Family unit" shall be defined by the Board of Directors from time to time in their reasonable discretion. Voting rights for the election of Directors shall be as provided in Section 3.03.

Section 2.12. Organization. The President, or a Vice- President, as provided in these By-laws, shall preside at each meeting of members. If the President and each Vice-President are absent or decline to preside, the members may elect or appoint a temporary chairman to preside at the meeting. The Secretary or an Assistant Secretary, as provided in these By-laws, shall act as secretary of each meeting of members. If the Secretary and each Assistant Secretary are absent or decline to act, the members may elect or appoint a temporary secretary for the meeting.

Section 2.13. Rules and Order of Business. The members may adopt any rules, not inconsistent with applicable law or the Articles of Incorporation or these By-laws, which they deem advisable for the conduct of their meetings. Except as otherwise expressly required by law, the Articles of Incorporation, these By-laws, or such rules, meetings of members shall be conducted in accordance with Robert's Rules of Order, Revised (as further revised from time to time). Unless otherwise determined by the members, the order of business at annual meetings of members, and at any special meeting of members to the extent consistent with the purposes of the meeting, shall be:

- (1) Roll call or other determination of attendance and quorum.
- (2) Proof of notice of meeting.
- (3) Action upon minutes of preceding meeting and any other unapproved minutes.
- (4) Reports of officers and committees.
- (5) Election of Directors.
- (6) Unfinished business.
- (7) New business.
- (8) Adjournment.

Failure to comply with this Section shall not affect the validity of any action taken at any meeting unless (a) specific and timely objection is made at the meeting and (b) the person complaining sustains direct and material damage because of such failure.

Section 2.14. Waiver of Notice by Members. Whenever any notice is required to be given to any member of the Corporation under any provision of law or the Articles of Incorporation or these By-laws, a waiver thereof in writing signed by the person or persons entitled to the notice, whether signed before or after the time of the meeting or event of which notice is required, shall be equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of members need be specified in any waiver of notice of the meeting.

Any member's attendance at any meeting of members shall constitute a waiver by the member of any notice of the meeting to which a member would otherwise be entitled, and shall constitute consent by the member to the time and place of the meeting and the transaction of all business which may come before the meeting. However, a member's attendance shall not constitute a waiver if the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and if the member expressly states his or her objection promptly after the meeting begins.

Section 2.15. Informal Action by Members. Any action required by law or the Articles of Incorporation or these By-laws to be taken by vote of or at a meeting of members, or any action which may or could be taken at a meeting of members, may be taken without a meeting if a consent in writing setting forth the action taken is signed by 80% of all members entitled to vote with respect to the subject matter thereof. Upon 80% signing such consent, all other members shall receive written notice of such consent. Such consent shall have the same force and effect as a unanimous vote, and any officer may state or certify that the action was taken by a unanimous vote. The signing by each such member of any one of several duplicate originals or copies of the written consent shall be sufficient. The written consent shall be filed with the Secretary as part of the minutes of the Corporation. The action shall be deemed to be taken on the date of the written consent as stated therein or on the date of filing with the Secretary, whichever of these two dates occurs first.

### ARTICLE 3. BOARD OF DIRECTORS

Section 3.01. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may exercise all powers of the Corporation and may do all lawful acts and things not prohibited by law, the Articles of Incorporation, or these By-laws.

Section 3.02. Representation. To the greatest extent practicable, the Board of Directors shall be representative of a broad variety of community interests, including, without limitation, socio-economic, cultural, and age groups; various geographical areas in the Scott County; business, industry, and labor. However, in no event shall the number of Directors who are not parents or guardians of members (herein "Non-Member Director") exceed 25 percent of the total number of Directors. The Corporation's head coach shall be a voting member of the Board of Directors unless otherwise agreed pursuant to a written contract with the head coach.

If an individual is elected to the Board of Directors, who is a parent or guardian of a member of the corporation, and subsequently becomes a Non-Member Director, and the result of this action causes Non-Member Directors to exceed 25 percent of the total number of Directors, then if no Non-Member Directors volunteers to resign, the Non-Member Director with the shortest term remaining shall be required to resign his or her position as a Director by the end of the calendar year.

Section 3.03. Number and Election. The number of Directors shall be the number determined by the members at each annual meeting of the Corporation. The Board shall consist of not less than 5 nor more than 15 individuals. If such determination is not expressly made by resolution or motion at any annual meeting of the Corporation, the election of Directors at such meeting shall constitute a determination that the number of Directors shall be equal to the number of Directors elected at such meeting. If any annual meeting of the Corporation fails to make such determination and does not elect Directors, the number of Directors shall be the same as the number of Directors determined at the most recent meeting of the Corporation at which the number of Directors was determined as provided in this Section.

At any special meeting of the Corporation, the members may increase or decrease the number of Directors, but no such decrease shall shorten the term of any incumbent Director. Directorships vacancies may be filled as provided in Section 3.05.

Wherever used in these By-laws, the words “the number of Directors fixed by Section 3.03” mean the number of Directors determined from time to time in accordance with this Section, including any vacant Directorship.

Section 3.04. Terms of Directors. Each Director elected at the annual meeting of the Corporation shall serve for a term of three years and until the term of his or her successor begins, unless he or she is sooner removed or ceases to be a Director as provided in these By-laws. At each annual meeting of the Corporation, one-third of the elected Directors shall be elected each year for a term of three years.

The term of a Director elected to fill a vacancy shall be as provided in Section 3.05. Any Director may resign at any time by filing his or her written resignation with the President or Secretary. Resignation shall take effect immediately upon such filing, unless a later effective date is stated therein.



Section 3.05. Vacancies. Any vacancy occurring in the Board of Directors for any reason may be filled by the affirmative vote by a majority of the Directors then in office, until the next annual meeting, unless the remainder of the term is less than three months. The initial appointment period will not count as a full term or consecutive year toward the maximum period a Director may serve. At the next Annual Meeting a special election will be held to fill that vacancy for the remainder of that term, if any..

Section 3.06. Regular Meetings. A regular meeting of the Board of Directors may be held without notice other than this Section, promptly after and at the same place as each annual or special meeting of members and each adjourned session of any annual or special meeting of members.

Regular meetings of the Board of Directors may be held at the times (but at least every two months) and places fixed by (or pursuant to authority granted by) resolution or motion adopted by the Board of Directors from time to time, without notice other than such resolution or motion. However, unless both the time and place of such a regular meeting are fixed by the Board of Directors, notice of the meeting shall be given as provided in Section 3.09.

Section 3.07. Special Meetings. Special meetings of the Board of Directors may be called, and a time and place fixed, by the President, the Secretary, or any three Directors.

Section 3.08. Closed Meetings. A closed session of the Board of Directors may be called by the President, a majority of the Board of Directors, or the head coach. These meetings can only be conducted for matters requiring confidentiality. Minutes of these meetings must be recorded.

Section 3.09. Place of Board Meetings. Any meeting of the Board of Directors may be held at any place, within or without the State of Iowa. The place of each meeting of the Board of Directors shall be fixed as provided in these By-laws, or by a waiver or waivers of notice fixing the place of the meeting and signed by all Directors then in office.

Section 3.10. Notice. Notice of any meeting of the Board of Directors shall be given at least 72 hours prior thereto in the case of regular meetings. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation with postage prepaid. Alternatively, notice may be provided through the organization's website and/or e-mail. Notice provided by the website/e-mail shall be posted no less than two months in advance, stating the place, day and hour of the meeting.

Section 3.11. Quorum. Except as otherwise expressly provided by the Articles of Incorporation or these By-laws, a majority of the number of Directors fixed by Section 3.03 shall constitute a quorum at any meeting of the Board of Directors.

Section 3.12. Adjourned Board Meetings. Any meeting of the Board of Directors may be adjourned from time to time and to any place, without further notice, by the affirmative vote of a

majority of the Directors present at the meeting, even if less than a quorum (notwithstanding Sections 3.10 and 3.12). At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting with a quorum present.

Section 3.13. Vote Required for Board Action. Except as otherwise expressly provided in these By-laws, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be required and shall be sufficient to adopt any motion or resolution or take any action at any meeting of the Board of Directors.

However, the following actions may be taken by the affirmative vote of a majority of the Directors present at the meeting, even if a quorum is not present (notwithstanding Section 3.10): election or appointment of a temporary chairman or temporary secretary for the meeting (if necessary), or adoption of any motion to adjourn or recess the meeting or any proper amendment to any such motion.

Whenever the minutes of any meeting of the Board of Directors state that any motion or resolution was adopted or that any action was taken at the meeting, the minutes shall be prima facie evidence that the motion or resolution was duly adopted or that the action was duly taken by the required vote. The minutes need not state the number of Directors voting for and against the motion, resolution, or action.

The Board of Directors shall have the power to limit the number of members of the organization at any time with an affirmative vote of two thirds (2/3) of all board members.

Section 3.14. Directors' Voting Rights. Each Director (including, without limitation, any Director who is also an officer of the Corporation and any Director presiding at a meeting) may vote on any question at any meeting of the Board of Directors, except as otherwise expressly provided in these By-laws.

Section 3.15. Organization. The President, or a Vice-President, as provided in these By-laws, shall preside at each meeting of the Board of Directors. If the President and each Vice-President are absent or decline to preside, the Board of Directors may elect or appoint a temporary chairman to preside at the meeting. The Secretary or an Assistant Secretary, as provided in these By-laws, shall act as secretary of each meeting of the Board of Directors. If the Secretary and each Assistant Secretary are absent or decline to act, the Board of Directors may elect or appoint a temporary secretary for the meeting.

Section 3.16. Rules and Order of Business. The Board of Directors may adopt any rules, not inconsistent with applicable law or the Articles of Incorporation or these By-laws, which the Board of Directors deems advisable for the conduct of its meetings. Except as otherwise expressly required by law, the Articles of Incorporation, these By-laws, or such rules, meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, Revised (as further revised from time to time). Unless otherwise determined by the Board of

Directors, the order of business at its annual meeting, and other meetings of the Board of Directors to the extent applicable, shall be:

- (1) Roll call or other determination of attendance and quorum.
- (2) Proof of notice of meeting.
- (3) Action upon minutes of preceding meeting and any other unapproved minutes.
- (4) Reports of officers and committees.
- (5) Election of officers.
- (6) Unfinished business.
- (7) New business.
- (8) Adjournment.

Failure to comply with this Section shall not affect the validity of any action taken at any meeting unless (a) specific and timely objection is made at the meeting and (b) the person complaining sustains direct and material damage because of such failure.

Section 3.17. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors (or a committee of Directors) at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless the dissenting Director files his or her written dissent or abstention with the person acting as secretary of the meeting before its adjournment or forwards his or her dissent or abstention by registered or certified mail to the Secretary of the Corporation immediately after adjournment of the meeting. The right to dissent or abstain from voting shall not apply to a Director who voted in favor of the action.

Section 3.18. Waiver of Notice by Directors. Whenever any notice is required to be given to any Director under any provision of law or the Articles of Incorporation or these By-laws, a waiver thereof in writing signed by the Director or Directors entitled to the notice, whether signed before or after the time of the meeting or event of which notice is required, shall be equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in any waiver of notice of the meeting.

The attendance of any Director at any meeting of the Board of Directors shall constitute a waiver by the Director of any notice of the meeting to which he or she would otherwise be entitled, and shall constitute consent by the Director to the time and place of the meeting and the transaction of all business which may come before the meeting. However, a Director's attendance shall not constitute a waiver if the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and if a Director expressly states his or her objection promptly after the meeting begins.

Section 3.19. Informal Action by Directors. Any action required by law or the Articles of Incorporation or these By-laws to be taken by vote of or at a meeting of the Board of Directors (or a committee of Directors), or any action which may or could be taken at a meeting of the

Board of Directors (or a committee of Directors), may be taken without a meeting if a consent in writing setting forth the action taken is signed by or consented to by e-mail by all Directors then in office (or all members of the committee, as the case may be). Such consent shall have the same force and effect as a unanimous vote, and any officer may state or certify that the action was taken by a unanimous vote. The signing by or e-mail by each Director (or each member of the committee) of any one of several duplicate originals, copies or digital copies of the written consent shall be sufficient. The written consent shall be filed with the Secretary as part of the minutes of the Corporation. The action shall be deemed to be taken on the date of the written consent as stated therein or on the date of filing with the Secretary, whichever of these two dates occurs first.

#### Section 3.20. Removal of Directors.

(a) Any elected Director or Directors may be removed for any cause deemed sufficient by the Board of Directors, after notice and hearing or reasonable opportunity for hearing, by the unanimous vote of the number of Directors fixed by Section 3.03, at any meeting of the Board of Directors. For this purpose, no Director shall abstain from voting. The Director subject to removal shall not vote during the removal process. The Board of Directors or the Executive Committee may initiate removal proceedings. Written notice of removal proceedings, stating the time and place of a hearing before the Board of Directors, shall be mailed by registered or certified mail at least 30 days before the date of the hearing to the Director proposed to be removed. The Director proposed to be removed shall have the right to be present at the hearing and to be represented by counsel. The Board of Directors may determine other rules and procedures for the hearing.

(b) The failure of any elected Director to attend three consecutive regular meetings of the Board of Directors shall constitute his or her resignation from the Board of Directors, effective at the end of the third such meeting; but such resignation shall not be effective unless accepted by the Board of Directors. Before adjournment of each regular meeting of the Board, the Secretary shall report whether any elected Director has failed to attend three consecutive regular meetings including that meeting. If so, the Chairman shall submit to the Board the question whether the resignation of the Director shall be accepted. The affirmative vote of the majority of the Directors present, a quorum being present, shall be sufficient to accept the resignation. No notice or hearing shall be required. If the Board accepts the resignation, the Director shall be deemed to have resigned immediately. For the purposes of this Subsection, attendance at a special meeting of the Board shall have the same effect as attendance at the next regular meeting. It is the intent of this Subsection that all Directors are expected to attend regular meetings of the Board, and it is the duty of the Board to take action under this Subsection to carry out this intent. However, unless the resignation of a Director is accepted by affirmative Board action as provided in this Subsection, he or she shall remain a Director for all purposes and he or she may vote and may be counted in determining the presence of a quorum at any meeting, notwithstanding any failure to attend three or more consecutive regular meetings.

#### ARTICLE 4. OFFICERS

Section 4.01. Required and Optional Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number to be determined by the Board of Directors from time to time), a Secretary, and a Treasurer. The Board of Directors may also elect or appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and any other officers which the Board of Directors deems advisable.

Section 4.02. Election or Appointment of Officers. At the first meeting of the Board of Directors held after each annual meeting of members the Board of Directors shall elect the officers required by Section 4.01 and may elect or appoint any other officers and agents which the Board deems advisable. If in any year the election of officers does not take place at such meeting, the election shall be held as soon thereafter as is convenient. Any election may be conducted by written ballot, but need not be conducted by written ballot unless required by a rule or motion adopted by the Board of Directors.

Failure to hold one or more annual elections of officers shall not end the term of any officer, shall not cause any vacancy, and shall not affect the validity of any act of the Corporation or of any officer; and the term of each officer shall continue as provided in Section 4.03.

Section 4.03. Terms and qualifications of Officers. The term of each officer shall begin at the time of his or her election, unless otherwise ordered by the Board of Directors. Unless sooner removed as provided in Section 4.04 or unless his or her office is abolished, each officer shall serve for a term ending at the time of the next election of officers referred to in the first two sentences of Section 4.02. However, any officer may resign at any time by delivering his or her written resignation to the President or Secretary of the Corporation. The resignation shall take effect immediately upon delivery, unless it states a later effective date.

Except for the President, officers need not be Directors of the Corporation. Any two or more offices may be held by the same person. However, President and Treasurer shall not serve in the same office more than three consecutive years.

The head coach shall not be an officer of the Corporation.

Section 4.04. Removal of Officers. Any officer or agent of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.05. Vacancies. Any vacancy occurring in any office for any reason may be filled by the Board of Directors, or the Board of Directors may authorize any officer or committee to fill the vacancy. An officer elected or appointed to fill a vacancy shall serve for a term as provided in Section 4.03. However, if an officer is elected or appointed to fill a vacancy

caused by the resignation of a predecessor whose resignation has not yet become effective, the new officer's term shall begin when his or her predecessor's resignation becomes effective.

Section 4.06. Duties and Powers of Officers. Except as otherwise expressly provided by law or the Articles of Incorporation, the duties and powers of all officers and agents of the Corporation may be determined and defined from time to time by the Board of Directors. Unless otherwise determined by the Board of Directors, the officers referred to in the following Sections shall have the duties and powers stated in the following Sections, in addition to all duties and powers prescribed by law or the Articles of Incorporation or other provisions of these By-laws. However, the Board of Directors at any time may change, add to, limit, transfer to another officer or agent, or abolish any or all of the duties and powers of any officer or agent of the Corporation (including, without limitation, the duties and powers stated in the following Sections and in other provisions of these By-laws).

Any person who holds two or more offices at the same time may perform or exercise any or all duties and powers of either or both offices in either or both capacities.

Section 4.07. President. The President must be a member of the Corporation and must have served as a Director of the Corporation for at least one year. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President shall have authority to sign, execute, and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, the President may authorize the Vice-President or other officer or agent of the Corporation to sign, execute, and acknowledge such documents or instruments in his or her place. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.08. Vice-Presidents. Subject to Section 4.06, in the absence of the President or in event of his or her death or inability to act, the Vice-President (if more than one, the Vice-Presidents in the order designated by the Board of Directors or, in the absence of any designation, in the order in which their names appear in the minutes showing their election) shall perform the duties and exercise the powers of the President (including, without limitation, all duties and powers of the President under all provisions of the Articles of Incorporation and these By-laws, or prescribed by the Board of Directors, or arising in any other way). Each Vice-President shall also have any other duties and powers prescribed by the Board of Directors or the President.

Section 4.09. Secretary. Subject to Section 4.06, the Secretary:

- (a) shall, when present, act as secretary of each meeting of the members and of the Board of Directors;
- (b) shall keep minutes of all meetings of the members and of the Board of Directors in minute books;
- (c) shall see that all notices are given and that records are made and filed as required by law and the Articles of Incorporation and these By-laws;
- (d) shall be the custodian of the corporate records;
- (e) shall have all the usual duties and powers of the Secretary of a corporation and any other duties and powers prescribed by the Board of Directors or the President.

Section 4.10. Treasurer. Subject to Section 4.06, the Treasurer:

- (a) shall have charge of all funds, securities, and evidences of indebtedness belonging to the Corporation;
- (b) shall receive and give receipts for money payable to the Corporation;
- (c) shall cause the Corporation's funds to be deposited in the name of and to the credit of the Corporation in depositories designated by or pursuant to authority granted by the Board of Directors;
- (d) shall cause the Corporation's funds to be disbursed when and as authorized;
- (e) shall see that correct and complete books and records of account are kept, in accordance with generally accepted accounting principles uniformly and consistently applied;
- (f) shall see that correct financial statements are prepared and presented to the Board of Directors from time to time, in accordance with generally accepted accounting principles uniformly and consistently applied; and
- (g) shall have all the usual duties and powers of the Treasurer of a corporation and any other duties and powers prescribed by the Board of Directors or the President.

Section 4.11. Assistant Secretaries. Subject to Section 4.06, in the absence of the Secretary or in event of his or her death or inability or refusal to act, the Assistant Secretary (if more than one, the Assistant Secretaries in the order designated by the Board of Directors or, in the absence of any designation, in the order in which their names appear in the minutes showing their election or appointment) shall perform the duties and exercise the powers of the Secretary. Each Assistant Secretary shall also have any other duties and powers prescribed by the Board of Directors, the President, or the Secretary.

Section 4.12. Assistant Treasurers. Subject to Section 4.06, in the absence of the Treasurer or in event of his or her death or inability or refusal to act, the Assistant Treasurer (if more than one, the Assistant Treasurers in the order designated by the Board of Directors or, in the absence of any designation, in the order in which their names appear in the minutes showing their election or appointment) shall perform the duties and exercise the powers of the Treasurer. Each Assistant Treasurer shall also have any other duties and powers prescribed by the Board of Directors, the President, or the Treasurer. The Board shall have the authority to designate an assistant treasure in charge of billing, who shall assist the Treasurer with all billing matters and also perform such other duties as the board determines.

## ARTICLE 5. COMMITTEES

Section 5.01. Executive Committee. The Board of Directors may elect or appoint an Executive Committee consisting of the President, a Vice-President, and one or more other members of the Board of Directors. Except as otherwise provided by law, the Executive Committee shall have and may exercise all the duties and powers of the Board of Directors in the interim between meetings of the Board of Directors. However, these powers may only be exercised after seeking input from at least a majority of the Board. However, the Executive Committee shall have no duties or powers to elect or remove officers; adopt, alter, amend, or repeal By-laws; or fill vacancies on the Board of Directors. Any action taken by the Executive Committee shall be reported to the Board of Directors at or before the next meeting of the Board of Directors after such action is taken, and the Board of Directors shall ratify, modify, or disaffirm the acts of the Executive Committee.

Section 5.02. Nominating Committee. At least 60 days prior to the annual meeting of the Corporation, the President shall appoint, subject to approval of the Board of Directors, a Nominating Committee of at least three members. At least 10 days prior to the annual meeting, the nominees for the Board of Directors shall be published to the members. The Nominating Committee will be responsible for recruiting and soliciting candidates for the Board of Directors from all members of the Corporation.

Section 5.03. Other Committees. The Board of Directors may provide for and appoint such additional committees as the Board deems necessary to achieve the purposes of the Corporation. The Board of Directors at any time may increase or decrease the number of members of, remove any member of, adopt rules and regulations for, change the functions of, or terminate the existence of any such committee. Committee members may include persons who are not Directors.

## ARTICLE 6. GENERAL PROVISIONS

Section 6.01. Seal. The Corporation shall have no seal unless otherwise ordered by the Board of Directors. The Board of Directors may decide at any time that the Corporation shall have a seal, and thereafter the Corporation shall have a seal until otherwise ordered by the Board of Directors.



At any time when the Corporation has a seal, it shall be circular in form and shall include the name of the Corporation and the words "Corporate Seal" and "Iowa." The seal may be affixed by causing it or a facsimile to be impressed or reproduced in any manner.

Section 6.02. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors from time to time.

Section 6.03. Execution of Documents and Instruments. All deeds and conveyances of real estate, mortgages of real estate, and leases of real estate (for an initial term of five years or more) to be executed by the Corporation shall be signed in the name of the Corporation by the President, or a Vice-President and signed or attested by the Secretary or an Assistant Secretary, and the corporate seal shall be affixed if the Corporation has a seal.

All other documents or instruments to be executed by the Corporation (including, without limitation, contracts, agreements, bonds, reports, releases, promissory notes, and evidences of indebtedness; and deeds, conveyances, mortgages, and leases other than those referred to in the preceding sentence) shall be signed in the name of the Corporation by any one or more officers of the Corporation, with or without the corporate seal (if any).

However, from time to time the Board of Directors or President may change, add to, limit, transfer to another officer or agent, or abolish the authority of any officer or officers to sign any or all documents or instruments, or may authorize the execution of any document or instrument by any person or persons, with or without the corporate seal (if any). Such action shall be confined to specific instances.

Section 6.04. Borrowing. No money shall be borrowed on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by (or pursuant to authority granted by) the Board of Directors. Authorization shall be confined to specific instances.

Section 6.05. Checks and Drafts. All checks and drafts issued in the name of the Corporation shall be signed by the person or persons and in the manner authorized by (or pursuant to authority granted by) the Board of Directors.

Section 6.06. Indemnification. The Corporation may advance expenses for and shall indemnify a present or former director, officer, employee, agent, or volunteer of this Corporation to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements, and reasonable expenses, actually incurred by such person with respect to any actual or threatened proceeding against such person relating to his conduct as a director, officer, employee, agent, or volunteer, except that the mandatory indemnification required by this sentence shall not apply:

(a) to a breach of such person's duty of loyalty or care to the Corporation;  
(b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law;  
(c) for a transaction from which such person derived an improper personal benefit; or violated the organizations conflict of interest policy or  
(d) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such person shall be adjudged liable to the Corporation.

The Board of Directors may indemnify those of the Corporation's employees, agents, or volunteers who are not directors in all instances, including those which are excluded from mandatory indemnification under the preceding paragraph, as it deems appropriate, so long as such indemnification is not inconsistent with law. Such indemnification may be provided by general or specific resolution, or by contract approved by the Board.

No amendment to or repeal of this Section shall apply to or have any effect on the indemnifications hereunder of any director, officer, employee, agent, or volunteer of the Corporation for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

Section 6.07. Authority to Carry Out Resolutions and Motions. Each resolution or motion adopted by the Board of Directors shall be deemed to include the following provision, unless the resolution or motion expressly negates this provision: "The officers of the Corporation are severally authorized on behalf of the Corporation to do all acts and things which may be necessary or convenient to carry out the intent of this resolution (motion), including, without limitation, the authority to make, execute, seal, deliver, file, and perform all appropriate contracts, agreements, certificates, documents, and instruments."

The foregoing provision shall automatically be a part of the resolution or motion even though not stated in the minutes; and any officer may state or certify that the foregoing provision is included in the resolution or motion.

Section 6.08. Effect of Partial Invalidity. If a court of competent jurisdiction adjudges to be invalid any clause, sentence, paragraph, section, or part of the Articles of Incorporation or these By-laws, the judgment or decree shall not affect, impair, invalidate, or nullify the remainder of the Articles of Incorporation or these By-laws; but the effect shall be confined to the clause, sentence, paragraph, section, or part adjudged to be invalid.

Section 6.09. General Definitions. Wherever used in the Articles of Incorporation or in these By-laws, unless the context or another provision of the Articles of Incorporation or these By-laws clearly indicates otherwise:

(a) Any word or term defined in the Revised Iowa Nonprofit Corporation Act shall have the same meaning in the Articles of Incorporation or in these By-laws.

(b) The use of the singular includes the plural. The use of the plural includes the singular. The use of any gender is applicable to any other gender.

(c) "Written" means written, typed, printed, duplicated, or reproduced by any process.

(d) "Adopt," "adopted," "adoption," "authorize," "authorized," "authorization," "approve," "approved," "approval," "ratify," "ratified," and "ratification" are interchangeable words each of which includes all of said words.

(e) Headings and references in margins are included for convenience and shall not be construed to limit or restrict any provision of the Articles of Incorporation or these By-laws.

#### ARTICLE 7. AMENDMENTS TO BY-LAWS

Section 7.01. Reservation of Right to Amend; Retroactive Effect. The Corporation reserves the right from time to time to amend these By-laws in the manner now or hereafter permitted by the Articles of Incorporation and these By-laws, whether or not the amendment constitutes or results in a fundamental change in the purposes or structure of the Corporation. The original By-laws of the Corporation and each amendment to the By-laws (unless otherwise expressly stated in the amendment or in the resolution adopting it) shall be effective retroactively to the beginning of the Corporation's existence and (to the maximum possible extent by law) shall apply to acts, transactions, and events occurring and rights and liabilities arising before adoption of the By-laws or the amendment. The preceding sentence and the retroactive effect of the By-laws and amendments shall not invalidate or impair any act or transaction which would otherwise be valid. Wherever used in these By-laws with respect to the By-laws, the word "amend," "amended," or "amendment" includes and applies to the amendment, alteration, or repeal of any or all provisions of the By-laws or the adoption of new By-laws.

Section 7.02. Procedure to Amend; Board Action. Any amendment to these By-laws may be adopted at any meeting of the Board of Directors by the affirmative vote of a majority of the number of Directors fixed by Section 3.03. No notice of any proposed amendment to the By-laws shall be required. However, no amendment to Section 3.03, Section 3.04, or this Section shall be effective unless approved by the affirmative vote of a majority of the members at an annual or special meeting or adjourned meeting of an annual or special meeting.