

**BYLAWS OF THE
CEDAR COUNTY FAIR ASSOCIATION
501(c)(3) Nonprofit Corporation**

ARTICLE 1

OFFICE AND AGENT

Section 1.1 Principal Office: The principal office of the corporation shall be in Cedar County, Iowa as determined from time to time by the Board of Directors.

Section 1.2 Registered Agent: The registered agent of the corporation must reside in Cedar County, Iowa, and need not be identical with the principal office, and may be changed from time to time by the board of Directors.

Section 1.3 Registered Office: The registered office of the corporation must be in Cedar County, Iowa with the same address as the registered agent.

ARTICLE 2

PURPOSE AND POWER

Section 2.1 Purpose: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions in connection with the related activities and to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. These purposes shall include, among other activities, the promotion of agricultural education and tradition through operating the Cedar County Fair by allowing children the opportunity to raise and show livestock, etc., by hosting events and educational opportunities for the public benefit, including programs on agricultural education and safety. The organization also hosts events on topics including farm machinery safety, ATV safety, grain bin safety, etc. Educational programs include livestock breeding instruction and animal education on endangered species. The organization is also working on an agricultural buddy program to allow for kids with special needs to participate in agricultural activities and interact with livestock.

It is the intent of the Program to qualify as a nonprofit, tax-exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the Program shall inure to the benefit of any of its members or any other individual; and the Program shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Upon dissolution of the corporation, the residual assets of the corporation shall be distributed to a private, nonprofit corporation which is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, selection of which corporation may be designated prior to dissolution.

Section 2.2 General Powers: The corporation is perpetual in duration and succession and has the powers necessary to manage its affairs, including without limitation all of the following powers:

1. Conduct its affairs, carry on its operation, and exercise the powers granted by law, the Articles of Incorporation and Bylaws.
2. Do what is necessary, not inconsistent with law, to further the activities and affairs of the corporation.
3. Establish procedures for admission of members.
4. Establish procedures for election of directors.
5. Establish procedures for election of officers.
6. Purchase, take, receive, lease, take by devise or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
7. Sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
8. Make contracts and guarantees, incur liabilities, borrow money at such lawful rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income.
9. Lend money for corporation purposes, invest, reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
10. Make donations, not inconsistent with law, for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest.
11. Make and amend bylaws not inconsistent with its articles of incorporation or with the laws of this state, for administering and regulating the business of the corporation.
12. Sue and be sued, complain, and defend in its corporate name.

ARTICLE 3
MEMBERS AND MEMBERSHIPS
PART I

ADMISSION OF MEMBERS

Section 3.1 Members: Means a person who on more than one occasion, pursuant to the bylaws of the corporation, has a right to vote for the election of directors.

Section 3.2 Admission of Members: Any person, who is of legal age, who consents to be a member of this corporation, who has paid the membership dues in the amount of \$50.00 prior to the record date, and with the existing member's approval will be admitted as a member of the corporation. The membership dues of \$50.00 paid, allows the member to have a membership in the corporation for life, unless they resign, or their membership is suspended or terminated. Members may purchase two (2) memberships, maximum.

PART 2
MEMBERS RIGHTS

Section 3.3 Voting Rights of Members: Each member has one vote per membership.

Section 3.4 Transfers: Memberships are not transferable or assignable or any right arising therefrom.

Section 3.5 Members Liability: Members or the corporation are not liable for the acts, debts, liabilities

or obligations of the corporation.

PART 3

NUMBER OF MEMBERS

Section 3 .6 Membership Committees: The board of directors shall set up a committee to determine the number of members of the corporation and determine the number of memberships each member has, prior to the annual meeting of the corporation.

Section 3. 7 Record Date: Fourteen (14) days prior to the annual meeting of the members is the record date for determining the members entitled to vote at the current year membership meeting.

Section 3.8 Membership List: After fixing a record date the committee shall prepare an alphabetic list of the names, with addresses, phone numbers, email addresses, and number of memberships of all of its members who are entitled to notice of a meeting.

Section 3.9 - Deleted

Section 3 .10 List of Members: The list of members shall be available at meetings and/or any member may inspect **the list year around**.

PART 4

RESIGNATION AND TERMINATION OF MEMBERS

Section 3 .11 Resignation of Members: Any member may resign, at any time, by filing a written resignation with the president or secretary, but the resignation shall not relieve the member of the obligation to pay any dues, assessments or other fees previously accrued and unpaid. Resignations are acted upon by members of the board of directors.

Section 3.12 Suspension, Termination: A member's membership may be suspended or terminated for good cause, by the Board of Directors. Good cause is when a member does not promote the best interest of the corporation or the Cedar County Fair, or the member's conduct or decision-making function is impaired to the extent the member is unable to discharge their duties with the care a person in a like position would reasonably believe appropriate under similar circumstances or if they violate the Articles of Incorporation or Bylaws of the corporation.

Section 3 .13 Hearing: The board of directors are to schedule the date, time and place for a special meeting for the hearing to determine if a member's membership shall be suspended or terminated.

Section 3.14 Requirements: Not less than fifteen (15) days prior to the special meeting date, written notice of the intent to suspend or terminate the member's membership, and the reason therefore, must be mailed to the member who the board is considering to suspend or terminate their membership.

- a. Five (5) days before the special meeting the member shall have the opportunity to discuss, in person, with the board of directors as to why their membership should not be suspended or terminated.
- b. The board of directors are required to consider all of the relevant facts and circumstances surrounding the action of the member before suspending or terminating the member's membership.

- c. Any written notice given by mail pursuant to this section, must be given by first class or certified mail, sent to the last address of the member shown on the corporation's records.
- d. **Vote:** A member's membership is suspended or terminated when the majority of the board of directors present at the meeting vote for such act to be taken.

Section 3.15 Reinstatement: Upon written request signed by a former member and filed with the president or secretary, the board of directors at a special meeting or regular meeting, may, by a majority vote of the board of directors present, reinstate the former member's membership upon such terms as the board of directors may deem appropriate. Upon reinstatement, the member must pay the \$50 membership dues.

Section 3.16 Refund of Dues: The corporation will not refund the dues paid by a member who resigns, dies, is suspended, or is terminated.

ARTICLE 4

MEMBERSHIP MEETINGS, NOTICE VOTING

PART I

MEMBERSHIP MEETINGS

Section 4.1 Annual Meetings: The members shall hold annual membership meetings on the 1st Sunday of November, each year. At the annual meeting:

- a. The agenda is to be approved, minutes of the previous annual meeting(s) approved, Treasurer's annual report is read and approved, committee reports are read, President reports on the activities of the corporation for the past year, approval of new association members, discuss old business, if any, discuss new business, if any, nominating committee report, election of Board of Directors, and adjourn the meeting. Other matters may be raised and discussed at the annual meeting if they are on the agenda.

Section 4.2 Special meetings: The members may hold special meetings at the call of the board of directors or five percent (5%) or ten (10) members, whichever is greater, of the voting power of the corporation who sign, date and deliver to the secretary, a written demand for a special meeting, describing the purpose for which it is to be held and act upon such matters stated in the notice of meeting.

Section 4.3 Twelve Month Waiting Period: During the first twelve (12) months, a new director shall not be allowed to be an officer of the corporation.

PART 2

NOTICE OF MEMBERSHIP MEETINGS

Section 4.4 Notice of Meetings: The corporation shall notify its members of meetings as follows:

- a. Notify its members, in writing, of the place, date and time of a meeting not more than sixty (60) days and not less than ten days before the meeting.
- b. The notice of a meeting can be mailed first class **or emailed, per the request of the preference of the Association Member.**

- c. The notice of a meeting is deemed to be delivered when mailed first class, deposited in the United States mail, addressed to the members at his or her address, as it appears on the records of the corporation **or emailed**. A member is responsible for notifying the **2nd Vice President** of a change of address.
- d. Waiver of notice: a member may waive any notice required before or after the date or time stated in the notice, the waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the **2nd Vice President** for inclusion in the minutes for filing in the corporate records.
 - A member's attendance at a meeting waives the member's objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and raises an objection to considering particular matters at the meeting described in the meeting notice, unless the member objects to considering the matter when it is presented.
- e. A meeting adjourned to a different date, time and place, notice need not be given if at the time the meeting is adjourned it is announced the date, time and place of the next meeting. If a new record date for the adjourned meeting is or must be fixed, notice of the adjourned meeting must be given to the members of record as of the new record date.

PART 3

VOTING

Section 4.5 Voting entitlement: Each membership is entitled to one vote on each matter to be acted upon at a meeting.

Section 4.6 Quorum requirements: Twenty-five (25) memberships must be present at a meeting to qualify as a quorum. If a quorum is not present at any meeting of members, the meeting is adjourned.

Section 4.7 Voting requirements: Any matter voted upon must pass by a majority of the memberships present.

Section 4.8 Proxy: Proxy voting is prohibited.

Section 4.9 Cumulative voting: Cumulative voting is prohibited.

Section 4.10 Voting Agreements: Voting agreements are prohibited.

Section 4.11 Corporations Acceptance of Votes: If the name signed on a vote, and the name corresponds to a member's membership certificate number and corresponds to the name of the member, the corporation shall accept the vote.

ARTICLES 5

SUGGESTED CONDUCT OF BUSINESS AT MEETINGS

Section 5.1 Ask for approval of minutes of previous meeting(s) as sent along with notice of meeting

Section 5.2 Presentation of bills

Section 5.3 Financial reports

Section 5.4 Old business

Section 5.5 New business and communications (elections at annual meeting.)

Section 5.6 Fair concerns

ARTICLE 6

NOMINATING COMMITTEE

Section 6.1 Formation: Each year the President of the corporation shall appoint a Nominating Committee for the purpose of nominating members to serve as directors and whose nomination will be voted on at the annual meeting of the members.

Section 6.2 Composition: The Nominating Committee shall be comprised of at least five members of the corporation.

Section 6.3 Nomination: The nominating committee shall prepare a list of candidates who have agreed to be nominated to be elected as a director. The Nominating Committee shall report the candidates to the members at the annual meeting. Any member may be considered for a director's position by he or she submitting written notice to the chair of the Nominating Committee at least 60 days prior to the annual meeting for incumbent directors and 45 days prior to the annual meeting for non-incumbent directors.

ARTICLE 7

DIRECTORS AND OFFICERS

PART I

BOARD OF DIRECTORS

Section 7.1 Power of the Board of Directors: Subject to the provisions of the laws of the State of Iowa, the Articles of Incorporation, and these Bylaws, the board of directors have all the corporate powers to manage the business of the corporation.

Section 7.2 Duties of the Board of Directors: It shall be the duty of the directors to:

- a. Perform and carry on the purpose and duties imposed on them collectively or individually by law, the Articles of Incorporation, or by these Bylaws;
- b. Appoint an individual to assist an officer of the corporation to fulfill their duties in a timely fashion. Appoint and remove, employ and discharge, and prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet monthly, if needed, on the 2nd Wednesday of each month, unless notice of another date is given;
- e. Register their addresses with the Secretary of the corporation, and notices of meetings shall be

mailed or e-mailed to them at such addresses shall be valid notice thereof.

- f. Must attend a minimum $\frac{1}{2}$ of the yearly fair board meetings within the fiscal year. Removal from the board will be through the same procedure as stated in Section 7.9.

Section 7.3 Qualifications: All directors of the corporation shall be of age of majority in the State of Iowa.

Section 7.4 Number of Directors: A maximum of eighteen (18) directors will serve on the board. Sixteen (16) directors shall be elected by members of the association with two (2) additional directors being appointed to the board. One to be appointed by the Cedar County FFA instructors and one to be appointed by the Cedar County Extension Council. These appointments will serve a one-year term as a director with full voting rights at the Board of Director meetings but not at the annual meeting unless they have purchased memberships. The number of directors may be increased or decreased from time to time by amending the bylaws or a resolution by approval by the members to increase or decrease the number of directors.

Section 7.5 Election: The directors shall be elected at the annual meeting of the members.

Section 7.6 Term: Each elected director shall serve a term of four (4) years. Directors may be elected for successive terms. Despite the expiration of the director's term, the director continues to serve until the director's successor is elected, designated, or appointed and qualifies, or until there is a decrease in the number of directors. Terms begin on the 1st Sunday in November and end four (4) years later on the 1st Sunday in November.

Section 7.7 Staggered Terms for Directors: Directors shall be divided into four (4) groups of four (4). Each year members must elect a new group of directors.

Section 7.8 Resignation of Directors: Any director may resign effective immediately, upon giving written notice to the president or secretary of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would be left without a sufficient number of directors to manage the business of the corporation.

Section 7.9 Removal of Director: Members of the board of directors may remove a director with cause. The director may be removed only if the number of votes cast to remove the director would be sufficient to elect a director at a meeting to elect directors. A director may be removed only at a meeting called for the purpose of removing a director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of a director. A director elected may be removed with cause by a 2/3 vote of the elected directors.

Section 7.10 Vacancy: Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Section 7.11 Compensation of Directors: Directors will not receive compensation for their services on the board of directors.

PART 2

BOARD OF DIRECTORS MEETINGS

Section 7.12 Call: The presiding officer of the board, the president or twenty percent (20%) of the directors then in office may call and give notice of a meeting of the board.

Section 7.13 Regular Meetings: Meet monthly as needed on the 2nd Wednesday of each month, unless notice of another date is given.

Section 7.14 Notice of Special Meetings of the Board of Directors: At least one week prior to a special meeting, a notice shall be given by the secretary to each director, in writing, by first class mail, or orally, by telephone, fax or e-mail and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 7.15 Action: The board of directors shall not take any action, on any matter outside the normal management of the corporation, without a meeting and a quorum present.

Section 7.16 Waiver of Notice: A director, at any time, may waive any notice, the waiver must be in writing, signed by the director entitled to notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director, upon arriving at the meeting, or prior to voting on a matter, objects to lack of notice and does not thereafter vote or assert to the object to action.

Section 7.17 Quorum and Voting: A quorum shall consist of 50% of the elected Board of Directors. No business shall be considered by the Board at any meeting at which the required quorum is not present and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. In the absence of a quorum at the board meeting, the audit committee shall have the authority to monitor the paying of the Fair Boards financial obligations. The audit committee shall not have the authority to incur any new expenses.

Section 7.18 Majority Action as Board Action: Any matter voted upon must pass by a majority of the directors present.

Section 7.19 Conduct of Meetings: Meetings of the Board of Directors shall be presided over by the president or, in his or her absence, the 1st vice president, in his or her absence, the 2nd vice president and if his or her absence the 3rd vice president. If the secretary or treasurer are absent, the presiding officer shall appoint another person to act as secretary or treasurer of the meeting.

PART 3

COMMITTEES

Section 7.20 Committees: The Executive Committee may create one or more committees. The creation of a committee and appointments must be approved by the majority of the directors.

Committees have the authority to act on the behalf of the board of directors in organizing and managing events for the Cedar County Fair Association.

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 and these bylaws. The board of directors, at all times, have the corporate powers and authority to manage the corporate business.

A committee shall continue until the next annual meeting of the members of the corporation unless the committee shall be terminated sooner, when a new committee may be organized.

One member of each committee shall be appointed as chairperson, who must be a director, reports to the board of directors.

Vacancies a committee will be filled by appointments made in the same manner as provided in the case of the original appointments.

PART 4

BOARD OF DIRECTORS

STANDARD OF CONDUCT

Section 7.21 General Standard of Conduct: A director, when performing in such capacity, shall act in conformity with all of the following: in good faith, with the care that a person in a like position would reasonably exercise under similar circumstances, in a manner that's in the best interest of the cooperation and its members, and in discharging a director's duties, a director may rely on any of the following:

- I. Relies on one or more persons who the director reasonably believes to be reliable and competent performing the responsibilities delegated.
- ii. Information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more directors or delegates of the corporation when the director reasonably believes to be reliable and competent in the manner presented.
- iii. Legal counsel, public accountants or other persons retained by the corporation as to matters involving the skills of expertise, the director reasonably believes that within the person's professional or expert competence, or as to which the particular person merits confidence.

Section 7.22 Standard of Liability: A director shall not be liable as a director to the corporation or its members for any decision to take or not to take action or any failure to take any action as director if the duties of the directors were performed in compliance with this article.

Section 7.23 Directors Conflict of Interest: A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect personal financial interest. Conflict of interest transactions are prohibited unless approved by a majority of the board of directors.

Section 7.24 Loans to or Guarantees for Directors or Officers: The corporation shall not lend money to or guarantee the obligation of a director.

Section 7.25 Liability for Unlawful Distribution: A director who unlawfully distributes real or personal property, without the consent of the board of directors, is personally liable to the corporation for the amount of the property distributed.

PART 5

OFFICERS

Section 7.26 Required officers: The corporation will have a president, 1st vice president, 2nd vice president, 3rd vice president and past president serve as the Executive Committee.

Section 7.27 Duties of Officers:

- a. President: The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members and of the board of directors. He or she may sign, with the secretary any deeds, mortgages, contracts, or other instruments, which the board of directors has authorized to be executed.
- b. 1st Vice-President: In the absence of the president or in the event of the president's inability or refusal to act, the 1st vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions of the president. The 1st vice-president shall perform such other duties as may be assigned by the president or by the board of directors.
- c. 2nd Vice President: The 2nd vice president shall keep the minutes of the meetings of the members and of the board of directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office and/or email address of each member which shall be furnished to the 2nd vice president by that member; and in general perform all duties incident to the office of 2nd vice president and such other duties as may be assigned by the president or by the board of directors. Duties may be delegated to an individual(s) who is appointed by a majority of the full board to help them fulfill their duties in a timely and correct fashion.
- d. 3rd Vice President: The 3rd vice president shall have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII (Contracts, Checks, Deposits and Funds) of these bylaws; and in general perform all the duties incident to the office of 3rd vice president and such other duties as may be assigned to the 3rd vice president by the president or by the board of directors. Duties may be delegated to an individual(s) who is appointed by a majority of the full board to help the fulfill their duties in a timely and correct fashion.
- e. Past President: The past President is to assist the present officers with advice on the operation of the corporation.

Section 7.28 Election and Term of Office: The officers of the corporation shall be elected annually by the board of directors, following the annual meeting of the members.

Section 7.29 Standards of Conduct: An officer, when performing in such capacity, shall act in conformity with all of the following: in good faith, with the care that a person in a like position would reasonably exercise under similar circumstances, in a manner the officer reasonably believes to be in the best interest of the cooperation and its members, in discharging an officer's duties, an officer may rely on any of the following:

- 1. Relies on one or more persons who the officer reasonably believes to be reliable and competent performing the responsibilities delegated.
- 2. Information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or delegates of the corporation when the officer reasonably believes to be reliable and competent in the manner presented.

3. Legal counsel, public accountants or other persons retained by the corporation as to matters involving the skills of expertise, the director reasonably believes that within the person's professional or expert competence, or as to which the particular person merits confidence.
4. An officer shall not be liable as an officer to the corporation or its members for any decisions to take or not take action, or any failure to take any action, if the duties of the officer are performed in compliance with this section.

Section 7.30 Resignation: An officer may resign at any time by delivering a written notice to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 7.31 Removal: Any officer may be removed with cause, by the Board of Directors, at any time.

PART 6

PERSONAL LIABILITY

A director, officer, employee or member of this corporation is not liable for the corporation's debts or obligations and a director, officer, member or other volunteer is not personally liable in that capacity to any person for any action taken or failure to take any action in the discharge of the person's duties except liability for any financial benefit to which the person is not entitled, intended infliction of harm on the corporation or the members, liability for unlawful distribution of property, criminal action against the corporation, and the portion of the bylaws eliminating liability of a director, officer, employee, member or volunteer does not suspend this article.

PART 7

INDEMNIFICATION

Section 7.32 Permissible Indemnification: The corporation may indemnify a director of the corporation who is a party to a proceeding against liability incurred in the proceeding.

Section 7.33 Mandate Indemnification: A corporation shall indemnify a director of the corporation who was wholly successful, on the merit, defense of any proceeding in which the director was a party, because the director was or is a director of the corporation against reasonable expenses actually incurred by the director in connection to the proceeding.

Section 7.34 Advance for Expenses: The corporation may before final disposition of a procedure, advance funds to pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding because the person is a director.

Section 7.35 Indemnification of Officers: The corporation may indemnify and advance expenses to an officer of the corporation who is a party to a proceeding because he is an officer.

Section 7.36 Determination and Authorization of Indemnification: The corporation is authorized to indemnify a director or officer if authorized in a special meeting of the directors, if the directors or officers have met the standard of conduct set forth in these bylaws. The board of directors' vote on

authorized indemnification must be disinternal and not a part of any proceeding. A majority of the directors constitutes a quorum.

Section 7.37 Insurance: The corporation may maintain insurance on behalf of the individual director and officer against any liability asserted against them or incurred by them while in their capacity as director or officer of the corporation.

ARTICLE 8

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 8.1 Execution of Instruments: The Board of Directors, except as otherwise provided by these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 8.2 Checks and Notes: Checks, drafts, orders for the payment of money, and other evidence of indebtedness of the corporation shall be paid by the president, add 1st vice president, 2nd vice president, or 3rd vice president of the corporation. Promissory notes need to be signed by the president and 3rd vice president.

Section 8.3 Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.4 Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 9

AMENDMENTS OF ARTICLES

INCORPORATION AND BYLAWS

PART 1

ARTICLES OF INCORPORATION

Section 9.1 Authority to Amend: The members may amend the articles of incorporation at any time to add or change a provision that is required or permitted or to delete a provision that is not required.

Section 9.2 Amendment by Members: The articles of incorporation may be amended by the majority vote of memberships present at a membership meeting after proper notice of the meeting was delivered to the members of the corporation.

Section 9.3 Voting: Each membership is entitled to one vote on the proposed amendment to the articles of incorporation.

PART 2

BYLAWS

Section 9.4 Authority to Amend: The members may enact or amend the bylaws at the time.

Section 9.5 Amendment by Members: The bylaws may be amended by the majority of the members present at the membership meeting after proper notice was delivered to the members of the corporation.

Section 9.6 Voting: Each membership is entitled to one vote on the proposed amendment to the bylaws.

ARTICLE 10

REPORTS

Section 10.1 Financial Statement: The corporation shall prepare and keep financial statements and balance sheets at the end of the fiscal year. If a public accountant has reviewed the financial statement, the accountant's report must accompany them.

Section 10.2 Report of Indemnification to Members: If the corporation indemnifies or advances expenses to a director or member in connection with a proceeding or for the corporation which has previously been approved, the corporation shall report the indemnification or advances in writing to the members with or before the notice of the next meeting of the members.

Section 10.3 Reports for Secretary of State: When required the corporation shall deliver to the Secretary of State for filing, the reports in the form prescribed and furnished by the Secretary of State.

ARTICLE 11

RECORDS

Section 11.1 The corporation shall keep as permanent records:

- a. Minutes of all meetings of its members, board of directors, officers and committees.
- b. Maintain accounting records.
- c. A record of its members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order, showing the number of votes each member is entitled to vote.
- d. The articles of incorporation.
- e. The bylaws in effect.
- f. Resolutions adopted by its board of directors.
- g. Records of all actions approved by the members for the past three (3) years.
- h. Written communications to members generally for the past three (3) years, including the financial statements furnished for the past three (3) years.

ARTICLE 12

MERGER

Merger with other nonprofit corporations or any other company is prohibited.

ARTICLE 13

SALE OF ASSETS

Section 13. 1 Sale of Assets: The corporation may on the terms and conditions and for consideration determined by the board of directors, in the regular course of business, sell assets of the corporation.

Section 13. 2 The corporation may sell assets that are not used in the regular course of business, with the approval of 2/3 of the membership votes present at the meeting. Any transaction must be approved by the members by written ballot, the materials soliciting the approval shall contain or be accompanied by a copy or summary of the description of the transaction.

After the transaction is authorized by the members, the board of directors may complete the transaction with the signatures of the president and secretary.

ARTICLE 14

PROHIBITED DISTRIBUTIONS

There will be no monetary distribution of the corporation's assets to any member, board of director or officer of the corporation.

ARTICLE 15

DISSOLUTION

Section 15.1 Dissolution by Directors, Members, and Third Persons: Dissolution of the corporation is authorized if it is approved by 2/3 of the membership voting power.

Section 15.2 Notice: The board shall give notice to its members that at the membership meeting the purpose of the meeting is to vote on dissolution of the corporation. The corporation shall give notice of the meeting 45 days prior to said meeting. The notice must be accompanied with a copy or summary of the plan of dissolution.

Section 15.3 Plan: The plan of dissolution shall indicate to whom the assets owned or held by the corporation will be distributed after all creditors have been paid.

Section 15.4 Rules of Dissolution: After the dissolution is authorized, the corporation may dissolve by delivering articles of dissolution to the secretary of state, setting forth the information set out in Iowa Code Section 504.1403 and as subsequently amended.

Section 15.5 Effect of Dissolution: The dissolved corporation continues its corporate existence to wind up and liquidate its affairs.

Section 15.6 No Known Claimants: The dissolved corporation shall notify known claimants in writing of the dissolution after the effective date of the dissolution with the notice that they must file a claim with the corporation within thirty (30) days of mailing the notice or their claim will be barred.

Section 15.7 Unknown Claims: The dissolved corporation may also publish notice of its dissolution and request that persons with claims against the corporation file their claim within 120 days after the second publication of the notice.

Section 15.8 Revocation of dissolution: The corporation may revoke its dissolution within 120 days of its effective date by majority vote of the board of directors without the members.

ARTICLE 16

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with the Iowa Secretary of State.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 2009 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 17

ADOPTION OF BYLAWS

The majority of members present at the special meeting adopt these Amended Bylaws, consisting of 15 pages, on the 3rd day of November, 2024.

Signed by: David Shinker, President