

**BYLAWS  
OF  
IOWA CENTER FOR ECONOMIC SUCCESS**

**ARTICLE I. GOVERNING PRINCIPLES**

Chapter 504 of the Revised Iowa Nonprofit Corporation Act and the Articles of Incorporation of Iowa Center for Economic Success (hereafter The Iowa Center) shall be controlling whenever a conflict may exist between those Articles and Chapter of Iowa Law and these by-laws.

**ARTICLE II. PURPOSE**

The purpose for which the corporation is organized is to produce long-term positive social and economic outcomes for individuals, families and communities. The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III. MEMBERS**

The Corporation has no members.

**ARTICLE IV. BOARD OF DIRECTORS**

**Section 4.1. General Powers.** The Board of Directors of The Iowa Center shall manage the business and affairs of the Corporation.

**Section 4.2. Number.** The Iowa Center Board of Directors shall consist of not less than three (3) or more than twenty-five (25) directors.

**Section 4.3. Qualifications.** Members of The Iowa Center Board of Directors shall have an interest in and knowledge of issues of social and economic development.

**Section 4.4. Election and Tenure.** The Executive Committee of The Iowa Center Board of Directors shall serve as the Nominating Committee and secure nominations for The Iowa Center Board Member(s). The nominations shall be submitted to The Iowa Center Board of Directors for election. The terms shall be for three years and should be staggered so that the terms of approximately one-third of the Directors expire each year. Directors may be elected to succeed themselves for a subsequent term or terms.

**Section 4.5. Attendance.** At the direction of the President, any Iowa Center Directorship shall be declared vacant when the member fails to attend two (2) Board meeting without notification within any twelve (12) month period.

**Section 4.6. Vacancies.** Any vacancy occurring in The Iowa Center Board of Directors may be filled by a majority vote of the remaining Iowa Center Directors at any meeting of the Board. A

Director so elected shall be elected for the unexpired term of the Director's predecessor in office or the full term of such new directorship.

**Section 4.7. Removal of Director.** Any Iowa Center Director, elected or appointed, may be removed, with or without cause, by a two-thirds (2/3) vote of a quorum of the members of the Board at any regular or special meeting. The notice of such meeting shall list as a purpose of the meeting the removal of an Iowa Center Board member.

**Section 4.8. Resignation.** Any Director may resign at any time by giving written notice of his or her resignation to the Chair of The Iowa Center Board. Unless Otherwise specified in the resignation letter, the resignation shall take effect upon the Chair's receipt of the notice.

**Section 4.9. Compensation.** The Iowa Center Directors shall not receive any compensation for their services as Directors, but may be reimbursed for necessary and reasonable expenses incurred in the operation or performance of their duties.

Section 4.10. Good Faith Actions of Directors. Each member of the Iowa Center Directors, when discharging the duties of a Director, shall act in good faith, and in a manner the Director reasonably believes to be in the best interests of the Iowa Center. The members of the Iowa Center Directors, or any committee of the Iowa Center, when becoming informed in connection with their decision-making functions, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances.

In discharging Board or committee duties, a Director who does not have knowledge that makes his or her reliance unwarranted is entitled to rely on the performance by the following persons to whom the Board may have delegated, formally or informally by course of conduct, the authority or duty to perform one or more of the Board's delegable functions; (1) any officer of the Iowa Center whom the Director reasonably believes to be reliable and competent in the functions he or she performed or the information, opinions, reports or statements (the "Information") that he or she provided; and (2) any employee of the Iowa Center whom the Director reasonably believes to be reliable and competent in the functions he or she performs or the Information that he or she provides.

In discharge Board or committee duties, a Director is entitled to rely on information opinions, reports or statements, including financial statements and other financial data, if prepared or presented by any of the following persons: (1) any officers or employees of the Iowa Center whom the Director reasonably believes to be reliable and competent in the functions he or she performed or the information that he or she provided; (2) legal counsel, public accountants, or other persons as to matters involving skill or expertise the Director reasonably believes to be their matters within the particular person's professional or expert competence, or matters as to which the person merits confidence; and (3) a committee of the Board to which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence.

## **ARTICLE V. OFFICERS OF THE CORPORATION**

**Section 5.1. Officers.** The officers of the Corporation consist of a Chair of the Board, Vice-Chair of the Board, Secretary, Treasurer, and President. All offices other than the President must be elected from the members of the Board of Directors. Other than the President, a Board member may hold more than one, but not more than two offices.

**Section 5.2. Election and Tenure.** The Executive Committee of the Board of Directors shall serve as the Nominating Committee and secure nominations for all officers except the President. The nominations shall be submitted to the Board of Directors for election. Officers shall assume their official duties following the close of the annual meeting of the Board and shall serve for a term of one (1) year or until the election and qualification of their successors. Officers may be elected to succeed themselves for a subsequent term or terms.

**Section 5.3. Duties and Powers of Officers of the Corporation.** Except as expressly provided by Iowa law or the Articles of Incorporation, the duties and powers of all officers and agents of the Corporation may be determined and refined from time to time by The Iowa Center Board of Directors.

**Section 5.4. Chair of the Board.** The Chair of The Iowa Center Board of Directors shall, when present, preside at all meeting of The Iowa Center Board, and propose Board policies and committees. The Chair may authorize or direct the Vice-Chair or The Iowa Center President to perform any of the Chair's duties or exercise any of the Chair's powers.

**Section 5.5. Vice-Chair of the Board.** In the absence of the Chair or in the event of his or her inability to act, the Vice-Chair shall perform the duties and exercise the powers of the Chair. The Vice-Chair shall also have other duties and powers prescribed by the Board of Directors.

**Section 5.6. Secretary.** The Secretary shall assure that required meeting notices are given, records of all meetings of the Board of Directors are maintained, and an accurate list of the directors and officers of the Corporation is maintained. The Secretary shall have authority to certify any records, or copies of any records of the Corporation. The Secretary shall have all the usual duties and powers of the Secretary of a corporation and other duties and responsibilities as from time to time may be required by The Iowa Center Board of Directors.

**Section 5.7. Treasurer.** The Treasurer shall assure that the Corporation has adequate financial management policies, procedures, and systems and that an annual audit of corporation accounts is conducted. In addition, the Treasurer shall have all the usual duties and powers of the Treasurer of a corporation and other duties and responsibilities as from time to time may be required by The Iowa Center Board of Directors.

**Section 5.8. Removal of Officer.** Any officer elected or appointed by The Iowa Center Board of Directors may be removed by a majority vote of the members of The Iowa Center Board of Directors whenever in its judgment the best interest of the Corporation requires such action.

**Section 5.9. Resignation.** Any officer may resign at any time by giving written notice of his or her resignation to the Chair of The Iowa Center Board. The resignation shall not take effect until accepted by the Board.

**Section 5.10. President.** The Iowa Center Board of Directors shall select and employ the President of The Iowa Center and shall fix his or her compensation. The President shall be an ex-officio voting member of the Board of Directors of The Iowa Center, shall serve as ex-officio member on all regular and special committees, and shall assure that all notices of all meetings are given as required by these by-laws. He or she shall attend all meetings of The Iowa Center Board of Directors, and shall advise the Board on matters of policy formation. He or she shall analyze the Corporation's activities and advise the Board respecting same.

The President shall have authority and responsibility for the administration of the Corporation in all its activities. He or she shall enter into contracts or execute or deliver instruments in the name of and on behalf of the Corporation. The President shall act as the duly authorized representative of The Iowa Center Board of Directors in all matters in which these by-laws or The Iowa Center Board has not designated some other person to act.

**Section 5.11 Good Faith Actions of Officers.** Each officer of the Iowa Center, when performing in such capacity, shall act in good faith, with the care that a person in a like position would reasonably exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interest of the Iowa Center. In discharging his or her duties, an officer who does not have knowledge that makes his or her reliance unwarranted is entitled to rely on any of the following: (1) performance of properly delegated responsibilities by one or more employees of the Iowa Center whom the officer reasonably believes to be reliable and competent in performing the responsibilities delegated; (2) Information, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Iowa Center whom the officer reasonably believes to be reliable and competent in the matters presented; and (3) legal counsel, public accountants, or other persons retained by the Iowa Center as to matters involving the skills or expertise the officer reasonably believes are within the particular person's professional or expert competence, or as to which the person merits confidence. An officer shall not be liable as an officer to the Iowa Center for any decision to take or not to take action, or any failure to take any action, if the duties of the officer are performed in compliance with this Section.

## **ARTICLE VI. COMMITTEES**

**Section 6.1. Executive Committee.** The Executive Committee of The Iowa Center Board of Directors shall consist of the Chair, Vice-Chair, Secretary, and Treasurer. The Iowa Center President shall be an ex-officio voting member. The Executive Committee may act on behalf of The Iowa Center Board between meetings of the Board, and shall report its actions to The Iowa Center Board of Directors. The Executive Committee shall perform other functions assigned to it by The Iowa Center Board of Directors.

**Section 6.2. Finance and Audit Committee.** The Finance and Audit Committee shall be chaired by the Treasurer. The Committee shall be appointed by the Chair of the Board, in consultation with the Treasurer. The Chair of the Board, after consultation with the Treasurer, will appoint two or more directors to the Committee. The Finance and Audit Committee shall be responsible for oversight of The Iowa Center's financial management, including recommending financial management policies to The Iowa Center Board, recommending an audit firm, and

meeting with the auditor to review the draft audit and to discuss any findings and suggestions that may emerge from the audit. This committee shall also either by itself or in connection with another committee provide oversight for implementing policies and strategic plans for managing fundraising.

**Section 6.3. Other Committees.** Other Committees may be created by The Iowa Center Board from time to time as required to accomplish the work of the Corporation. The Chair of the Board, in consultation with the Executive Committee, shall appoint the Chair and members of such committees. Each committee must have two or more directors, who serve at the pleasure of the Board.

## ARTICLE VII. MEETINGS

**Section 7.1. Annual Meeting.** The annual meeting of The Iowa Center Board of Directors shall be held during the last quarter of each fiscal year at such time, day and place as the Board of Directors shall determine. Each Director shall be sent written notice.

**Section 7.2. Regular Meetings.** The regular meeting of The Iowa Center Board of Directors shall be held at least twice a year at such time, date and place as the Board of Directors shall determine. Each Director shall be sent written notice. These meetings may be in-person or via telephone or other electronic means (or meetings with some members present and others participating via telephone or electronic means).

**Section 7.3. Special Meetings.** Special meetings of The Iowa Center Board of Directors be called by the Chair of The Iowa Center Board, by the President of The Iowa Center, or upon request of three members of The Iowa Center Board. Whoever call a special meeting shall fix the date, hour and place for the holding of the special meeting. Each Director shall be sent written notice. Business transacted at all special meeting shall be confined to the subjects stated in the call and matters germane thereto. Special meetings (or votes) may be conducted by phone, computer, mail, or fax, if all Board members so agree.

**Section 7.4. Notice.** All notices called for by these by-laws shall be in writing and mailed, emailed or faced ten (10) days in advance of each regular or annual meeting date. Notice of special meetings must be given within a reasonable time prior to the special meeting. The notice of any special meeting shall state the purpose or purposes of the proposed meeting. Attendance at or participation in a meeting waives any required notice of the meeting unless the person, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity herewith, objects to lack of notice and does not thereafter vote for or assent to the objectionable action.

**Section 7.5. Agenda.** Appropriate agendas shall be prepared for each meeting and delivered to the directors at least two days in advance of each meeting of the Board.

**Section 7.6. Quorum and Voting.** Forty percent (40%) of the directors, including the ex-officio members of the Board, in office immediately before a meeting begins, constitute a quorum of the Board. In addition, in no event shall a quorum consist of less than three persons. The quorum fall all committees shall be a majority of the members of such committee, excluding ex-officio members.

Each director is entitled to one vote. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board unless the Act, the Articles, or these by-laws require the vote of a greater number of directors. Any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by these means shall be deemed to be present in person at the meeting. No director shall vote by proxy.

**Section 7.7. Action without a Meeting.** Any action required or permitted by law to be taken at a Board or Committee meeting may be taken without a meeting if each person entitled to vote signs a consent describing the action to be taken and delivers it to the Corporation. The written action is effective when signed by eighty percent (80%) the persons entitled to vote, unless a different effective time is provided in the written action. A written consent may be withdrawn by revocation signed by the person entitled to vote and delivered to the Corporation prior to the delivery to the Corporation of unrevoked written consents signed by all of the persons entitled to vote.

**Section 7.8. Board Training.** The organization will provide new member orientation and periodic refresher training regarding the organization's mission, vision, goals, management practices, financial policies, conflict of interest policy, and other such pertinent organizational matters.

## **ARTICLE VIII. FINANCE**

**Section 8.1. Contracts.** The President of The Iowa Center may enter into contracts or execute and deliver instruments in the name of an on behalf of the organization. The Iowa Center Board of Directors may authorize by resolution an officer or officers of the Corporation other than the President 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 8.2. Loans.** No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of The Iowa Center Board of Directors. No loans shall be made by the Corporation to its officers or directors.

**Section 8.3. Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers of the Corporation or other staff of the Corporation, and in such manner as shall from time to time be determined by resolution of The Iowa Center Board of Directors.

**Section 8.4. Deposits.** All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as The Iowa Center Board of Directors may select.

**Section 8.5. Audit.** An annual audit of the Corporation's financial records by a certified public accountant shall be made following the close of each fiscal year and reported to The Iowa Center Board not later than the next regular meeting of the Board. In the case where the final audit

report in not completed by the next regular meeting, the Treasurer will provide the Board a status update and approximate date of audit completion. Upon issuance of the signed audit report, a special communication will be transmitted to Board members distributing the signed audit report, which will also be presented and discussed at the next regular meeting of the Board.

**Section 8.6. Fidelity Bond.** All appropriate Directors and employees of The Iowa Center shall be bonded in such amount and in such manner as The Iowa Center Board of Directors shall deem necessary.

**Section 8.7. Liability Insurance.** The Corporation shall purchase Officers and Directors insurance in such amount and in such manner as The Iowa Center Board of Directors shall deem necessary.

## **ARTICLE IX. BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of The Iowa Center Board of Directors, and the Secretary shall keep a record giving the names and addresses of the members of The Iowa Center Board of Directors. All books and records of the Corporation may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE X. WAIVER OF NOTICE**

Any notice required to be given under the Act, the Articles, or these Bylaws may be waived in writing at anytime. The waiver must be signed by the person or persons entitled to such notice.

## **ARTICLE XI. INDEMNIFICATION AND NONLIABILITY**

**Section 11.1. Nonliability.** No Director, Officer, or other volunteer of the Corporation is personally liable in that capacity for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except liability for any of the following: (a) The amount of a financial benefit received by a director to which the director is not entitled; (b) Intentional infliction of harm and on the corporation; (c) For an unlawful distribution of Iowa Code Section 540.835; or (d) An intentional violation of criminal law. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors, officers, employees or other volunteers for monetary damages to the Iowa Center, then the liability of such director, officer, employee, or other volunteer of the Iowa Center shall be eliminated or limited to the full extent then permitted. The directors, officers, employees, or other volunteers of the Iowa Center have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

**Section 11.2. Indemnification.** The Corporation shall indemnify its Officers and Directors for such expenses and liabilities to the fullest extent as required or permitted by the Act or other applicable law, as amended from time to time. However, there shall be no indemnification in relation to matters as to (a) the receipt of a financial benefit to which the person is not entitled;

(b) for intentional infliction of harm on the corporation; (c) for an unlawful distribution in violation of Iowa Code Section 540.835; or (d) for an intentional violation of criminal law. . In order to be eligible for indemnification, a person must satisfy any and all applicable standards of conduct and liability set forth in the Act.

The Corporation may advance expenses to, or may undertake at its expenses, where appropriate, the defense of any Director or Officer to the fullest extent as required or permitted by the Act or other applicable law, as amended from time to time; provided, however, that such Director or Officer shall repay or reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

Amounts paid in indemnification of expenses and liabilities may include, but not limited to, attorneys' fees, costs and disbursements, and judgments, fines, and penalties against, and amounts paid in settlement by, such Director or Officer.

The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Iowa Center, agreement, vote of disinterested directors or otherwise. Any repeal or amendment of this Article shall not adversely affect any right or protection of a director, officer, employee, or other volunteer existing at the time of such repeal or amendment.

**Section 11.3. Insurance.** The Corporation shall purchase and maintain insurance on behalf of an individual who is a Director or Officer of the Corporation, or who, while a Director or Officer serves at the request of the Corporation as a director, officer, partner, manager, trustee, employee, or agent of another domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against the individual in that capacity, whether or not the Corporation would have power to indemnify or advance expenses to that individual against the same liability.

**Section 11.4. Reimbursements.** Nothing in this Article limits the Corporation's power to pay or reimburse expenses incurred by a Director or an Officer in connection with the Director's or Officer's appearance as a witness in a proceeding at a time when the Director or Officer is not a party. Likewise, nothing in this Article limits the Corporation's power to indemnify, advance expenses to, or provide or maintain insurance on behalf of an employee or agent.

**Section 11.5. Rights Not Exclusive.** The rights and authority conferred in this Article shall not be exclusive of any other right that any Director or Officer may have or hereafter acquire under any applicable law, the Articles, these Bylaws, by agreement, vote of disinterested directors, or otherwise. The right to indemnification conferred in this Article is a contract right.

## **ARTICLE XII. AMENDMENTS TO BYLAWS**



The Articles and these Bylaws may be amended by The Iowa Center Board of Directors so long as any such amendment would not preclude the Corporation from qualifying as an exempt corporation under 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any corresponding provision of any future United States Internal Revenue Code.

The Corporation must provide notice of any meeting of directors at which an amendment is to be approved. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Articles of Bylaws. The notice must also contain of be accompanied by a copy or summary of the proposed amendment or state the general nature of the proposed amendment.

Approval of any amendment to the Articles or the Bylaws must be by a majority vote of the Board of Directors. All bylaw amendments must be dated.

*Adopted 4/30/04*

*Revised 6/30/04*

*Revised 6/16/05*

*Revised 9/16/05*

*Revised 1/19/07*

*Revised 6/29/07*

*Revised 10/15/07*

*Revised 3/18/09*

*Revised 4/27/10*

*Revised 12/20/16*

### **ARTICLE XIII. PRIVATE INUREMENT**

**Section 1.** The Iowa Center is organized and shall be operated exclusively and irrevocably for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**Section 2.** No part of the net earnings of the Iowa Center shall inure to the benefit of any individual and no part of the activities of the Iowa Center shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise may be permitted in Section 501(h) of the Code.

Upon the dissolution or termination of the Iowa Center, whether voluntary or involuntary, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Iowa Center, dispose of all of the assets of the Iowa Center exclusively for the purposes of the Iowa Center to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue

Code of 1986, as amended, or to the Federal government or a state or local government for public purposes, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Iowa Center is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

No loans or guarantees on personal obligations shall be made by the Iowa Center to or on behalf of its directors or officers. Any director or officer who assents to or participates in the making of any such loan or guarantee shall be liable to the Iowa Center for the amount of such loan or guarantee until the repayment thereof.

The Iowa Center shall not engage in a prohibited transaction, as defined in the Internal Revenue Code of the United States, or any amendment thereto.

This Iowa Center shall not:

- (a) lend any part of its income or corpus, without the receipt of adequate security and a reasonable interest, to;
- (b) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;
- (c) make any part of its services available on a preferential basis, to;
- (d) make any substantial purchase of securities or any other property, for less than an adequate consideration in money or money's worth, to; or
- (e) engage in any other transaction which results in a substantial diversion of its income or corpus, to;

any person who has made a substantial contribution to the Iowa Center.

#### **ARTICLE XIV. CONFLICTS OF INTEREST**

A Director shall be considered to have a conflict of interest if (a) such Director has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his/her responsibilities to the Iowa Center, or (b) such Director is aware that a member of his/her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children and any other relative if the latter reside in the same household as the Director), or any organization in which such Director (or member of his/her family) is an officer, director, employee, member, partner, Director, or controlling stockholder, has such existing or potential financial or other interests. All Directors shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Director shall vote on any matter, under consideration at a Board or committee meeting, in which such Director has a conflict of interest. The minutes of such meeting shall reflect that a

disclosure was made and that the Director who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the questions by majority vote. At the fall meeting an annual Conflict of Interest form shall be signed by each voting member of The Board of Directors.