**BYLAWS**

**FOR**

**COLFAX PARK AND RECREATION AUXILIARY BOARD, INC.**

**PREAMBLE**

**Colfax Park and Recreation Auxiliary Board, Inc. shall seek to sponsor specific projects in park and recreation development in support of the City of Colfax, Iowa.**

**ARTICLE I - NAME, FORM OF ORGANIZATION AND PURPOSES**

**Section 1.1 Name. The name of the corporation is Colfax Park and Recreation Auxiliary Board, Inc.**

**Section 1.2 Status. The corporation is organized as a non-profit corporation under the Iowa Nonprofit Corporation [Act/Code] and as a tax exempt supporting organization under Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code, as amended. The corporation is a public benefit corporation and shall have perpetual duration and succession.**

**Section 1.3 Members. The corporation shall have no members.**

**Section 1.4 Purposes. The purposes for which the corporation is organized, as stated in the articles of incorporation, are as follows:**

**The purpose of the corporation is to develop, improve and otherwise support the use of parks and playgrounds in the City of Colfax; said purpose to be carried out through various methods of fundraising.**

**The corporation is empowered to: accept, hold, invest, re-invest and administer any gifts, legacies, bequests, devices, funds and property of any sort or nature, and to use, expend or donate the income principal thereof for, and to devote the same to, the foregoing purposes of the corporation; and to do any and all lawful acts and things that may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the corporation.**

**ARTICLE II - OFFICES**

 **Section 2.1 Principal and Other Offices. The principal office of the corporation shall be located in Colfax, Iowa at the address designated in the most recent annual report filed with the Iowa Secretary of State. The corporation shall maintain at its principal office a copy of the corporate records specified in Section 7.5 of Article VII. The corporation may have other offices at such other places within the State of Iowa as the Board of Directors from time to time may determine, or as the affairs of the corporation may require.**

**Section 2.2 Registered Office and Agent. The registered office of the corporation required by law to be maintained in the State of Iowa may, but need not, be identical with the principal office. The corporation may change its registered office or registered agent from time to time in the manner required by law.**

**ARTICLE III- BOARD OF DIRECTORS**

**Section 3.1 General Powers and Authority of the Board. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the board of directors.**

**Section 3.2 Number, Term and Qualifications.**

**(a) Number. There will be a maximum of 20 board members.**

**(b) Term. All members of the board of directors shall serve on a rotational basis. For the year 2014, five (5) board members shall serve for a term of two (2) years and until his or her successor is elected and qualified, or until such director’s death, resignation, incapacity to serve or removal. The remaining board member shall serve for a term of three years and until his or her successor is elected and qualified, or until such director's death, resignation, incapacity to serve or removal. After the initial year (2014) all board member terms shall be for a period of three (3) years.**

**(c) Qualifications. A duly elected and qualified director shall not be eligible for more than two consecutive terms or a full term and a partial term of more than one year, unless two-thirds of the board members vote to appoint a board member an addition three (3) year term.**

**Section 3.3 Election of Directors. Except as provided in Section 3.6 below related to vacancies, directors shall be elected by the board of directors at its annual May meeting each year. The Nominating Committee shall present a slate of nominees for election as Directors. Nominations may also be made by directors from the floor. Those persons who receive a plurality of the votes cast shall be deemed to have been elected. If any Director then holding office so demands, the election of directors shall be by secret ballot.**

**Section 3.4 Resignation of Directors. A director may resign by delivering written notice to the Board of Directors, president or secretary of the corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.**

**Section 3.5 Removal of Directors. A director may be removed with or without cause by the vote of a two-thirds (2/3) of the directors then in office. In addition, a director may be removed by the affirmative vote of a majority of the directors then in office for failing to attend five (5) regular meetings of the board of directors in a twelve (12) month period. Upon missing the fifth (5th) regular board meeting within a twelve (12) month period, the Board President will promptly contact the board member to schedule a meeting with the Executive Board Members. In that meeting, the Executive Board members will discuss with the attendance-problem board member his/her future commitment to the board and expectations for future meeting attendance. The member’s response will promptly be shared with the entire board at the next board meeting. In that meeting, the board will decide what actions to take regarding the board member’s future membership on the board. The board member’s membership may be terminated by a vote of two-thirds (2/3) of the directors then in office (less the attendance-problem board member). The board will promptly initiate a process to begin recruiting a new board member.**

**Section 3.6 Vacancies. If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy; provided, that if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy only by an affirmative vote of the majority of all the directors remaining in office. A director elected to fill a vacancy shall hold office until the next annual meeting of the board of directors, or until the end of the unexpired term that such a director is filling, or until such director's death, resignation, removal, disqualification, or until such director's successor is elected and qualifies.**

**Section 3.7 No Compensation. The board of directors shall not permit compensation of the directors for their services as such.**

**Section 3.8 Ex-Officio Members. The persons occupying the following office shall be Ex-Officio members of the Board of Directors and are invited to attend all meetings and will receive copies of minutes. Ex-Officio members may participate in all discussions and serve on committees but will not participate in formal votes of the board of directors.**

1. **Colfax Mayor**
2. **Colfax City Council person as appointed by Mayor**
3. **Colfax City Council person as appointed by Mayor**
4. **Jasper County Supervisor as appointed by Supervisor Chairperson**
5. **Jasper County Conservation Director**
6. **Mingo Mayor or person appointed by Mayor**
7. **City of Prairie City Mayor or person appointed by Mayor**
8. **City of Newton Mayor or person appointed by Mayor**
9. **Elected State of Iowa House Representative**
10. **Elected State of Iowa Senate Representative**
11. **JEDCO Executive Director**
12. **Colfax Historical Society President or person appointed by President**
13. **Colfax-Mingo Education Foundation President or person appointed by President**
14. **Colfax-Mingo School District Superintendent or person appointed by School Board President**
15. **City of Baxter Mayor or person appointed by Mayor**
16. **Other??? DNR, DOT, etc.**

**ARTICLE IV-MEETING OF DIRECTORS**

**Section 4.1 Meetings. All meetings of the board of directors shall be held in Colfax, Iowa or at such a place as the board of directors may determine from time to time.**

**(a) Annual Meeting. The annual meeting of the board of directors, for the purpose of electing directors, appointing officers, approving a budget for the year, and transacting other business, shall be held at 6:30 pm on the first Wednesday of May each year, or at such other time as the board of directors may determine.**

**(b) Regular Meetings. Additional regular meetings of the board of directors shall be held monthly at 6:30 pm on the second Wednesday of the month, or at such other times as the board of directors may determine.**

**(c) Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or twenty (20) percent of the directors then in office.**

**Section 4.2 Notice of Meetings. Regular meetings of the board of directors may be held without notice if the date, time and place of the meeting has previously been fixed by the board; otherwise, regular meetings must be preceded by at least 14 days' notice to each director of the date, time and place, but not the purpose, of the meeting. Special meetings of the board of directors must be preceded by at least 14 days' notice to each director of the date, time, place and purpose of the meeting. Notice required by the foregoing provisions may be given by any usual means of communication and be oral or written. However, any board action to remove a director or to approve a matter that would require approval by the members if the corporation had members, shall not be valid unless each director is given seven (7) days' written notice that the matter will be voted upon at a director's meeting or unless notice is waived pursuant to Section 4.3 below. Oral notice is effective when communicated, if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest postmark, of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or, thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Written notice is correctly addressed to a director if addressed to the director's address shown in the corporation's current list of directors.**

**Section 4.3 Waiver of Notice. A director may at any time waive any notice required by law or these bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the 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 the vote on a matter not noticed in conformity with law or these bylaws objects to lack of notice and does not thereafter vote for or assent to the objection to the action.**

**Section 4.4 Quorum. A quorum of the board of directors consists of a majority of the directors in the office immediately before a meeting begins; provided, that in no event shall a quorum consist of less than two (2) directors.**

**Section 4.5 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors, unless the vote of a greater number of directors is required by law or these bylaws.**

**Section 4.6 Meeting Via Communication Equipment. The board of directors may permit any or all directors to 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 this means is deemed present in person at the meeting.**

**Section 4.7 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless: (a) such director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) such director delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.**

**Section 4.8 Action Without Meeting. Action required or permitted by law or these bylaws to be taken at a meeting of the board of directors may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the corporation. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.**

**Section 4.9 Director Conflict of Interest Transactions. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. For purposes of this section, a director has an indirect interest in a transaction if: (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction, or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a director has a conflict of interest may be approved in advance by the vote of the board of directors or a committee of the board if: (a) the material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board, and, (b) the directors approving the transaction in good faith reasonably believe that the transaction is fair to the corporation. For purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors on the board or committee, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as herein above provided.**

**ARTICLE V- OFFICERS**

**Section 5.1 Number. The officers of the corporation shall consist of a president, vice president, secretary, treasurer, and such officers as are appointed by the board of directors from time to time. No more than one of the four principal offices may be held by the same person.**

**Section 5.2 Appointment and Term. The principal officers of the corporation shall be appointed by the board of directors at its annual meeting. The Nominating Committee shall present a slate of nominees for the appointment. Nominations may also be made from the floor. All nominees for the four (4) principal offices must be members of the board of directors. Each officer shall hold office for a period one (1) year, or until such officer's death, resignation, or removal, or until such officer's successor is elected and qualifies. No person may be appointed to serve more than three (3) successive terms in the office of president or the office of vice president. No person may be appointed to serve more than six (6) successive terms in the office of secretary or in the office of treasurer. The board of directors may appoint other officers at such time or times as the need may arise. A vacancy occurring in a position of officer of the corporation may be filled at any time by the board of directors. The term of an officer elected to fill a vacancy shall expire at the end of the un-expired term that such officer is filling.**

**Section 5.3 Resignation and Removal. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is received unless the notice specifies a future effective date. If a resignation is made effective at a future date and the board of directors accepts the future effective date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. The board of directors may remove any officer at any time with or without cause.**

**Section 5.4 Contract Rights of Officers. The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.**

**Section 5.5 President. The president shall be the chief executive officer of the corporation and, subject to the control of the board of directors, shall supervise and control the management of the corporation in accordance with these bylaws. The president may sign, with the secretary or any other proper officer of the corporation so authorized by the board of directors, any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the corporation, except where the signing and execution thereof expressly shall be delegated by the board of directors to some other officer or agent of the corporation, or where required by law to be otherwise signed and executed. The president shall, in general, 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 5.6 Vice President. In the absence of the president, or in the event of death, inability or refusal to act as president, the vice president, unless otherwise determined by the board of directors, shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall also serve as vice chairperson of the board of directors and, in the absence of the president, or in the event of death, inability or refusal to act as the president, shall preside at all meetings of the board. The vice president shall perform such other duties as may be assigned from time to time by the president of the board of directors.**

**Section 5.7 Secretary. The secretary shall: (a) cause to be prepared minutes of all meetings of the board of directors and the Executive Committee; (b) authentic records of the corporation when requested to do so; (c) give all notices required by law and by these bylaws (d) have a general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require such signature; (f) cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and (g) in general perform all duties incident to the office of the secretary and such other duties as may be assigned from time to time by the president of the board of directors.**

**Section 5.8 Treasurer. The Treasurer shall: (a) have custody of all funds and securities belonging to the corporation and receive, deposit or disburse the same under the direction of the board of directors; (b) keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose; (c) cause such returns, reports and/or schedules as may be required by the Internal Revenue Service and the state taxing authorities to be prepared and filed in a timely manner; (d) cause a true balance sheet (statement of the assets, liabilities and fund balance) of the corporation as of the close of each fiscal year and true statements of activity (support and revenue, expenses, and changes in fund balance), functional expenses, and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted to the board of directors; and, (e) in general, perform all duties incident to the office of treasurer and such other duties as may be assigned from time to time by the president or the board of directors.**

**Section 5.9 No Compensation. The principal and assistant officers of the corporation described in the foregoing sections shall not be compensated for their services as such.**

**Section 5.10 Executive Director. The board of directors may appoint an executive director, who shall be the chief operating officer of the corporation and, subject to the control of the board of directors, have overall responsibility for the routine management of the affairs of the corporation. The executive director shall report to the board of directors and shall work closely with the president of the corporation. Duties of the executive director shall include: (a) coordinating the activities of the operating committees; (b) representing the corporation in the community; (c) overseeing the building projects of the corporation; (d) supervising the administrative functions of the corporation; and, (e) in general, performing such other duties as may be assigned from time to time by the president or the board of directors. The board of directors may approve compensation and benefits for the executive director. The executive director may not be elected to serve on the board of directors.**

**ARTICLE VI-COMMITTEES**

**Section 6.1 Board Committees in General. The board of directors may create new committees as deemed necessary by the Board of Directors. Committees of the board shall be composed of individuals currently serving as duly elected and qualified directors of the board. Each committee of the board shall have two or more directors, in addition, non-directors shall be appointed to serve on board committees. Board committee members shall be appointed by and serve at the pleasure of the board. A member of the Board of Directors shall be the chair of all board committees. The creation of a committee of the board and appointment of members to it must be approved by a majority of all the directors in office when the action is taken. The provisions of Article VI of these bylaws, which govern meetings of the board of directors, shall apply to committees of the board and their members as well, except that no committee of the board shall be required to have an annual meeting or scheduled regular meetings. To the extent specified or authorized by the board of directors or in these bylaws, each committee of the board may exercise the authority of the board. A committee of the board may not, however: (a) authorize distributions; (b) approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets; (c) elect, appoint or remove directors or fill vacancies on the board or on any committee of the board; or, (d) adopt, amend or repeal the articles of incorporation or any of the bylaws.**

**Section 6.2 Executive Committee. The Executive Committee, which is a committee of the board, shall consist of the four principal officers of the corporation and up to three (3) additional directors appointed by the president, to serve in such capacity until the next annual meeting of the board of directors; provided, that the appointment of additional directors must be approved by a majority of all the directors in office when such action is taken. The president shall serve as the chairperson of the Executive Committee and shall preside at all of its meetings. Except to the extent prohibited or limited by Section 6.1 above or by resolution of the board of directors, the Executive Committee may exercise the authority of the board of directors at such times as the board is not in session. In addition, the Executive Committee shall oversee the implementation and administration of the following committees:**

**(a) Human Resources Functions. In performing this function, the executive committee shall oversee the implementations and administration of policies and procedures relating to volunteers and employees, if any, of the corporation.**

**(b) Nominating Committee. This Standing Committee will be composed of two to four Board members and will serve until replaced by other committee members. The committee will prepare a slate of nominees to be voted on at the next Board meeting.**

**Section 6.3 Non-Board Committees in General. The board of directors may create one or more non-board committees, in addition to the Nominating Committee and the operating committees established by these bylaws, and delegate non-board functions to such committees. Non-board committees may include both directors and individuals who are not directors of the corporation. Non-board committees may not exercise the authority of the board.**

**Section 6.4 Operating Committees. Within thirty (30) days after the annual meeting each year, the president shall appoint a chairperson of each of the operating committees described below. The committee chairperson shall be a member of the board of directors. The names of the chairpersons so appointed shall be submitted for ratification by the directors at the next meeting of the board of directors. A vacancy occurring in the position of an operating committee chairperson shall be filled in like manner, upon appointment by the president and ratification by the board of directors. The chairperson of each operating committee, in consultation with the president, shall appoint the members of the committee. New members of the operating committees may be appointed at any time. Each director of the Board shall serve on at least one (1) of the operating committees. Operating committee chairpersons shall be expected to attend the regular meetings of the board of directors for the purpose of reporting on the work of their committees, receiving direction and guidance from the board, and seeking approval of actions proposed by their committees which require board approval. The operating committees shall perform the functions described below and such other functions as the board of directors may provide.**

**(a) Finance Committee. In performing this function, the Committee shall: (i) oversee the implementation and administration of policies and procedures for the handling and accounting for the finances of the corporation; (ii) prepare an annual revenue and expense budget for submission to the full board of directors; (iii) establish and work closely with the Fund-Raising Subcommittee to coordinate development of the resources needed to meet the revenue goals of the budget; (iv) monitor the implementation of the budget; and, (v) when necessary, make recommendations to the board of directors regarding adjustments to the budget.**

**(b) Planning Committee. In performing this function, the committee shall: (i) coordinate the strategic and long range planning activities of the corporation; and (ii) monitor and evaluate the performance of the corporation with respect to the achievement of its mission, purposes and goals.**

**(c) Operations Committee. In performing this function, the committee shall: work in conjunction with the Executive Director to oversee and implement all duties necessary to operate and maintain the grounds and facilities under the supervision of the corporation.**

**(d) Promotions Committee. In performing this function, the committee shall: (i) develop a marketing strategy; (ii) Organize projects, coordinate groups to participate, attend, sponsor or partner for promotional activities.**

**ARTICLE VII- GENERAL PROVISIONS**

**Section 7.1 Corporate Seal. The corporate seal of the corporation shall be in such form as the board of directors may from time to time determine.**

**Section 7.2 Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the board of directors. The corporation shall provide for at least seven (7) days' written notice of any meeting of the directors at which an amendment is to be approved, unless notice is waived pursuant to Section 4.3 above. The notice must state the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment must be approved by two-thirds (2/3) of the directors in office at the time the amendment is adopted.**

**Section 7.3 Fiscal Year. The fiscal year of the corporation shall begin on May 1st and end on April 30th of the following year.**

**Section 7.4 Financial Reports. The books of the corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the board of directors (see Section 5.8 regarding duties of the treasurer). At the discretion of the board of directors, the corporation may engage an independent certified public accountant to audit or review the financial statements.**

**Section 7.5 Corporate Minutes and Records. The corporation shall keep as permanent records minutes of all meetings of its board of directors, a record of all actions taken by the directors without a meeting, and a record of all the actions taken by the Executive Committee and any other committees of the board of directors. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The corporation shall keep a copy of the following records at its principal office: (a) its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers, and (d) its most recent annual report delivered to the secretary of state, as required by the Iowa Nonprofit Corporation [Act/Code]. The minutes and records described above shall be made available for inspection by current directors of the corporation during normal business hours. In addition, to the extent required by applicable law, the corporation shall make available for inspection during regular business hours, by any individual, copies of: (i) any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the tax exempt status of the corporation; and, (ii) the annual returns filed with the Internal Revenue Service for the seven (7) most recent years (to the extent the corporation is required to file such returns); provided, that the names and addresses of contributors to the corporation may be kept confidential.**

**Section 7.6 Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors without being restricted to the class of investments which a director or trustee is or may hereafter be permitted by law to make or any similar restriction; provided, that no action shall be taken by or on behalf of the corporation if such action is a forbidden activity or would result in the denial of tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.**

**Section 7.7 Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors; provided, that any check, draft or other order for the payment of amount in excess of One Thousand Dollars ($1,000) shall require two (2) authorized signatures, which include the Treasurer and one other officer, and shall receive approval of the expenditure at the board meeting or via electronic voting (email vote).**

**Section 7.8 Prohibited Activities. The corporation is organized as a nonprofit corporation for the charitable, religious, educational and scientific purposes within the meaning of the Section 501(c)(3) and 509(a)(3) of the Internal Revenue Code, as amended. The corporation shall be operated, supervised, or controlled by the board of directors. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make the payments and distributions in furtherance of the purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be carrying on of the propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Anything contained in these bylaws to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code: (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the Iowa Nonprofit Corporation [Act/Code].**

**Section 7.9 No Loans To or Guaranties For Directors. The corporation may not lend money to or guarantee the obligation of a director or officer of the corporation, but the fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the loan.**

**Section 7.10 Indemnification. The corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the director was a party because he or she is or was a director of the corporation, against reasonable expenses actually incurred by the director in connection with the proceeding. An officer of the corporation who is not a director is entitled to the indemnification to the same extent as a director. In addition, if an individual is made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation, the board of directors may, to the extent permitted by law, authorize the corporation to advance expenses to such individual and/or indemnify such individual against liability incurred in the proceeding.**