



**Bylaws**  
**Of**  
**Friends of Iowa CASA and ICFCRB**

Amended 8-1-15, 11-7-15, 5-31-16

**ARTICLE I**

**OFFICES**

The principal office of the corporation in the State of Iowa shall be located in the City of Des Moines, Polk County. The corporation may have such other office, within or outside the State of Iowa, as the business of the corporation may require from time to time.

The registered office of the corporation required by the Iowa Nonprofit Corporation Act to be continuously maintained in Iowa shall be initially as provided in the Articles of Incorporation subject to change from time to time by resolution of the Board of Directors and filing a statement of said change as required by the Iowa Nonprofit Corporation Act.

**ARTICLE II**

**MEMBERS**

The corporation shall have no members.



## **ARTICLE III**

### **DIRECTORS**

SECTION 1. GENERAL POWERS. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

SECTION 2. NUMBER, ELECTION, TENURE AND VACANCIES. The number of Directors of the corporation shall be up to thirty (30) and no less than ten (10). The initial Board of Directors shall be appointed by the Incorporator. Directors shall be elected or re-elected by a majority vote of the Board of Directors at each annual meeting. The Board of Directors shall serve an initial term not to exceed three (3) years. Initially, one-third (1/3) of the Board shall serve a one (1) year term, one-third (1/3) of the Board shall serve a two (2) year term, and one-third (1/3) of the Board shall serve a three (3) year term. In subsequent years, elections will be held to fill the expired terms. No Board Member shall serve a combination of terms exceeding six (6) years, except as provided in Article IV, Section 2 of these Bylaws. Additionally, a Board Member may serve two (2) consecutive three (3) year terms following his or her initial one (1) or two (2) year term. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Time served by a Director elected to fill a vacancy shall count toward the six (6) year term limit. The six (6) year term limit can be waived by the Board of Directors in special circumstances that require additional service by a Director. If the six (6) year term limit is waived, extensions shall be for one year and shall be reviewed annually.



SECTION 3. ANNUAL MEETING. The annual meeting of the Board of Directors shall be held during the month of August and at the time and place, either within or outside Iowa, determined by the Board, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. This meeting may be held telephonically or in person as needed to accommodate attendance.

SECTION 4. REGULAR MEETINGS. The Board of Directors may provide by resolution the time and place, either within or outside the State of Iowa, for the holding of regular meetings without other notice than such resolution. This meeting may be held telephonically or in person as needed to accommodate attendance.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or outside of the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them. This meeting may be held telephonically or in person as needed to accommodate attendance.

SECTION 6. NOTICE. Notice of any special meeting shall be given at least ten (10) days previous thereto by notice delivered personally, by phone, by email, or by regular U.S. postal mail to each Director at his business or home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed and postage prepaid. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver or notice of such meeting.



SECTION 7. QUORUM. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business, unless the act of a greater number is required to take any particular action under the Iowa Nonprofit Corporation Act of these Bylaws. If less than a majority of such number of Directors is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Under special circumstances, a Board Member may be polled by telephone in order to vote on a particular matter or on all matters to be considered at a meeting which the Board Member is unable to attend.

SECTION 8. MANNER OF ACTING. The affirmative vote of a majority of the Directors holding office shall be the act of the Board of Directors at a meeting at which a quorum is present, except that the affirmative vote of at least two-thirds (2/3) of the Directors holding office shall be required to (i) amend the Articles of Incorporation or the Bylaws, (ii) terminate the federal income tax exemption of the corporation, (iii) merge, consolidate, liquidate or dissolve the corporation, (iv) sell all or substantially all of the assets of the corporation, or (v) vote on any matters related to the finances of the corporation.

SECTION 9. VACANCIES. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, or the full term of a new directorship.

SECTION 10. PRESUMPTION OF ASSENT. A Director of the corporation who is present at a meeting of its Board of Directors at which action on any corporation matter is taken shall be presumed to have assented to the action taken unless his dissent shall be with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the



Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 11. INFORMAL ACTION TAKEN BY DIRECTORS. Any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of the Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors. Electronic consent is considered consent in writing for the purposes of this section. Receipt of consent must be received within 2 weeks. The proposed action will be approved when 2/3 (two third) of the voting Board members have given consent.

SECTION 12. TELEPHONE CONFERENCE MEETINGS. Subject to other applicable provisions contained in these Bylaws, any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of Directors of the corporation, or a committee of Directors, may be taken by means of conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other, and the participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

SECTION 13. RESIGNATION. Any Director may resign at any time by giving written notice of his resignation to the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, it shall take effect immediately upon its receipt. Except as specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 14. REMOVAL. Any Director may be removed from office with or without cause, by affirmative vote of not less than two-thirds (2/3) of the Board of Directors then qualified and acting in office (including the Director to be removed, who



may vote thereon), such vote to be taken at any regular or special meeting of the Board of Directors. All Board Members will be subject to a background check. Any Board Member (new or existing) can be removed or rejected for behaviors or convictions that are not consistent with the Friends Board of Iowa CASA and ICFCRB's core values.

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## **ARTICLE IV**

### **OFFICERS**

SECTION 1. NUMBER. The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer, and such Assistant Treasurers, Assistant Secretaries, or other officers as may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected or re-elected annually by a majority vote of the Board of Directors at each annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors by a majority vote of the Board of Directors. Each officer shall serve a two (2) year term. The Vice President shall automatically succeed to the office of the President. Each Board member shall be subject to a six (6) year term limit as provided in Article III, Section 2., with the exception that a Board member elected as Vice President who automatically succeeds to the office of President may exceed the six (6) year term limit



if his or her succession to the office of President causes him or her to exceed the six (6) year term limit. Election or appointment of an officer or agent shall not itself create contract rights.

SECTION 3. REMOVAL. Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. THE PRESIDENT. The President shall preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation whereunto authorized by the Board of Directors, deeds, mortgages, bonds, notes, contracts or other instruments which the Board of Directors has authorized to be executed. In general, he shall perform all the duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE PRESIDENT(S). In the absence of the President, or in the event of his inability or refusal to act, the 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 upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. **The Vice President may be appointed as the check counter-signer for checks and/or other payments issued by the treasurer.**



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SECTION 7. TREASURER. If required by the Board of Directors, the Treasurer, at the expense of the corporation, shall give a bond for the faithful discharge of his duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. SECRETARY. The Secretary shall keep the minutes of the Board of Directors meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; attest the execution of corporate documents by the officer authorized to execute the same on behalf of the corporation; and, in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors. **The Assistant Treasurer (if one is elected) would become the preferred board member to review the monthly bank statements (see Accounting Policies).**

## ARTICLE V

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may by resolution authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver





any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 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, 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. **(Reference Friends' Accounting Policies).**

SECTION 4. DEPOSITS. All funds of the corporation 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 Board of Directors may select.

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SECTION 5. OPERATING PROCEDURES. The Board of Directors, on a yearly basis, shall review and adopt the operating procedures to address Board financial policies and procedures.

## ARTICLE VI



## **FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of July in each year and shall end on the last day of June in each year.

## **ARTICLE VII**

### **SEAL**

The corporation does not have a corporate seal.

## **ARTICLE VIII**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given to any Directors of the corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the Article of Incorporation or Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

## **ARTICLE IX**

### **AMENDMENTS**



These Bylaws may be altered, amended or repealed and new Bylaw may be adopted at any meeting of the Board of Directors of the corporation by the affirmative vote of at least two-thirds (2/3) of the Directors then holding office.

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## **ARTICLE X**

### **INDEMNIFICATION**

SECTION 1. THIRD PARTY ACTIONS. The corporation shall indemnify any person who was or is a party or is threatened to be made a part to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), liabilities, judgments, fines and amount paid in settlement actually and reasonably incurred by, or imposed upon, him or her in connection with such action, suit or proceeding, except in such cases wherein such person is adjudged to be liable for misconduct in the performance of his or her duty of loyalty to the association or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, for a transaction from which the Director derives an improper benefit, or under Section 496A.44. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of



itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.



SECTION 2. DERIVATIVE ACTION. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him, or her in connection with the defense or settlement of such action or suit, except in such cases wherein such person is adjudged to be liable for misconduct in the performance of his or her duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, for transaction from which the Director derives an improper personal benefit, or under Section 496A.44, unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which such Court shall deem proper.

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SECTION 3. FURTHER PROVISIONS. To the extent that a Director, Officer, employee or agent of the corporation has been successful on the merits or others in defense of any action, suit, or proceeding referred to in Section 1. or Section 2., or in defense of any claim, issue or other matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith. If the Director, Officer, employee or agent has not been successful on the merits or otherwise in such defense, then any indemnification under Section 1. or Section 2. (unless ordered by a Court) shall be made by the corporation only as the indemnification of the Director, Officer, employee or agent is proper in the



circumstances because he or she has met the applicable standard of conduct set forth in Section 1. and Section 2.; such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings; or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, such counsel to be selected by a majority of disinterested Directors even though less than a quorum or, if none, by the Dean of the Drake University Law School or, if none, by the Dean of the University of Iowa Law School. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in this Section 3. upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is indemnified by the corporation as authorized in this Bylaw X. The indemnification provided by this Bylaw shall not be deemed exclusively of any other rights to which those indemnified may be entitled to under any bylaw, agreement, vote of the shareholders of the corporation or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of heirs, executors and administrators of such a person. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Section.



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Non Gender Specific – Words and phrases herein shall be construed as in the singular or plural number, and as masculine, feminine or neuter gender, according to the context.

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APPROVED AND ADOPTED by the Board of Directors of the Corporation as of January 20, 2017.