

# Iowa Nonprofit Alliance

## Bylaws

Adopted unanimously by the Board of Directors on June 7, 2021

Amended by the Board of Directors on November 20, 2024

### ARTICLE I

#### NAME AND PURPOSES

**Section 1. Name.** The name of the organization is Iowa Nonprofit Alliance (hereinafter referred to as "Corporation").

**Section 2. Purpose.** The Corporation is organized for the purpose of providing a solution to unify Iowa nonprofits by creating a membership organization offering much needed services and support for the nonprofit sector. The Iowa Nonprofit Alliance is the only statewide, membership association dedicated to advocating and maximizing opportunity for the nonprofit sector as a whole, offering connection to peers, training, vital communication, and access to critical resources.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

### ARTICLE II

#### OFFICES

**Section 1. Principal Office.** The Corporation may have a principal office within the state of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

**Section 2. Registered Office.** The initial registered agent and office of the Corporation are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the Board of Directors.

The Corporation shall have and continuously maintain in the state of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code section 504.501. The registered office may be, but need not be, the same as the principal office in the state of Iowa, and the address of the registered office or the registered agent at the registered office, or both, may be changed from time to time by the Board of Directors.

### ARTICLE III

#### MEMBERS

**Section 1. Members.** The Corporation shall have one class of members; namely, "principal" members. The rights, responsibilities and obligations of each Member are as follows:

**Principal Members.** Principal members shall be those Members who wish to participate in the services provided and are registered 501(c) organizations. Each principal member shall designate a representative to attend and vote on behalf of the principal member at Member meetings. The representatives so designated shall be referred to herein as the Designated Representatives. Principal members may be required to pay annual membership fees as determined by the Board of Directors.

**Other Nonvoting Members.** At such time the Board would like additional types of members

who are not 501(c) organizations and may be defined as including, but not limited to, student, individual, and corporate may be considered. Any new Members developed as part of the Other Nonvoting Members definition will not have membership voting rights.

**Section 2. Annual Meeting.** There will be an annual meeting of the Members at such time, date, and place as determined by the Board of Directors. The business at the annual meeting will include election of directors and transaction of such other business as may properly come before the meeting.

**Section 3. Special Meetings.** Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by law (which for purposes of these bylaws shall mean as required from time to time by the Revised Iowa Nonprofit Corporation Act or the articles of incorporation of the Corporation), may be called by the Board President, or the Board of Directors, upon the written demand, signed, dated and delivered to the Secretary, of the holders of at least ten percent of all the votes of Members entitled to be cast on any issue proposed to be considered at the meeting. Such written demand shall state the purpose or purposes for which such meeting is to be called. The time, date, and place of any special meeting shall be determined by the Board of Directors or by the Board President. Unless otherwise provided in the articles of incorporation, a written demand for a special meeting may be revoked by a writing to that effect received by the Corporation prior to the receipt by the Corporation of demands sufficient in number to require the holding of a special meeting.

**Section 4. Notice of Member Meetings.** Notice of all annual, regular, and special meetings of the Members shall be provided no fewer than seven (7) nor more than sixty (60) days before the meeting date, by or at the direction of the Board President, the Secretary, or the officer or the persons calling the meeting.

**Section 5. Fixing of Record Date.** When a vote or meeting requiring membership is to be held, the names and number of Members will be determined on the fifth (5<sup>th</sup>) business day immediately preceding the day of the vote or meeting. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof.

**Section 6. Voting Lists.** The Secretary shall make, at least two (2) business days after notice is given of the meeting of Members, a complete record of the Members entitled to vote at such meeting or any adjournment thereof. For a period of ten (10) days prior to such meeting, an electronic copy of the list shall be kept and shall be subject to inspection by any Member at any time during usual business hours. Such record, or a duplicate thereof, shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting.

**Section 7. Quorum.** Ten percent (10%) of the number of voting Members in good standing present shall constitute a quorum. The act of a majority of the voting Members present at a meeting at which a quorum is present shall be the act of Members, unless law requires a number greater than a majority for an act. If a quorum is not present, a majority of those present at the meeting may adjourn the meeting without notice until a quorum is obtained. Once a quorum is present at any adjourned meeting, any business may be transacted which might have been transacted prior to the adjournment.

**Section 8. Proxies.** No Member may use proxies to vote at any meeting of Members.

**Section 9. Voting.** Each Member shall be entitled to one vote on each matter voted on by the Members at a meeting of Members.

**Section 10. Delinquent Membership Dues.** Any Member whose dues become ninety (90) days past due shall be considered a delinquent member and shall thereby forfeit their benefits for membership and forfeit voting rights. Such Members shall be formally notified of their delinquency. If such notified Members fail to cure the default in membership dues, the membership may be terminated. Delinquency is determined ninety (90) days from the date of invoice.

**Section 11. Expulsion, Suspension or Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all Directors, may expel, suspend, or terminate a

Member for cause after providing not less than fifteen (15) days' notice to the Member of the proposed expulsion, suspension, or termination; the reasons therefore; and an opportunity for a hearing.

**Section 12. Resignation.** Any Member may resign by filing a written resignation with the Secretary, but resignation shall not relieve the Member of the obligation to pay any dues, assessments, or other charges previously accrued and unpaid.

**Section 13. Reinstatement.** Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of Directors, reinstate the former Member to membership upon such terms as the Board of Directors may deem appropriate.

**Section 14. Transfer of Membership.** Membership in the Corporation is not transferable or assignable.

**Section 15. Informal Action by Members.** Any action required to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if, in writing, the proposed action to be taken is set forth and is signed by Members holding at least eighty percent (80%) of the voting power. Such consent shall have the same force and effect as a unanimous vote of Members and may be stated as such in any articles or document filed with the Secretary of State under applicable state law.

## **ARTICLE IV** **DIRECTORS**

**Section 1. Number and Qualifications.** A Board of Directors consisting of no fewer than (5) five nor more than fifteen (15) Directors shall conduct the business and affairs of the Corporation. The Board of Directors shall determine the number of Directors. Although the numbers and qualification of the Directors may be changed from time to time by the Board of Directors, no change shall affect the incumbent Directors during the terms for which they were elected. The Board of Directors shall serve without pay.

**Section 2. Election and Tenure.** At each annual meeting of the Members following expiration of the term of each Director, Directors shall be chosen for a term of two years to succeed those whose terms expired. Board terms shall align with the Corporation fiscal year. In all cases, Directors shall serve until their successors have been elected and qualified unless their service is earlier terminated because of death, resignation, or removal. Directors may be re-elected for two additional terms for a total of six years of service. Individuals may serve subsequent terms after a two-year absence. Directors will have different overlapping, multi-year terms so that not all Directors' terms expire in the same year.

**Section 3. Expiration of Terms and Vacancies.** Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or a special meeting of Members called expressly for that purpose. Vacancies caused by any cause other than expiration of term or an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

**Section 4. Removal.** At a meeting called expressly for that purpose, Directors may be removed in the manner hereinafter provided. Any Director may be removed, with or without cause, by affirmative vote of three-fourths of the remaining Directors present provided specific notice of the proposed removal is provided to the Directors at least two weeks prior to the meeting. A Director who has three unexcused absences from Board meetings in a twelve-month period shall be removed following notice to the Director.

**Section 5. Resignation.** Any Director, member of a committee, or officer may resign at any time by filing a written resignation with the Board President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the Board President or Secretary. Acceptance of a resignation is not necessary to make it effective.

**Section 6. Quorum.** A majority of the Directors in office shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. If a vote is called for following a meeting, electronic votes may be cast by those Directors who attended the meeting as long as quorum was present during the meeting with which the electronic vote follows.

**Section 7. Regular and Special Meetings.** The Board of Directors shall meet periodically at such frequency and at such times and places as shall be designated by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the Board President or twenty percent (20%) of the Directors then in office.

**Section 8. Notice.** Notice of the date, time, and place of special meetings shall be provided at least two (2) days prior to the date of holding of the meetings by written notice delivered personally or sent by mail or electronic mail to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed to the Director's address as shown by the records of the Corporation, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed given upon receipt of confirmation by the sender. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 9. Remote Communication for Meetings.** Any meeting of Directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

**Section 10. Action without a Meeting.** Any action required to be taken at a meeting of the Board of Directors, or of any committee, may be taken without a meeting, if consent in writing, setting forth the action so taken, is signed by all of the Directors, or by all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote. Any action approved without a meeting must be ratified as part of the agenda of the next regular meeting. If the vote is not unanimous, the item must be returned to a regular meeting agenda for further discussion.

**Section 10. Voting.** At all meetings of the Board of Directors, each Director shall have one vote.

**Section 11. Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent in writing to the Secretary of the Corporation immediately after the adjournment of the meeting. Such a right to dissent shall not apply to a Director who voted in favor of such action.

**Section 12. Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors may be reimbursed for expenses of attendance at each regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation thereof.

## **ARTICLE V**

### **OFFICERS**

**Section 1. Number and Qualifications.** The Officers of the Corporation shall be a Board President, Vice-President, Secretary, Treasurer and any other officers as the Board of Directors may determine, such as Past-Board President.

**Section 2. Election and Tenure.** The Officers of the Corporation shall be elected by the Board of Directors at its annual meeting. Each Officer shall hold office for a term of two years. Officers may serve a maximum of two sequential terms, unless such service is terminated sooner. In the event an Officer is elected to a two-year officer term, but only has one year remaining in their board term, they may be granted one additional year for their board service.

**Section 3. Resignation and Removal.** Any Officer of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. An Officer may only be removed by a majority vote of the Directors. Further, an Officer may resign at any time by delivering notice to the Corporation.

**Section 4. Vacancies.** Vacancies occurring in any office by reason of death, resignation, or otherwise may be filled by the Board of Directors at any meeting. Any Officer vacancy occurring may be filled by affirmative vote of a majority of Directors present. A Director so elected shall serve the unexpired term of their predecessor. After fulfilling the unexpired term, said Director shall be eligible to serve an additional two (2) terms.

#### **Section 5. Duties and Authority of Officers.**

**a. Board President:** The Board President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The Board President shall, when present, preside at all meetings of the Members and of the Board of Directors. The Board President may sign, with the Secretary, the Executive Director, or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other Officer or agent of the Corporation or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of the Board President and such other duties as may be prescribed by the Board of Directors from time to time.

**b. Vice-President:** In the absence of the Board President, or in the event of their death or inability or refusal to act, the Vice-President shall perform the duties of the Board President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice-President shall perform such other duties as from time to time may be assigned by the Board President or by the Board of Directors.

**c. Secretary:** The Secretary shall attend and be responsible for the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be the custodian of the corporate records, keep a register of the contact information of each Member which shall be furnished to the Secretary by such Member, have general charge of the corporate minute books of the Corporation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board President or by the Board of Directors.

**d. Treasurer:** The Treasurer shall make a report at each board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the annual budget, help develop

fundraising plans, make financial information available to board members and the public, and ensure that appropriate financial records are maintained.

**Section 6. Actions of Officers.** The signing of any document by any Officer of the Corporation, where the Corporation is a party to such document and the Officer's title accompanies their signature on the document or instrument, shall be conclusively presumed to be the action of the Corporation and not the action of the office or their individual capacity. No deed, contract, or instrument purporting to be made by and on behalf of the Corporation shall be valid as against the Corporation unless authorized by the Board of Directors, the Executive Committee, or other duly authorized committee and signed by at least two (2) Officers of the Corporation to whom such authority has been delegated.

## **ARTICLE VI**

### **EXECUTIVE DIRECTOR**

**Section 1. Executive Director.** The Executive Director shall be in charge of all management and shall have full authority and responsibility for its daily operations, and any other duties subject to the general direction, approval, and control of the Board of Directors. The Executive Director shall have the authority to sign with the Board President, the Secretary, or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other Officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. The Executive Director shall be an ex-officio member of the Board of Directors, and count for quorum for Board of Director meetings. The Executive Director shall receive compensation for their services.

## **ARTICLE VII**

### **COMMITTEES**

**Section 1. Executive Committee.** The Executive Committee of the Board of Directors shall consist of the Officers of the Corporation and the immediate past Board President of the Corporation, if desired and by mutual consent. The chair of the Executive Committee shall be the Board President of the Corporation unless the Board President appoints an alternative chair. The Executive Committee shall perform the functions and discharge the duties concerning the evaluation and supervision of the Executive Director. The Executive Committee shall also ensure that proper procedures are in effect concerning the appointment and removal of the Executive Director and shall carry out any other functions related to the oversight of the Executive Director.

**Section 2. Nominating Committee.** A Nominating Committee consisting of up to three members of the Board of Directors, shall recruit a slate of nominees for board membership to be presented to the Board of Directors at a regular meeting, prior to the annual meeting. This ballot of new board members may be voted on and elected by a simple majority of the Membership. New Directors will assume their role after the annual meeting. At the first meeting, following the annual meeting, the Directors will elect Officers.

For the benefit of the Iowa Nonprofit Alliance, new Directors should represent the diversity of organizations and regions across the State of Iowa.

**Section 3. The Finance Committee.** The Treasurer is the chair of the Finance Committee. The Finance Committee is responsible for reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Directors. The Board of Directors must approve the budget. Expenditures that are not budgeted must be approved by either the President or Treasurer. If determined necessary or recommended by the committee, it shall be responsible for engaging an appropriate vendor to complete an annual financial review, compilation, or audit. The findings will be shared with the Board of Directors.

**Section 4. Advisory Committees.** The Board of Directors may appoint from time-to-time Advisory Committees, with members from the Board of Directors or such persons as they may see fit. Appointment of Advisory Committees must be approved by the Board Directors by majority vote. The

members of any such Advisory Committee shall serve at the pleasure of the Board of Directors. Such Advisory Committees shall advise with and aid the Officers of the corporation in all matters designated by the Board of Directors. Each such advisory committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct meetings of the committee and other matters relating to its procedure.

**Section 5. Removal from Committee.** Any member of a committee may be removed by the person or person authorized to appoint such member whenever in their or their judgment the best interests of the Corporation shall be served by such removal.

**Section 6. Vacancies.** Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

**Section 7. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating the committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 8. Meeting Rules.** The provisions set forth in ARTICLE IV of these bylaws relating to the meetings of the Board of Directors shall be applicable to and shall govern all meetings of committees established pursuant to this ARTICLE VII, except that committees shall not be required to conduct regular or annual meetings unless the committee, by resolution, determines to do so. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**Section 9. Reports.** Each committee shall keep regular minutes of the transactions of its meetings and shall report its activities to the Board of Directors at its regular meetings if and when there is committee activity and shall make recommendation directly to the Board of Directors on matters referred to it or falling within its charge.

## **ARTICLE VIII**

### **CONTRACTS & LOANS**

**Section 1. Contracts.** The Board of Directors may 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 evidences 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.

## **ARTICLE IX**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of the Articles of Incorporation, these bylaws, 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 X**

### **PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No Director, Officer of, member of a committee of, or person connected with the Corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Corporation; *provided, however*, this provision shall not prevent the payment to any such person of

such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

## **ARTICLE XI**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS**

To the extent permitted by law, 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, suit, or proceeding, 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 against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by their in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

To the extent permitted by law, 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 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, or other enterprise or as a trustee, officer, employee, or agent of any employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by their in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

To the extent permitted by law, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation against any liability asserted against them and incurred in such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability.

The indemnity provided for by this Article XI shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article XI be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the bylaws.

## **ARTICLE XII**

### **MISCELLANEOUS PROVISIONS**

**Section 1. Facsimile and Electronic Signatures.** In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these bylaws, facsimile and electronic signatures of any Officer or Officers of the Corporation may be used whenever and as authorized by the Board of Directors or a committee thereof. An “electronic signature” is any electronic symbol or process attached to or logically associated with a document sent by electronic transmission and executed or adopted by a person with the intent to sign such document. “Electronic signature” includes (i) a unique password or unique identification assigned to a person by the Corporation; (ii) a person’s typed name attached to or part of an electronic transmission sent by or from a source authorized by such person such as an e-mail address provided by such person as that person’s e-mail address; (iii) a person’s facsimile signature; and (iv) any other form of electronic signature approved by the Board.

**Section 2. Corporate Seal.** The Corporation shall not adopt an official seal.

**Section 3. Fiscal Year.** The fiscal year of the Corporation shall be from the first day of July 1 of a given year through and including June 30 of the following year.



**Section 4. Corporate Records.** The books and records of the Corporation shall be kept in accordance with the record retention policy of the Corporation..

**Section 5. Voting of Stocks Owned by the Corporation.** In the absence of a resolution of the Board of Directors to the contrary, the Board President, and the Vice-President acting within the scope of their authority as provided in these bylaws, are authorized and empowered on behalf of the Corporation to attend and vote, or to grant discretionary proxies to be used, at any meeting of members of any corporation in which this Corporation holds or owns shares of stock, and in that connection, on behalf of this Corporation, to execute a waiver of notice of any such meeting or a written consent to action without a meeting. The Board of Directors shall have authority to designate any Officer or person as a proxy or attorney-in-fact to vote shares of stock in any other corporation in which this Corporation may own or hold shares of stock.

**Section 6. Members' Right to Information.** A Member of the Corporation is entitled to inspect and copy, any of the following records of the corporation: (i) Articles or restated articles of incorporation and all amendments currently in effect; (ii) bylaws or restated bylaws and all amendments currently in effect; (iii) minutes of all members' meetings and records of all action taken by members without a meeting, for the past three (3) years; (iv) all written communications to members generally within the past three years, including the financial statements furnished for the past three (3) years; (v) a list of the names and business addresses of the corporation's current Directors and Officers; and (vii) the corporation's most recent biennial report delivered to the Iowa Secretary of State. Provided the Member shall have given the Corporation written notice of the Member's demand at least five (5) business days before the date on which the Member wishes to inspect and copy.

**Section 7. Director's Access to Records.** A Director is entitled to inspect and copy the books, records, and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

**Section 8. Electronic Transmissions.** "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

### **ARTICLE XIII** **AMENDMENT**

Except as otherwise provided by law or by specific provisions of these bylaws, the bylaws may be amended or repealed by a simple majority of the Board of Directors or by a two-thirds (2/3) majority of the Members at any annual, regular, or special meeting of the Board of Directors or of the Members.

Iowa Nonprofit Alliance,

By: Emily Shields, Board President June 7, 2021

By: Julianne Gassman, Secretary June 7, 2021

Amended by vote of the Board of Directors on November 20, 2024