

**BYLAWS  
OF  
FRIENDS OF LAKE MANAWA, INC.**

**SECTION 1: OFFICE LOCATION**

1-1. Principal Office. The principal office of the Corporation shall be located in the City of Council Bluffs, County of Pottawattamie and State of Iowa. The Corporation may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

1-2. Registered Office. The registered office of the Corporation, required by Revised Iowa Nonprofit Corporation Act, Iowa Code Chapter 504, to be maintained in the state of Iowa, may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

**SECTION 2: MEMBERS**

2-1. Member Defined. Any person who supports the purposes of the non-profit Corporation shall be eligible for membership. There shall be four classes of membership: Individual Membership, Family Membership, Business Membership, and Associate Membership. Individual Members shall be entitled to one vote at any meeting of the membership. Family Members and Business Members shall be entitled to two votes at any meeting of the membership. Upon payment of membership dues, Family and Business Members shall designate two persons entitled to cast their two votes. Associate Members are not entitled to vote at any meeting of the membership. The Park Manager of Lake Manawa State Park is an ex-officio Member of the Friends of Lake Manawa, Inc. and its Board of Directors.

2-2. Membership Dues. Membership dues for those classes of membership entitled to vote shall be for one calendar year and all memberships expire December 31<sup>st</sup> each year. The Board of Directors shall set the amount payable as dues.

2-3. Resignation. A Member may resign at any time in writing sent to the Corporation in c/o the Board of Directors. Any dues paid at the time of resignation shall be non-refundable and forfeited.

2-4. Termination, Expulsion, or Suspension. An Individual Membership terminates upon the death of a Member. A Business Membership terminates upon the dissolution of that entity. A Family Membership terminates upon any event that ends the familial relationship.

Any Member of the Corporation may be expelled or suspended by a two-thirds majority vote of the Members entitled to vote or by a two-thirds majority vote of the elected Board of

Directors for conduct deemed prejudicial to the interests of the Corporation after considering all the relevant facts and circumstances; provided, however, that:

- (a) Not less than fifteen days prior written notice of the expulsion, suspension, or termination be sent to the Member with the reasons therefore; and
- (b) The Member has an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by a person or persons authorized to decide that the proposed expulsion, termination, or suspension not take place.

Any written notice given by mail pursuant to this section must be given by first class or certified mail sent to the last address of the Member shown on the Corporation's records.

A Member who has been expelled or suspended may be liable to the Corporation for dues, assessments, or fees as a result of obligations incurred or commitments made prior to expulsion or suspension.

2-5. Membership Not Transferable or Assignable. Membership in this Corporation is not transferable or assignable.

### SECTION 3: MEMBERSHIP MEETINGS

3-1. Annual Membership Meeting. The annual meeting of the Members shall be held each October for the purpose of electing Directors and the transaction of any other business as may properly come before it. The president and treasurer shall report on the activities and financial condition of the Corporation. All annual membership meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order.

3-2. Special Membership Meetings. Special meetings of the Members, for any purpose unless otherwise prescribed by statute, may be called by the President, a majority of the Board of Directors, or a majority of Members at a place in Council Bluffs, Iowa designated by the President or Board. All special membership meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order.

3-3. Notice of Meetings. Notice of any meeting at which the Individual, Family, and Business Members have the right to vote, shall be given to those Members in a fair and reasonable manner not less than ten days nor more than sixty days before the meeting and shall state the time, date, place, and a description of the purposes for which the meeting is called. Notice shall be sent to the Member by first class or certified mail or by electronic transmission to an address provided by the Member.

3-4. Quorum. A quorum shall exist when ten percent (10%) of Members entitled to vote

are present at a duly called membership meeting.

3-5. Proxies. No voting by proxy shall be allowed. Members may vote in person only. Family and Business Members must have their designated persons present for each vote exercised.

3-6. Record Date. The Board of Directors shall fix a record date for the purpose of determining the Members entitled to notice of a Members meeting, the Members entitled to vote at a Members meeting, or Members entitled to exercise any rights in respect of any other lawful action. The record date fixed by the Board of Directors shall not be more than seventy (70) days before the meeting or action requiring a determination of Members occurs.

#### SECTION 4: BOARD OF DIRECTORS

4-1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. The Board may authorize any officer or agent 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.

4-2. Number, Tenure, and Qualifications. The number of Directors shall be a minimum of five and a maximum of eleven. Directors shall be elected for staggered terms of three years. A Director's term shall commence with the Director's election and end with the election of a new Director. Each Director shall be a voting Member of the corporation. Each Director shall serve without compensation and be able to regularly attend all meetings of the Board or membership.

4-3. Regular Meetings. A meeting of the Board of Directors shall be held, without notice other than as required by these Bylaws, immediately after, and at the same place as the annual meeting of the Members for the purpose of setting, by resolution, the time and place, within Iowa, for the holding of regular meetings without other notice than such resolution and shall provide that the first regular meeting be held within thirty days of the annual meeting of the Members. All regular meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order.

4-4. Special Meetings. Special meeting of the Board of Directors may be called by, or at the request of, the President or two other officers upon written notice given at least five days before the meeting including a description of the purpose for which the meeting is called. Any Director may waive written notice. Attendance of a Director at a meeting shall constitute waiver of notice except where the Director attends the meeting for the direct purpose of objecting to transaction of business because the meeting was not lawfully called or convened. All special meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order.

4-5. Board Quorum, Manner of Acting, Amendment of Articles of Incorporation or Bylaws. A majority of the number of current elected Directors shall constitute a quorum for all transactions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the corporation, except that amendment of these Bylaws or the Articles

of Incorporation shall require the affirmative vote of a majority vote of the elected Directors.

4-6. Board Vacancies. A vacancy in the Board of Directors may be filled by the vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. The term of such appointment shall be the remaining term of the predecessor.

4-7. Informal Action by Directors. Any action, which may be taken at a meeting of the Directors, may be taken without a meeting if written, telephoned or emailed consent setting forth the action so taken is given by all Directors entitled to vote on the subject matter.

4-8. Director Removal or Resignation. A Director may be removed by a two-thirds majority vote of Members present at an annual meeting or special meeting properly held in accordance with Section 3 by a two-thirds majority vote of the elected Board of Directors at a regular meeting or special meeting properly held in accordance with Section 4. A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or the president or secretary.

## SECTION 5: OFFICERS

5-1. Number of Officers. The officers of the Corporation shall be the president, vice-president, secretary, and treasurer. One person may serve simultaneously as vice-president, secretary, and treasurer, or any combination thereof.

5-2. Election and Terms of Officers; Vacancies. Officers shall be elected from among the currently elected Directors of the Corporation. The election shall be at the Board's first meeting following the annual membership meeting. The term of each officer so elected shall be one year. A vacancy shall be filled by the Board for the remaining portion of the term.

5-3. President. The president shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. The president shall, when present, preside at all meetings of the Members and the Board. The president shall also have such other duties and authority to the extent consistent with the duties of that office and the Bylaws or as prescribed in a resolution by the Board of Directors.

5-4. Vice-President. In the absence of the president or in the event of the president's death, inability, or refusal to act, the vice-president shall act in lieu of the president. The vice-president shall also have such other duties and authority to the extent consistent with the duties of that office and the Bylaws or as prescribed in a resolution by the Board of Directors.

5-5. Secretary. The secretary shall: take and keep the minutes of the meetings of the membership and Board; see that all notices are duly given; be custodian of the Corporation records; and keep a register of the mailing address of each Member. The secretary shall also have such other duties and authority to the extent consistent with the duties of that office and the Bylaws or as prescribed in a resolution by the Board of Directors.

5-6. Treasurer. The treasurer shall serve without bond unless required by the Board.

The treasurer shall: have charge and custody of and be responsible for all funds and securities of the Corporation; receive, and give receipts for, if requested, moneys due and payable to the Corporation from any source, and deposit all such moneys in the name of the Corporation in such depositories as shall be selected in accordance with Section 6 of these Bylaws; and furnish the Board with written statements of receipts, disbursements and balances at intervals determined by the Board. The treasurer shall otherwise perform his or her duties in accordance with Section 6 of these Bylaws.

5-7. Assistants and Acting Officers. The Board shall have the power to appoint any person as assistant to any officer or to perform the duties of such officer whenever for any reason it is impractical for such officer to act personally, and such assistant or acting officer so appointed by the Board shall have the power to perform all the duties of the office to which the person is so appointed to act, subject to restrictions imposed by the Board.

## SECTION 6: WRITTEN INSTRUMENTS, LOANS, DEPOSITS

6-1. Written Instruments Except Checks and other Withdrawal Instruments. All written instruments and agreements to which the Corporation is a party, except checks drawn on an account maintained in the Corporation's name and other instruments for withdrawal of funds from such account, shall be authorized by resolution of the Board, and signed by the President and Secretary or, if either is unavailable, by one of them and another officer of the Corporation.

6-2. Checks and Other Instruments for Withdrawal of Funds. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or any other officer as authorized by resolution of the Board of Directors. All amounts in excess of \$1,500.00 require the signatures of two officers and authorization by resolution of the Board of Directors.

6-3. Deposits. All funds of the Corporation not otherwise employed shall be promptly deposited to the credit of the Corporation in financial institutions as the Board may select.

6-4. 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.

## SECTION 7: COMMITTEES

7-1. Nominating. No later than July of each year, the Board shall appoint a nominating committee which shall develop a slate of nominees for the Directorships to be filled by election at the next annual membership meeting. The slate shall be presented in the notice of the annual membership meeting. Additional nominations shall be permitted from the floor.

7-2. Other Committees. The Board of Directors may establish, in accordance with the Revised Iowa Nonprofit Corporation Act, such other committees, permanent or temporary, as deemed necessary. Each committee so established shall serve at the pleasure and direction of the

Board.

SECTION 8: CORPORATE SEAL

This Corporation shall not have a seal.

SECTION 9: 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, Bylaws, or the Revised Iowa Nonprofit Corporation Act, 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 deemed equivalent to the giving of such notice.

SECTION 10: AMENDMENTS

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Members entitled to vote in the election of any Director at an annual meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent to each Member entitled to vote at such meeting, which notice shall state the alterations, amendments, additions, or changes which are proposed to be made in such Bylaws. Only such changes shall be made as have been specified in the notice. These Bylaws may also be altered, amended or repealed by a majority vote of the elected Directors at any regular or special meeting. However, any Bylaws adopted by the Board may be altered, amended, or repealed by the Members.

The foregoing Bylaws were adopted by the Board of Directors of said Corporation by affirmative majority vote of said Board at its meeting on the \_\_\_ day of \_\_\_\_\_, 2010 and ratified by a majority vote of the Members at their meeting the \_\_\_ day of \_\_\_\_\_, 2010. These Bylaws supersede all prior Bylaws enacted by the Friends of Lake Manawa, Inc.

\_\_\_\_\_  
President

Subscribed and sworn to be upheld on this \_\_\_ day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
Notary Public