

IOWA NONPROFIT CORPORATION BYLAWS
OF
EARLHAM COMMUNITY CENTER, INC.

ARTICLE I.

OBJECTS

The EARLHAM COMMUNITY CENTER, INC. (hereinafter called the "Corporation") will conduct its activities to promote the purposes for which it was organized as set forth in the Articles of Incorporation. The primary purpose of the Corporation is to erect and maintain a public building and dedicate and distribute said building to the City of Earlham, Madison County, Iowa, for public purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes and objects set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on:

- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II.

OFFICES

Section 2.1 Principal Office. The principal office of the Corporation in the State of Iowa shall be located in the City of Earlham, County of Madison. The Corporation may have such other offices, either within or without the State of Iowa as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2.2 Registered Office. The registered office of the Corporation required by the Iowa Nonprofit Corporation Act, Chapter 504A, Code of Iowa, to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III.

MEMBERS

The Corporation shall have no members.

ARTICLE IV.

BOARD OF DIRECTORS

Section 4.1 General Powers. The business and affairs of the Corporation, including the control and disposition of its property and funds, shall be managed by its Board of Directors. The Board of Directors shall have sole authority to establish methods of contributions, accept or reject contributions, or to provide for any other restrictions, qualifications or levels relating to contributions which it in its sole discretion deems necessary, subject to applicable legal requirements.

In accepting gifts, bequests, and devises it is the intention that the directors will manage the affairs in such a manner so as to comply with the meaning of the terms and limitations of the Articles of Incorporation and these Bylaws so that such actions will not jeopardize the federal income tax exemption of this Corporation pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or as may be amended.

Section 4.2 Number, Tenure and Qualifications. The number of directors of the Corporation shall be eight (8) and each shall serve for a term of one (1) year commencing with his or her election or until his or her successor has been elected and qualified.

Section 4.3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw on the second Monday in January of each calendar year at the principal office of the corporation. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Iowa, for the holding of additional regular meetings without other notice than such resolution.

Section 4.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them.

Section 4.5 Notice. Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally or mailed to each director at his or her personal or business address. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. 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 when 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. Except as otherwise provided in these Bylaws, 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 or waiver of notice of such meeting.

Section 4.6 Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 4.7 Vacancies. Any vacancy occurring in the Board of Directors and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of directors may be filled by election by a majority of the then sitting Directors of the Corporation. A director so elected shall serve the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be.

Section 4.8 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 his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the persons acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered 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 4.9 Informal Action by Directors. Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. For purposes hereof, facsimile signatures shall be adequate to show consent.

Section 4.10 Compensation. Directors shall serve without compensation, except reasonable expenses may be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain the services of a director other than in his or her capacity as a director and the director may be compensated for services so rendered as the Board of Directors may from time to time deem appropriate.

ARTICLE V

OFFICERS

Section 5.1 Officers' Appointment and Term of Office. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. They shall be elected annually at the first meeting of the Board of Directors held after the beginning of the calendar year. Each officer shall hold office until his or her successor shall have been duly appointed and shall have qualified or until his or her death or resignation.

Section 5.2 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in accordance with the provisions of these Bylaws with respect to the original appointment to such office.

Section 5.3 President. The 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. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any 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 President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall act on behalf of the Corporation with respect to any federal, state or local tax matters.

Section 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 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 or her by the President or by the Board of Directors.

Section 5.5. Secretary. The Secretary shall:

- (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose.
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records.
- (d) keep a register of the post office address of each member of the Board of Directors which shall be furnished to the Secretary by such member; and
- (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 5.6. Treasurer. The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds (including disbursements) and property of the Corporation;
- (b) receive and give receipts for monies due and payable for the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws;
- (c) compile and distribute annually to each director a report of the activities of the Corporation, including a statement of receipts and expenditures; and
- (d) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. The Treasurer may be required to give a bond at the expense of the Corporation for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 5.7. Resignation. Any officer may at any time resign by serving written notice thereof to the Board of Directors. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and, unless otherwise specified therein, acceptance thereof shall not be necessary to make it effective.

Section 5.8. Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. Any officer holding the position of President, Vice President, Secretary or Treasurer shall automatically be removed if the individual holding the subject office is no longer a member of the Corporation's Board of Directors due to death, resignation or removal.

Section 5.9. Assistants and Acting Officers - Executive Director. The Board of Directors or any officer, duly authorized by the Board of Directors, may appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever it is impractical for such officer to act personally, and such assistant or acting officer may perform all the duties of the office to which appointed as assistant, except as such power may otherwise be defined or restricted by the Board or the appointing officer.

The Board of Directors is hereby explicitly authorized to, in its discretion, appoint a full or part-time Executive Director to assist each of the Corporation's officers in the conduct of their duties and the business of the Corporation. An officer or director of the Corporation or any other person may serve as Executive Director. The Executive Director shall manage the regular business and affairs of the Corporation and shall have other such powers and duties as the Board of Directors shall specify.

Section 5.10. Salaries. The President, Vice President, Secretary and Treasurer shall serve without compensation, except that reasonable expenses may be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain the services of the President, Vice President, Secretary and Treasurer other than in their capacity as such officers and they may be compensated for services so rendered as the Board of Directors may from time to time deem appropriate.

ARTICLE VI.

AMENDMENTS.

These Bylaws may be altered, amended or repealed and new or amended Bylaws may be adopted by a majority vote of the Board of Directors.

ARTICLE VII.

RULES OF PROCEDURE

All meetings of the corporation shall be governed by Roberts Rules of Order.

PASSED and ADOPTED by the Directors of Earlham Community Center, Inc.