

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 and 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).

SECTION 1.1 DUTIES. - As set forth by the provisions of Section 24.04 of the Earlham City code: The Board shall oversee the use, maintenance, and management of the community center. It shall have power to make rules and regulations governing the use of the community center, subject to the approval of the rules by the Council.

SECTION 1.2 REPORTS TO COUNCIL. The Board shall report to the Council its activities from time to time as it deems advisable or upon Council request. Its revenues and expenditures shall be reported in the manner of other departmental expenditures.

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. As set forth by the provisions of Section 24.03 of the Earlham City code - The Board shall consist of seven members, four of whom shall be residents of the City and three of who may (but need not be) nonresidents. All members of the Board shall serve for staggered five-year terms. To implement staggered terms, two members of the initial board shall serve for two years, two members of the initial board shall serve for three years, and three members of the initial board shall serve for five years.

Section 4.3. Regular Meetings. The Board of Directors will meet a minimum of six (6) times annually at a time and place established by the Board. The Board may meet in person or virtually. 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 Chairperson or a majority of the directors. The person or person 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 meetings 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 consent of a majority of the directors in attendance at a regular meeting or by electronic media. 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 meetings 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. If any matter of business pertaining to the Community Center or involving the board requires a decision when and where a regular or special meeting cannot be held in a reasonable time to meet the needs, the board may utilize electronic communications to obtain a quorum as determined by the acting Chairperson. When using electronic communications, a quorum must be reached in order to proceed with such business needs.

**Section 4.7 Vacancies.** As set forth by the provisions of Section 24.03 of the Earlham City code Amended – Vacancies shall be filled in the manner as original appointments.

**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 secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail or electronic media 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 the directors entitled to vote with respect to the subject matter thereof. For purposes hereof, electronic media 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. As set forth in the provisions of Section 24.03 of the Earlham City code Amended – The Board shall elect its own Chairperson, Secretary, and Treasurer every two years at the first meeting of the year.

Section 5.2 Vacancies. In the case of a vacancy in any office because of death, resignation, removal, disqualification or otherwise, the Board will have the authority to fill such vacancy for the unexpired term of the vacated office.

Section 5.3 Chairperson. The Chairperson 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 over 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 Chairperson and such other duties as may be prescribed by the Board of Directors from time to time. The Chairperson shall act on behalf of the Corporation with respect to any federal, state or local tax matters and ensure compliance to all provisions as set forth in the City of Earlham code. The Chairperson shall coordinate with the City of Earlham to notify the Board of Directors of any changes and/or additions to said code and provide written copies for retention with these Bylaws.

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 Chairperson or by the Board of Directors.
- f) will assume duties of the Chairperson and/or Treasurer in the event of absence or incapacity of the Chairperson and/or Treasurer and will assume the office, if possible until such time as an election by the board can be held to fill such vacancy.



**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 along with recommendations of the audit committee as detailed in the Audit Policies and Procedures of the Board; and
- d) in general, perform all 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.
- e) will assume duties of the Chairperson and/or Secretary in the event of absence or incapacity of the Chairperson and/or Secretary and will assume the office, if possible until such time as an election by the board can be held to fill such vacancy.

**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 judgement the best interest of the Corporation will be served thereby. Any officer holding the position of Chairperson, 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 Salaries.** The Chairperson, 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 Chairperson, 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.

These Bylaws will govern the Board of Directors actions and duties as dictated herein except as set forth in the provision of the City of Earlham Code which will supersede these Bylaws as long as the City of Earlham retains ownership of the facility and its grounds.

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.

Theresa Carrillo Theresa Carrillo Date 6-7-23

Eva Helps [Signature] Date 6-7-23

Doris Faux Doris Faux Date 6-7-23

Michele McDaniel Michele McDaniel Date 6/7/23

Heather McLaughlin Heather McLaughlin Date 6/7/23

Jeannine Pacholski Jeannine Pacholski Date 6/7/23

Colleen Peterson Colleen Peterson Date 6/7/23

## SERVICE AGREEMENT

This Agreement is made and entered into by and between Earlham Community Center, Inc. (herein referred to as "Community Center"), and Connie Wilkinson (herein referred to as "Wilkinson").

### WITNESSETH:

Earlham Community Center, Inc. operates a community center building in the City of Earlham, Iowa. The Community Center is desirous of retaining Wilkinson as a building and property manager to supervise and oversee the maintenance and general care of the community center building and adjoining grounds. Wilkinson is willing to serve as a building and property manager on an independent contract basis, and on the terms and conditions described generally herein.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, Community Center and Wilkinson hereby agree as follows:

**1. Description of Work.** Wilkinson hereby agrees to furnish all labor; and Community Center agrees to furnish all supplies, tools, and equipment necessary to perform the following services for Community Center:

- a. Serve as building and property manager of the community center building, which duties are generally to supervise and oversee the maintenance and general care of the building and adjoining grounds.
- b. Keep the community center building clean, sanitary, and as attractive to the community as possible.
- c. Inspect the entire building on a daily basis, reporting all rule violations and other irregularities to the Earlham City Clerk.
- d. Collect any trash in and around the building on a daily basis, and water the shrubs as needed. Wash all windows as needed.
- e. Clean and arrange the utility and storage rooms in the building on a weekly basis, removing all trash and unused items from the building.
- f. Wilkinson shall be responsible for the enforcement of the terms of the lease agreements with tenants of the building. Wilkinson shall use her best efforts to ensure that the tenants leave the building in as good condition as it was at the commencement of their lease.

2. **Compensation.** Community Center shall pay Wilkinson an annual fee of \$6,000.00 for her services, payable at the commencement of this agreement on a bi-weekly, monthly or quarterly basis as Wilkinson directs. Said annual compensation amount shall be prorated and paid up to the date of termination of this agreement in the event this agreement is terminated early by either party during any twelve-month term. In addition, Community Center shall pay Wilkinson the sum of \$10.00 per hour for additional hours Wilkinson may work after the departure of a tenant in order to restore the building to as good condition as it was in when the tenant commenced its occupancy.

3. **Term/Termination.** The term of this agreement shall commence on the 15<sup>th</sup> day of March, 2001, and continue until September 1, 2002. However, either party may earlier terminate this agreement during the stated term hereof on thirty (30) days written notice given to the other.

4. **Insurance and Indemnification.** Wilkinson agrees to maintain general liability insurance coverage insuring the risks associated with the performance of her duties herein in a minimum amount of \$100,000.00. Community Center shall have no liability for damages and/or claims arising from the work performed by Wilkinson under this agreement, and Wilkinson shall indemnify Community Center for any and all sums and judgments Community Center must pay, including attorney fees and defense costs, as a result of claims asserted against Community Center, or the City of Earlham, Iowa, for such damages.

IN WITNESS WHEREOF, Community Center and Wilkinson have executed this agreement on the \_\_\_\_\_ day of March, 2001.

EARLHAM COMMUNITY CENTER, INC.

By \_\_\_\_\_  
Burton Kisling, Board Chairman

\_\_\_\_\_  
Connie Wilkinson