

**BYLAWS  
OF THE  
IOWA CONSERVATION AND PRESERVATION CONSORTIUM (ICPC)**

**Article I: Meetings**

**Section 1. Annual Business Meetings.**

The annual business meeting of the ICPC shall be held each year as determined by the Board of Directors. One of the purposes of the meeting shall be the election of a Board of Directors. All members shall be notified of the meeting at least four (4) weeks prior to the meeting. At the discretion of the Board of Directors, notice shall be either through an announcement in an ICPC newsletter or a general mailing.

**Section 2. Delayed Annual Business Meetings.**

If, for any reason, the annual business meeting is not held on the date designated, the meeting may be called and held as a special meeting.

**Section 3. Special Meetings.**

A meeting of the members of the corporation may be called by a majority vote of the Board of Directors, or by petition of one-third (1/3) of the membership. Notice of such meeting shall be the same as for annual business meetings.

**Section 4. Voting.**

Each paid membership shall be entitled to one vote on each matter submitted to a vote of the full membership. No proxy voting shall be allowed at any meeting of the ICPC.

**Section 5. Quorum.**

Seven (7) members shall constitute a quorum at a meeting of members. A majority of the votes cast at a meeting at which a quorum is present shall be necessary for the transaction of business.

**Article II: Board of Directors**

**Section 1. Function.**

The entire control of the ICPC, its affairs, and property, shall be vested in the Board of Directors, except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws.

**Section 2. Number of Directors.**

The number of directors of the ICPC shall be fixed from time to time by the vote of the majority of the entire Board of Directors, provided that the number shall not be less than nine (9) nor more than twenty-one (21). Any increased number of directors shall be elected by the members at the next annual business meeting. The number of directors shall not be reduced so that the term of any director in office at that time is shortened. All directors must have ICPC personal memberships.

**Section 3. Staggered Terms.**

The directors shall be divided into three classes: Class I, Class II and Class III. Each class shall have, as nearly as possible, the same number of directors. The term of office of the initial Class I directors shall expire at the conclusion of the first annual business meeting; the term of office of the initial Class II directors shall expire at the conclusion of the second annual business meeting; and the term of office of the Class III directors shall expire at the conclusion of the third annual business meeting. At each future annual election of directors by the members, the directors chosen to succeed those whose terms are then expired shall be identified as being of the same class as the directors they succeed and shall be elected by the members for terms expiring at the conclusion of the third successive annual business meeting. In case of an increase in the number directors, the directorships thereby created shall be apportioned among the classes of director so as to maintain within each class, as nearly as possible, the same number of directors.

**Section 4. Election of Directors.**

Except as otherwise provided herein, directors shall be elected at the annual business meeting and each director shall serve for three years or until a successor is elected or appointed and qualified. No director shall serve more than two (2) consecutive terms.

**Section 5. Removal of Directors.**

At any meeting of the members, any director or directors may be removed from office, without assignment of any reason, by a majority vote of the members.

**Section 6. Vacancies.**

Any vacancy occurring in the Board of Directors shall be filled by appointment by the ICPC President, subject to confirmation by the affirmative vote of a majority of the directors. A director filling a vacancy shall serve for the unexpired term of that director's predecessor.

**Section 7. Honorary Directors.**

The Board of Directors may appoint persons to serve on the Board of Directors as honorary directors. Any such appointees shall not have the right to vote, and shall not be considered directors for purposes of these Bylaws or the Articles of Incorporation.

**Article III: Board of Directors Meetings**

**Section 1. Notice of Regular Meetings.**

Regular meetings of the Board of Directors may be held at times and places agreed on by the majority of the directors at any meeting of the Board of Directors, and such meetings may be held at such times and places without any further notice of the time, place, or purpose of such meetings.

**Section 2. Notice of Special Meetings.**

Special meetings of the Board of Directors may be held at the request of the ICPC President or a majority of directors at any meeting of the Board of Directors, and such

meetings may be held at such time and places without any further notice of the time, place, or purpose of such meetings.

**Section 3. Quorum of Directors.**

A majority of the directors shall be necessary to constitute a quorum for the transaction of business.

**Section 4. Action.**

The Board of Directors shall take action pursuant to motions adopted by the affirmative vote of a majority of the directors present at a Board of Directors meeting where a quorum is present. No proxy voting shall be allowed at any Board of Directors meeting.

**Section 5. Action by Unanimous Written Consent.**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, without prior notice, and without a vote if consents in writing, setting forth the action so taken are signed by *all* the directors of the ICPC.

**Article IV: Officers**

**Section 1. Officers Named.**

The officers of the ICPC shall consist of a President, a Vice President/President-Elect, an Immediate Past President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. Only personal members of ICPC may hold office.

**Section 2. Duties of Officers.**

A. President. The President shall be the chief executive of the ICPC. He or she shall preside at all meetings of the ICPC; shall be *ex officio* a member of all standing or special committees; shall have general charge of the activities of the corporation; and shall see that all resolutions of the board are carried into effect.

B. Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as may be assigned by the Board of Directors or the President.

C. Secretary. The Secretary shall attend all sessions of the Board of Directors and shall record the minutes in a book to be kept for that purpose. The Secretary shall give notice of all meetings of the Board of Directors, and shall take care of all correspondence under the supervision of the President, and shall perform such other duties as may be assigned by the Board of Directors or the President.

D. Treasurer. The Treasurer shall have the custody of the ICPC's funds and shall keep full and accurate accounts of receipts and disbursements, and shall deposit all moneys and other valuable effects in the name and to the credit of the ICPC in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the ICPC as may be ordered by the Board of Directors. When

requested, the Treasurer shall render to the President and the Board of Directors an account of all transactions as Treasurer and an account of the financial condition of the ICPC. The Treasurer may be required to furnish surety bond in the amount determined by the Board of Directors. The Treasurer shall also perform such other duties as may be assigned by the Board of Directors or the President.

**Section 3. Election of Officers.**

The officers shall be elected annually by the Board of Directors at the first meeting of the board following the annual business meeting. The initial officers shall be elected by the Board of Directors at the organization meeting pursuant to Iowa Code section 504A.33. They shall serve until the conclusion of the first meeting of the board following the annual business meeting.

**Section 4. Terms of Office.**

The officers shall each serve one-year terms. Each officer shall serve no more than three (3) consecutive terms in the same office.

**Section 5. Removal from Office.**

Any officer may be removed from office by the affirmative vote of a majority of the Board of Directors, whenever in their judgment the best interests of the ICPC will be served thereby.

**Section 6. Vacancies.**

Any vacancy in an office from any cause may be filled for the unexpired portion of the term by the Board of Directors.

**Article V: Dues**

**Section 1. Annual Dues.**

The Board of Directors may determine the amount of the annual dues payable to the ICPC by members in various categories.

**Section 2. Payment of Dues.**

Dues shall be payable on the first day of January of each year.

**Article VI: Fiscal Year**

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

**Article VII: Indemnification**

The ICPC shall indemnify each of its directors, officers, employees and agents, and their heirs, executors, and administrators, against any and all liability, damages, claims or expenses incurred or sustained in connection with the defense of any action, suit, or proceeding to which he or she may be made a party, or in which he or she may have been involved, including settlement or compromise of the same, by reason of his or her being, or having been, a director, officer, employee or agent of the corporation, except in

relation to matters as to which he or she shall finally be adjudged in such action, suit, or proceeding to be liable for gross negligence, willful misconduct, bad faith, or reckless disregard of his or her duties.

### **Article VIII: Corporate Reports**

#### **Section 1. Report of the President.**

The President of the ICPC shall at the annual business meeting of the ICPC make a report of all business and affairs of the ICPC coming within the scope of the President's office.

#### **Section 2. Financial Report.**

An audited financial statement shall be provided to all members annually. The financial statement shall show the receipts and expenditures of the ICPC for the most recently completed fiscal year.

#### **Section 3. Minutes.**

The ICPC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors. The ICPC shall keep at its registered office a record of the names and addresses of its members entitled to vote. All books and records of the ICPC may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time.

### **Article IX: Committees**

The Board of Directors shall have the power to designate committees by resolution. These committees serve at the pleasure of the Board of Directors. Each committee shall have powers and duties as delegated by the Board of Directors. A majority of the members of a committee will constitute a quorum for all committee action.

### **Article X: Employees**

The Board of Directors may engage the services of such employees as may be deemed necessary or advisable for the objects and purposes of the ICPC. The powers and duties of such employees and agents shall be prescribed by the Board of Directors.

### **Article XI: Expulsion of Members**

Any member may be removed from membership by a majority vote of the members present at any annual meeting, or at a special meeting of the members called for the purpose, for conduct deemed prejudicial to the ICPC, provided that the member shall first have been served with written notice of the accusations, and shall have been given an opportunity to produce witnesses, if any, and to be heard, at the meeting at which the vote is taken.

### **Article XII: Amending the Bylaws**

These Bylaws may be amended by the affirmative vote of the majority of the Board of Directors if notice of the proposed amendment is contained in the notice of the Board of Directors meeting or is given at the Board of Directors meeting immediately preceding the meeting at which the amendment is adopted.

APPROVED AND ADOPTED THIS 22 DAY OF November, 1996

Nancy Kraft  
President

Rebecca Stuber Rommerson  
Secretary