

BY-LAWS OF THE GREATER SW FLORIDA PARADISE IOWA CLUB

ARTICLE I - Name

1.1 The name of this organization shall be the Greater SW Florida Paradise Iowa Club (the "Iowa Club").

ARTICLE II - Geographic Region

2.1 The geographic area to be served by the Iowa Club shall include ZIP Code Regions 339 and 341 within the State of Florida (the "Geographic Region"). The Geographic Region may be modified from time to time as determined by the Board of Directors of the Iowa Club ("Board") with the prior written approval of the President of the University of Iowa Alumni Association ("UIAA") or his/her designee.

ARTICLE III - Relationship to the University of Iowa Alumni Association

3.1 The Iowa Club has been formed as an independent organization affiliated in purpose with the mission of the University of Iowa Alumni Association, a non-profit 501(c)(3) organization having its principal offices in Iowa City, Iowa, hereafter the "UIAA".

3.2 The UIAA's purpose, as stated in its bylaws, is as follows:

The purpose of the Association is to advance the cause of education and to that end promote the welfare of the University of Iowa and its alumni. The Association conducts programs involving the organization of graduates, former students, and friends of the University, to strengthen their University ties and, through their organized activities together, to strengthen the University.

3.3 It is the aspiration of the Iowa Club to function as a Type A "Recognized Iowa Club" for the Geographic Region in accordance with the standards for such recognition promulgated from time to time by the UIAA. A Recognized Iowa Club may elect to receive certain UIAA support and resources for Recognized Iowa Clubs as may from time to time be authorized by UIAA's board of directors. The Iowa Club's use of "Iowa Club" in its name and the Iowa Club holding itself out as a "Recognized Iowa Club" is contingent on its conforming to the UIAA's standards for such recognition.

ARTICLE IV - Purposes of the Iowa Club

4.1 The purposes of the Iowa Club are to encourage and cultivate interaction among graduates, former students and friends of the University (collectively referred to as "Alumni") residing in the Geographic Region, and in so doing generally advance the interests and promote the welfare of the Iowa Club, the University of Iowa (the "University") and the UIAA. To this end the Iowa Club will:

- a. Establish a membership of Alumni in the Geographic Region who share common enthusiasm for the purposes of the Iowa Club;
- b. Promote opportunities for fellowship among Alumni;
- c. Promote the loyalty of Alumni to the University;
- d. Provide activities and programs that create opportunities for Alumni to interact while supporting the University and its students, faculty and staff;
- e. Encourage Alumni to become members of the UIAA; and
- f. Assist Alumni in other meaningful ways to engage with each other and in the life of the University.
- g. Promote the University by the performance of charitable works within the Geographic Region.

ARTICLE V - Principal Office and Registered Agent

5.1 The principal office of the Iowa Club shall be in the Geographic Region at such location as the Board may from time to time determine. The Iowa Club may have such other offices within the Geographic Region as the Iowa Club's affairs may require.

5.2 The registered office and agent of the Iowa Club to be continuously maintained in the Geographic Region, if so required by applicable laws, shall be as specified from time to time by Board resolution to be reported and filed as may be required.

Article VI - Membership

6.1 General Membership. Subject to a one-time payment of membership dues of \$15 per person or \$25 per family membership, and/or other reasonable requirements imposed by the Board, all Alumni and their spouses/partners residing in the Geographic Region are eligible for general membership in the Iowa Club and to participate in the Iowa Club's events and activities intended for the general membership. The Board may from time to time by Resolution elect to modify the dues structure to increase the amount of the one-time membership payment amounts or to prospectively impose an annual dues requirement on all then existing and/or new members.

6.2 Subgroups. Provided there is no violation of Section 7.1 of these Bylaws, the Iowa Club may provide certain programs or activities for identified subgroups of the general membership, provided that each sub-group is open to all qualifying persons within the general membership.

6.3 Authority. The membership shall have only the powers and authority as may be expressly granted to it under these Bylaws, the Articles of Incorporation of the Iowa Club, and otherwise by applicable laws.

6.4 Information. The membership shall be kept reasonably advised of i) the identities and contact information of the Iowa Club's acting Board and officers, and ii) upcoming Iowa Club activities, programs and events. The Iowa Club will reasonably make available to the membership and the UIAA its calendar of planned activities.

Article VII - Limitations

7.1 Non-Discrimination Policy. The Iowa Club shall not discriminate in membership, participation or in any other respect on the basis of race, color, creed, religion, gender, national origin, marital status or sexual orientation.

7.2 Prohibition against Private Inurement. No part of the net earnings of the Iowa Club shall inure to the benefit of, or be distributed to Directors, officers, or any other persons, except that the Iowa Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objects and purposes set forth in Article IV of these Bylaws.

7.3 Prohibition against Lobbying and Political Activities. No substantial part of the activities of the Iowa Club shall be carrying on of propaganda, lobbying or otherwise attempting to influence legislation. The Iowa Club shall not participate or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office or any ballot issue.

7.4 Distribution of Assets upon Dissolution. Upon the dissolution of the Iowa Club any assets remaining after payment or provision for payment of all its debts and liabilities shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, or scientific purposes and that is tax exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, with a preference for distribution to the UIAA if so qualified and, if not, then to the University or the University of Iowa Foundation.

7.5 Prohibition against Compensation and Loans to Officers and Directors. No elected officer or Director of the Iowa Club shall receive compensation or be permitted to borrow funds from the Iowa Club. This prohibition shall not preclude reimbursement of authorized expenses advanced by such individuals on behalf of the Iowa Club.

ARTICLE VIII - Board of Directors

8.1 Management. The general management and control of the activities and affairs of the Iowa Club shall be vested in its Board of Directors.

8.2 Number, Qualification, and Terms of Office. The Board shall consist of three (3) to eleven (11) Directors. Within this range the number of Directors shall be set, from time to time, by the Board. Each acting Director of the Iowa Club must be a member in good standing of the UIAA and the Iowa Club during his or her term in office. At the organizational meeting of the Board when these Bylaws are adopted the following shall occur: 1) the initial Directors of a newly formed club, or the acting Directors for an existing club, shall be confirmed by Board resolution; and 2) each such Director shall be assigned a term of either one or two years, as the Board may determine, to stagger terms of office so that approximately half of the Directors' terms are expiring each year. At the Annual Meeting of the Board in all subsequent years, elections shall be held to replace the Directors whose terms are then expiring and to add Directors up to the maximum number prescribed. Elected Directors shall serve a term of two (2) years or until their successors are elected and qualified. Directors may serve an unlimited number of consecutive two years terms.

8.3 Procedure for Nomination of Directors.

- a. Nominating Committee. At least forty-five (45) days before each Annual Meeting of the Board, the then serving President of the Iowa Club shall appoint a Nominating Committee of not less than two (2) acting Directors. The Nominating Committee shall meet in person or other reasonable means for the purpose of making nominations for Director positions to be filled at the upcoming Annual Meeting on account of expiring terms and any Board authorized enlargement in the number of Directors. The nominating committee shall also nominate a slate of officers to serve for the upcoming year.
- b. Report of Nominating Committee. The report of the nominating committee shall be provided personally or by mail, telephone, fax or email to all acting Directors at least fifteen (15) days before the Annual Meeting.
- c. Election. Directors and officers shall be elected from among those persons nominated on the Nominating Committee report or from among other persons nominated by an acting Director at the Annual Meeting of the Board. Election shall be by majority vote of the Directors attending the Annual Meeting, assuming a quorum is present. If no quorum is present, a special meeting for elections shall be promptly called by the President.

8.4 Removal. Whenever the best interests of the Iowa Club will be served by such action, any Director of the Iowa Club may be removed from office by a vote of 2/3rds of the Directors then in office, excluding the Director at issue, at a special meeting of the Board duly called for the purpose of considering such removal.

8.5 Vacancies. Vacancies during the term of Directors shall be filled by majority vote of the remaining Directors at either a regular or special meeting of the Board. Each person elected to fill a vacancy shall serve until the expiration of the term for which his or her predecessor was elected.

8.6 Annual Meeting. An Annual Meeting of the Board shall be held during the month of June or July of each year at a time and place determined by the Board. Directors and officers shall be elected and a full report of the affairs of the Corporation shall be submitted. The general membership of the Iowa Club may be invited to observe. The agenda for the Annual Meeting shall include:

- Approval of the Minutes of the prior Annual (or other) Board meeting;
- Report of officers;
- Report of committee chairs;
- Review of Iowa Club's finances;
- Review of Iowa Club's activities;
- Review of the Iowa Club's compliance with applicable *UIAA Standards for Recognized Iowa Clubs*;
- Review of compliance with any applicable federal and state reporting requirements;
- Election of Directors for the upcoming year;
- Election of officers for the upcoming year; and
- Any additional items as may be appropriate.

8.7 Regular Meetings. Regular meetings of the Board shall be held at times and places as may be determined by the Board.

8.8 Special Meetings. Special meetings of the Board may be called by i) the President or ii) by the Secretary on the written request of the lesser of three (3) Directors or 1/3 of the Directors then serving.

8.9 Notice of Meetings. At least ten (10) days notice of any regular meeting, or five (5) days notice of any special meeting, shall be given personally or by mail, telephone, fax or email stating the time and place of the meeting. In the case of a special meeting, the notice shall also state the matters to be considered. A Director's attendance at a meeting for any purpose other than objecting to the sufficiency of notice shall constitute a waiver of notice.

8.10 Quorum. At all meetings of the Board, a majority of the then acting Directors shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless a different vote is required by these Bylaws, the Articles of Incorporation of the Iowa Club (if incorporated), or applicable laws. Vacancies or unfilled Directorships shall not be counted in determining the number of then acting Directors.

8.11 Place of Meetings. The Board may hold its meetings at such place or places within the Geographic Region as the Board may from time to time determine. Directors may participate in any meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director so participating is deemed to be present in person at the meeting.

8.12 Action by Consent. Any action that may be taken by the Board at a meeting may be taken without a meeting if consent, in writing, to the action to be so taken is signed by all acting Directors. Such action shall be effective on the date on which the last signed consent is obtained. A Director's signed consent may be transmitted electronically.

8.13 Procedure. The Board may adopt its own rules of procedure that are not inconsistent with these Bylaws. It shall keep regular minutes of its meetings.

8.14 Availability of Minutes. The minutes of the Annual and other meetings of the Board shall be made reasonably available to the UIAA and the general membership of the Iowa Club.

8.15 Authorizing Resolutions. Periodically the Board shall adopt an authoring resolution, to be in writing and maintained as part of the Iowa Club's official records, designating a depository, if applicable, for the Iowa Club's funds and specifying the persons, from among the Directors and officers, who are

authorized to make deposits and withdrawals, sign checks, and enter into approved contracts on behalf of the Iowa Club. At least two persons acting in their official capacities as an officer or Director shall be required to make withdrawals and sign checks unless otherwise specified in the authorizing resolution.

ARTICLE IX - Officers

9.1 Titles. The elected officers of the Iowa Club shall consist of the President, Vice-President, Secretary and Treasurer, each of whom shall be an acting Director of the Iowa Club.

9.2 Nominating Committee. In accordance with Section 8.3 of these Bylaws, the Nominating Committee shall make nominations for the elected officers from among the acting Directors to serve during the upcoming year.

9.3 Election and Term. Officers shall be elected by a majority vote of Directors at the Board's Annual Meeting, assuming a quorum is present. If no quorum is then present, a special meeting for elections shall be promptly called by the President. Officers may be elected from those Directors proposed by the Nominating Committee or otherwise nominated by a Director at the time of the meeting. A Director may serve in more than one elected officer position at a time provided the President may not also serve as the Treasurer. Each officer shall serve a term of one year from the date of election or until his or her successor is elected and qualified. Officers may serve successive terms.

9.4 Duties of Elected Officers.

a. The **President** shall preside at all meetings of the Board; shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee; shall see that all directions and resolutions of the Board are carried out; shall make reports to the Board; shall appoint all committee chairpersons; and shall perform such other duties as are necessarily incident to the office or are properly required of the President by the Board, the Articles of Incorporation of the Iowa Club (if incorporated), these Bylaws or applicable law.

Additionally, the President shall serve as the Iowa Club's liaison to the UIAA; shall become familiar with resources available from the UIAA for Recognized Iowa Clubs; and shall attend, when possible, UIAA training workshops (such as the annual Iowa Club Leaders' Workshop).

b. The **Vice President** shall perform the duties and exercise the powers of the President in the President's absence. The Vice President shall also perform such duties as are necessarily incident to the office or are properly required of the Vice President by the Board.

c. The **Secretary** shall keep a record of all meetings of the Board in a minute book belonging to the Iowa Club to be kept for that purpose; shall have charge of the Iowa Club's organizational records; shall see that proper notice is given of all meetings of the Board requiring notice; and shall make such reports and perform such other duties as are necessarily incident to the office or are properly required of the Secretary by the Board. Additionally, the Secretary shall maintain the official membership roster of the Iowa Club.

d. The **Treasurer** shall oversee the receipt of all revenues and the deposit of the same in the name and to the credit of the Iowa Club in such depositories as may be designated by the Board; shall oversee the payment of all bills; shall keep and maintain the financial records of the Iowa Club; shall make a report of the financial condition of the Iowa Club at the Annual Meeting and when otherwise called upon by the President or Board; and shall perform such other duties as are necessarily incident to the office or are properly required of the Treasurer by the Board.

9.5. Removal. Whenever the best interests of the Iowa Club will be served by such action, any elected officer of the Iowa Club may be removed from office by a vote of 2/3rds of the acting Directors, excluding the officer at issue, at a special meeting duly called for the purpose of considering such removal.

9.6. Vacancies. Vacancies in any elected office arising from any cause may be filled by majority vote of the Directors at either a regular or special meeting of the Board. Each person elected to fill a vacancy shall serve until the expiration of the term for which his or her predecessor was elected.

9.7. Appointed Officers. The Board may, from time to time, appoint one or more assistant officers as it deems appropriate for carrying out the activities of the Iowa Club. Any appointed officer employed by the Iowa Club may be reasonably compensated for services performed. Day to day operational responsibilities of the elected officers may be reasonably delegated to and among appointed officers.

ARTICLE X – Committees

10.1 General. The President, with the Board's concurrence, may from time to time establish Standing Committees and Special Committees (ad hoc) as shall be deemed desirable for the endeavors of the Iowa Club. Each Standing and Special Committee shall limit its activities to the accomplishment of those tasks for which it was appointed, and shall have no powers except those specifically conferred by action of the Board.

10.2. Standing Committees. Standing Committees are generally to be used to address Iowa Club matters or activities of ongoing significance or duration. At the annual meeting or at other appropriate times, the President shall review and, with the approval of the Board, appoint the chairperson and members of each Standing Committee from among the Directors or other members in good standing of the Iowa Club. At least one member of each Standing Committee shall be an acting Director. Each Standing Committee chairperson and member shall serve at the pleasure of the Board.

10.3 Special Committees. Special Committees are generally to be used for matters or activities of shorter term significance or duration. At such times as may be appropriate to carry out the purposes and activities of the Iowa Club, the President shall review and appoint the chairperson of each Special Committee from among the Directors or other members in good standing of the Iowa Club, and the Special Committee chairperson shall review and, with the approval of the President, appoint the members of the Special Committee from among the Directors or other members in good standing of the Iowa Club. Each Special Committee chairperson and member shall serve at the pleasure of the President. Upon the completion of the task(s) assigned to any special committee, the special committee shall be discharged.

10.4 Reports. Each committee chairperson shall periodically report to the President and/or the Board as may be specified in the committees authorizing resolution or as otherwise requested by the President or the Board.

10.5 Meetings. Each committee shall meet at such times and places as designated by the chairperson and as often as necessary to accomplish the committee's function.

11.6 Procedure. Each committee may establish its own rules of procedure that are not inconsistent with these Bylaws. Each committee shall keep minutes of its proceedings and regularly provide them to the President and the Board.

ARTICLE XI – Indemnification

12.1 To the full extent permitted by applicable laws and Articles of Incorporation, and subject to procedures reasonably established by the Board from time to time, the Iowa Club shall indemnify any Director or officer who becomes a party to any threatened, pending or completed action, suit or proceedings (other than an action by or in the right of the Iowa Club) by reason of the fact that he or she is or was a Director or officer of the Iowa Club, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him or her 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 and not opposed to the best interests of the Iowa Club, and had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE XII - Fiscal Year

13.1 The fiscal year of the Iowa Club shall be July 1st through June 30th.

ARTICLE XIII - Audit

14.1 An audit of the financial affairs of the Iowa Club shall be conducted following the close of each fiscal year under the supervision of a committee of three independent Directors appointed by the President. For this purpose, an "independent Director" is one who is not an employee of the Iowa Club.

ARTICLE XIV - Programs and Activities

15.1 The Iowa Club's Board, in coordination with committees as may be appropriate, will plan, implement and evaluate programs and activities. The Iowa Club will strive to organize a variety of social, educational, and community service activities for its membership in accordance with the UIAA's *Standards of Compliance for Recognized Iowa Clubs*. Notification of the calendar of programs and activities will be reasonably shared with the Iowa Club's general membership and the UIAA.



ARTICLE XV - Amendments

16.1 These Bylaws may at anytime be amended, altered or replaced by the Board at any annual, regular or special meeting by a 75% vote of all the Directors then in office, and further provided not less than ten (10) days advance written notice of the meeting and proposed changes to the Bylaws is given to all Directors. No amendment so approved shall take effect until approved in writing by the President of the UIAA or his/her designee.

ARTICLE XVI - Powers

17.1 The Iowa Club has been organized as a non-profit corporation pursuant to the laws of the state of Florida. The Iowa Club shall have all the powers granted to non-profit corporations under such laws.

17.2 The Iowa Club is intended to operate as a social club for its tax exempt status under the Internal Revenue laws and regulations of the United States. These Bylaws are for the purpose of regulating and managing the affairs of the Iowa Club in a manner consistent with the Articles of Incorporation, the laws of the State of Florida and the Internal Revenue Code. To the extent that there is any conflict between these Bylaws and the Articles of Incorporation, the Articles shall be controlling. Notwithstanding anything in these Bylaws to the contrary, the Iowa Club shall exercise only such powers as are in furtherance of the exempt purposes as an organization described in subsection 501(c)(7) of the Internal Revenue Code, as amended.

Adopted: <u>7-22</u> , 200 <u>9</u>	Approved: <u>7-13</u> , 200 <u>9</u>
	
[Signature of Secretary or other Iowa Club Officer]	[Signature of UIAA Officer]
<u>Justin D. McBride</u> <u>President</u>	<u>Linnea Wolson</u> - <u>President</u>
[Printed Name of Signing Officer] Title]	[Printed Name of Signing Officer] Title]