AMENDED AND RESTATLED BYLAWS
OF
IOWA LIBRARY ASSOCIATION FOUNDATION
(AN IOWA NONPROFIT CORPORATION)

ARTICLE I. OFFICES.

Section 1. Principal Office in Iowa. The principal office of the IOWA LIBRARY ASSOCIATION FOUNDATION (hereinafter called the "Corporation") in the State of Iowa shall be located at 525 SW 5th Street, Suite A - Des Moines, IA 50309.

Section 2. Registered Office. The Corporation may have other offices at such other place or places, either within or without the State of Iowa, as the Board of Directors (hereinafter called the "Board") may from time to time determine, or as shall be necessary or appropriate for the conduct of the affairs of the Corporation.

Section 3. Registered Agent. The registered agent is Diversified Management Services, located at 525 SW 5th Street, Suite A, Des Moines, Iowa 50309.

ARTICLE II. BOARD OF DIRECTORS.

Section 1. General Powers. Consistent with the Articles of Incorporation, the affairs and management of this Corporation are vested in the Board. All powers of this Corporation are vested in the Board.

Section 2. Number, Term of Office and Qualifications. The business and affairs of this Corporation shall be conducted by a Board composed of not less than thirteen or more than nineteen members. Every attempt shall be made to have a regional balance on the Board. Members are to be chosen in the following manner:

a) All Board Members shall be personal, corporate, or institutional members of the Iowa Library Association.

b) Three of the Board members shall be subject to nomination and election by the Board of the Corporation, and shall represent small public libraries. Term of office shall be three years.

c) Three of the Board members shall be subject to nomination and election by the Board of the Corporation, and shall represent medium to large sized public libraries. Term of office shall be three years.

d) Three of the Board members shall be subject to nomination and election by the Board of the Corporation, and shall represent academic libraries. Term of office shall be three years.

e) Two of the Board members shall be subject to nomination and election by the Board of the Corporation, and shall represent special or school libraries. Term of office shall be three years.
f) One of the Board members shall be the vice-president of the Iowa Library Association. Term of office shall be one year.
g) One of the Board members shall be subject to nomination and election by the Exhibitor’s Group from the annual Iowa Library Association Conference. Term of office shall be three years.
h) In addition to the Board members provided for in subparagraphs (a) through (f) above, the Board of this Corporation may nominate and elect up to six additional At Large Board members. Term of office shall be three years.
i) Board members shall serve on a calendar-year basis.
j) When a Board member’s term expires, the member will continue to serve until a successor is designated, elected or appointed.
k) “Small”, “medium” and “large” library sizes shall be determined using the Size Codes created by Iowa Library Services/State Library of Iowa.

Section 3. At Large Board Members. When deemed necessary, the Board may elect additional “At Large” Board members. The term of office of the At Large Board members subject to nomination and election by the Board of this Corporation shall be three years. The Board of this Corporation shall have the power to leave vacant such positions upon the completion of the three year term or resignation of such Board members.

Section 4. Quorum and Manner of Acting. A majority of the number of Board members shall constitute a quorum for the transaction of business; but if at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn the meeting, from time to time, until a quorum shall be present. Notice of any adjourned meeting need not be given. At all meetings of the Board, a quorum being present, the act of the majority of the members present at the meeting shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Votes may be taken in person or via technology. No member shall vote by proxy.

Section 5. Removal. Members shall attend at least one-half of all regular meetings during a calendar year or be subject to removal by the vote of a majority of the Board. Notice of such intended action shall be given to each member in writing or via technology at least seven days prior to the date of the meeting.

Section 6. Resignation. Any member of the Corporation may resign at any time by giving written notice to the Board, President or Vice President of the Corporation. The resignation of any member shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. Vacancies for the positions on the Board provided for under Section 2(a) through (f) of this Article shall be filled by the nomination and election of the Board.
Section 8. Place of Meeting and Official Records. Except as provided in Section 9 of this Article, the Board may hold its meetings (which may be within or outside of the state of Iowa) and keep the books and records of the Corporation at such place or places, (within the State of Iowa) as the Board may from time to time determine.

Section 9. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be the first meeting of each calendar year. The Board shall hold at least four meetings per year including the annual meeting and shall fix the time and place thereof (which may be within or outside of the state of Iowa). Notice of regular and annual meeting(s) shall be given in writing or via technology to each member at least five days before the date on which the meeting(s) is to be held. In case the Board shall fix or change the time or place of regular or annual meeting(s), notice of such action shall be given in writing or via technology promptly to each member who was not present at the meeting at which such action was taken.

Section 10. Special Meetings. Special meetings of the Board shall be held whenever called by the President, or by the Secretary upon the request of twenty percent or more of the members at such time and place (which may be within or outside of the state of Iowa) as may be specified in the respective notices or waivers of notices thereof. Except as prescribed for amendments to the Articles of Incorporation or Bylaws, notice of each special meeting shall contain a brief statement of the subject matter and shall be given in writing or via technology to each member at least five days before the date on which the meeting is to be held. Notice of any special meeting shall not be required to be given to any member who shall waive notice of such meeting by attendance or in writing, whether before or after the time of such meeting; and any such meeting shall be a legal meeting without any notice thereof having been given if all of the members shall be present.

Section 11. Order of Business.
   a) At meetings of the Board, business shall be transacted in such order as the Board, from time to time, may determine by resolution.
   b) At all meetings of the Board, the President, or in his or her absence, the Vice President, or in the absence of both, a director selected by those present, shall preside.

Section 12. Committees. The Board by resolution may establish one or more committees, including an Executive Committee. Any such committee shall serve at the will of the Board. Each such committee shall have the powers and duties delegated to it by the Board.

ARTICLE III. OFFICERS.

Section 1. Number. The executive officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board may elect such other officers for such terms as the Board, from time to time, may deem necessary. Two or more offices, except those of President, Vice President, Secretary or Treasurer may be filled by the same person. In its discretion, the Board may leave unfilled for any such period as it may fix, any office except those of the executive officers.
Section 2. Election, Term of Office and Qualifications.
   a) All officers shall be members of the Corporation.
   b) The executive officers of the Corporation designated in Section 1 of this Article III shall be elected according to the provisions below by the members at their final meeting of the calendar year.
   c) The Treasurer shall be elected to a three-year term of office by the members of the Iowa Library Association Foundation Board at their final meeting of the calendar year in which a Treasurer’s term expires. The Treasurer is eligible to serve a second term of two years.
   d) The President shall serve a two-year term and is eligible for reelection for one additional year. After a one year break in office, the same person may be again elected President under the same rules.
   e) The Vice President shall be elected to serve a two-year term and is eligible for reelection to a second two-year term. After a one year break in office, the same person may be again elected Vice President under the same rules.
   f) The Secretary shall be elected to serve a two-year term and is eligible for reelection to a second two-year term. After a one year break in office, the same person may be again elected Secretary under the same rules.

Section 3. Removal. An officer may be removed, either for or without cause, at any meeting of the Board, by the vote of a majority of the whole Board. The members appointed in accordance with the provisions of Section 3 of this Article III may be removed, either for or without cause, at any meeting of the Board, by a vote of a majority of the directors present at such meeting, or by any superior officer or agent upon whom such power of removal shall have been conferred by the Board.

Section 4. Resignations. Any officer may resign at any time by giving written notice of such resignation to the Board, the President or to the Vice President. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office by reason of death, resignation, removal, disqualification or any other cause shall be filled by the Board.

Section 6. President. The President shall:
   a) be the chief executive officer of the Corporation and, subject to the control of the Board, he or she shall have general and complete management and supervision of the operations of the Corporation;
   b) perform all duties customarily incident to the office of President and see that all orders and resolutions of the Board are carried into effect;
   c) report to the Board all matters within his or her knowledge which the interests of the Corporation may require to be brought to their notice;
d) subject to the limitations contained in the Articles of Incorporation, Article XI, Section 2, the President in conjunction with the Treasurer shall have authority to sign, execute and acknowledge all contracts, checks, deeds, mortgages, bonds, leases or other obligations on behalf of the Corporation as he or she may deem necessary or proper to be executed in the course of the Corporation’s regular business, or which shall be authorized by the Board;

e) sign in the name of the Corporation reports and all other documents and instruments which are necessary or proper to be executed in the course of the Corporation’s business;

f) perform such other duties as are given to him or her by these Bylaws or as may be assigned to him or her, from time to time, by the Board.

Section 7. Vice President. In the absence or disability of the President, or whenever requested by the President, the Vice President may perform all of the duties of the President, and when so acting, shall have all powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as are given to him or her by these Bylaws or as from time to time may be assigned to him or her by the Board or the President.

Section 8. Secretary. The Secretary shall:

a) record, distribute, and preserve proceedings of Board meetings;

b) cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute or otherwise;

c) be custodian of the current minutes;

d) see that the books, reports, statements and other documents and records required by statute or otherwise are properly kept and filed; and

e) in general, perform all duties customarily incident to the office of Secretary and such other duties as are given to him or her by these Bylaws or as may be assigned to him or her, from time to time, by the Board or the President.

Section 9. Treasurer. The Treasurer shall:

a) have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Corporation;

b) cause the money and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks or trust companies or with such bankers or other depositories as shall be selected in accordance with Section 5 of Article IV of these Bylaws or to be otherwise dealt with in such manner as the Board may direct;

c) cause the funds of the Corporation to be disbursed by checks or drafts drawn upon the authorized depositories of the Corporation, and cause to be taken and preserved proper vouchers for all money disbursed;

d) render to the President or the Board, whenever requested, a statement of the financial condition of the Corporation and of all his or her transactions as Treasurer, and render a full financial report at the annual meeting of the Board, if called upon to do so;
e) cause to be kept, at such place as the Board may determine, correct books of account of all its business and transactions, such books to be available to any member upon application at such place during business hours;
f) be empowered, from time to time, to require from all officers or agents of the Corporation reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Corporation; and

g) in general, perform all duties customarily incident to the office of Treasurer and such other duties as are given to him or her by the Board or the President;
h) be bonded, as the Board directs;
i) prepare and submit an annual budget to the Board for approval.

Section 10. Compensation. The directors, officers and agents of the Corporation shall serve without compensation.

ARTICLE IV. ACCEPTANCE OF BEQUESTS, DEVISES AND DONATIONS, EXECUTION OF INSTRUMENTS, BORROWING OF MONEY AND DEPOSIT OF CORPORATE FUNDS.

Section 1. Acceptance of Bequests, Devises and Donations. The President or Vice President may accept any and all unconditional and unrestricted bequests, devises and donations of money and property made to the Corporation and, with the prior approval of the Board, may accept any other bequests, devises and donations not inconsistent with the stated objectives and purposes of the Corporation.

Section 2. Execution of Instruments. All instruments of assignment, transfer, conveyance, release and contracts requiring execution by the Corporation, shall be signed by the officers as designated in the Articles of Incorporation or these Bylaws.

Section 3. Loans. When so authorized by the Board, and except as limited by the Articles of Incorporation, any officer or agent of the Corporation may effect loans and advances, at any time, for the Corporation, secured by mortgage or pledge of the Corporation's property or otherwise, and may do every act and thing necessary or proper in connection therewith. Such authority shall be confined to a specific instance and transaction.

Section 4. Transfer of Real Estate. Unless authorized by the Board, no right or interest of any kind or nature in and to any real estate or lease of real estate shall be either (a) sold, assigned, transferred, conveyed, or otherwise disposed of or mortgaged or encumbered in any manner, or (b) acquired, either by purchase, lease, or otherwise, by the Corporation, except as provided in Article IV, Section 1 of these Bylaws.

Section 5. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to its credit in such banks, trust companies or other depositories as the Board may select, or as may be selected by any officer or officers, agent or agents, authorized so to do by the Board.
Section 6. Checks, Drafts, etc. All notes, drafts, acceptances, checks, endorsements and all evidences of indebtedness of the Corporation whatsoever shall be signed by such officers of the Corporation and in such manner as the Board, from time to time, may determine, consistent with the provisions of Articles of Incorporation, Article XI, Section 2. Endorsements for deposit to the credit of the Corporation, in any of its duly authorized depositories, shall be made in such manner as the Board may from time to time determine.

ARTICLE V. MISCELLANEOUS PROVISIONS.

Section 1. Corporate Seal. The Corporation shall have no seal.

Section 2. Fiscal Year. The fiscal year of the Corporation is the calendar year.

Section 3. Voting of Stocks Owned by the Corporation. In the absence of a resolution of the Board to the contrary, the President of the Corporation or the Vice President acting within the scope of his or her authority, as provided in Article III Section 7 of these Bylaws are authorized and empowered, on behalf of the Corporation, to attend, vote and grant discretionary proxies to be used at any meeting of shareholders or stockholders of any corporation in which this Corporation holds or owns shares of stock and in that connection, on behalf of this Corporation, to execute a waiver of notice of any such meeting.

Section 4. Indemnification. The members and officers of this Corporation, and their private property, shall not be liable in any manner for corporate debts, obligations, undertakings or liabilities, and the members and officers shall be exempted and indemnified against any personal expense, losses or liabilities, which may accrue from time to time in any manner by reason of the ownership, administration or distribution of the corporate property or funds, or by reason of any acts of commission or omission on their part in the conduct of the corporate affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgment, nor for errors or wrongdoing of agents, brokers, attorneys or servants, nor for interest in funds temporarily idle. They shall have the right, at all times and in all matters, to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind or in any manner. No person dealing with members or officers of the Corporation, shall be under any obligation to inquire into their power or authority or into the validity, expediency or propriety of their actions, decisions or transactions or to see to the proper application of money or property paid over or transferred to the Corporation.

Section 5. Corporate Powers and Purposes. Except as may be limited by the Articles of Incorporation, the Corporation shall have unlimited power to engage in and do any lawful act concerning any and all lawful purposes for which corporations may be organized under the provisions of the Iowa Nonprofit Corporation Act, Chapter 504A, 1997 Code of Iowa, as amended.
Section 6. Prohibited Transactions. No part of the net earnings of this Corporation shall inure to the benefit of any individual and no part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. No loans shall be made by the Corporation to its members or officers. Any member or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof, notwithstanding Section 4 of this Article V.

This Corporation shall not engage in a prohibited transaction, as defined in the Internal Revenue Code of the United States or any amendment thereto.

Section 7. Informal Action by Directors. Any action required or permitted by law or the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of those entitled to attend such meeting.

ARTICLE VI. PERIODIC REPORTS.

Section 1. Reports. The Board shall make such periodic reports of the activities of the Corporation and its receipts and disbursements, at such intervals and in such form, as may be determined by the Board or required by statute. Without limiting the generality of the foregoing, the Board shall arrange at least a biennial review of the books and records of the Corporation.

Section 2. Annual Report. Once a year the President of the Board shall prepare and submit to the Board an annual report of the activities of the Corporation. The President may prepare in addition a "Progress Report" for the directors at any time during the year.

ARTICLE VII. AMENDMENTS TO THE BYLAWS.

All Bylaws of the Corporation shall be subject to amendment, alteration or repeal and the new Bylaws or amendments, alterations or repeals may be made by the affirmative vote of at least a majority of the members at any meeting, provided that seven day advance notice of such a meeting set forth, in full, any and all such proposed changes, or amendments, alterations or repeals, and the rationale thereof. All proposed changes to the Bylaws shall be submitted in writing to the Secretary of the Corporation.

ARTICLE VIII. LAWS AND REGULATIONS.

Any reference in these Bylaws to the Internal Revenue Code or the Iowa Code shall be interpreted to include reference to the corresponding provisions of any superseding or future Codes.
ARTICLE IX. PARLIAMENTARY AUTHORITY.

Meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order, as revised.

ADOPTED BY THE IOWA LIBRARY ASSOCIATION FOUNDATION
BOARD OF DIRECTORS ON APRIL 4, 2014

By ______________________________
Michael Wright, President