Amended and Restated Articles of Incorporation of  
Iowa Library Association Foundation  
3636 Westown Pkwy, Suite 202  
West Des Moines, IA 50266

To the Secretary of the State of Iowa:

Pursuant to the provisions of Chapter 504A of the 1983 Code of Iowa, the Iowa Non-Profit 
Corporation Act, the Iowa Library Association  Foundation was incorporated on 9-16-83 and is now filing 
the following amended and restated Articles of Incorporation:

ARTICLE I
The name of the Corporation shall be IOWA LIBRARY ASSOCIATION FOUNDATION.

ARTICLE II
The Corporation shall have perpetual duration.

ARTICLE III
The Corporation is organized for charitable and educational purposes within the meaning of 
Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and in this connection, the 
purposes for which the Corporation is formed, and the business and objectives to be carried on and 
promoted by it are as follows:
(a) to solicit, accept, hold, invest, re-invest and administer gifts, bequests, devises, benefits of 
trusts, and property of any sort without limitation as to amount or value;
(b) to acquire through purchase, lease, exchange or otherwise, property of any sort without 
limitation as to amounts or value;
(c) to dispose of property of any sort through sale, gift, transfer, conveyance, lease, exchange or 
otherwise without limitation as to amount or value;
(d) to convert to cash or other form of property any asset under the control of the Corporation;
(e) to pledge, mortgage, encumber or otherwise hypothecate the property or assets of the 
Corporation;
(f) to operate, manage and supervise all property, whether real, personal or mixed, which may 
come under the control of the Corporation, so long as the same shall not constitute engaging 
in a business or other activity which would endanger the tax-exempt status of the 
Corporation;
(g) to do any and all of the foregoing alone or in cooperation with other persons, firms or 
organizations;
(h) to hold and possess such other powers and duties as shall be incident to or inherent in the 
foresaid;
(i) to do all of the foregoing items (a) through (h) for the benefit and betterment of the Iowa library 
community, including members of the Iowa Library Association, according to the directives 
and limitations contained in these Articles and such criteria as the Board of Directors may 
subsequently establish.

ARTICLE IV
(a) Each year the Corporation shall use any and all of the income and rents from, and any and all 
of the increases in and accretions to the principal property or assets under its control for (1) 
support for continuing education in the field of library science in the State of Iowa; (2) grants for 
the study and/or support of technical innovations in Iowa libraries; (3) promotion of Iowa library 
services for the handicapped; (4) awarding of scholarships for advanced study in 
library science; (5) recognition for outstanding achievement by individuals working in or on 
behalf of libraries located in the State of Iowa; (6) carrying forward for expenditure as above 
listed all or any of such income to a succeeding year or years.
(b) The principal property and assets under the control of the Corporation shall be held inviolate 
during the life of the Corporation, EXCEPT that the same may be invaded in the event that at
least three-fourths of the total members of the Board of Directors of the Corporation vote in favor of such invasion at a special meeting called for that purpose. In such event any part or all of the principal property and assets under the control of the Corporation may be used over such period of time, or from time to time, as may be specifically provided at such meeting or at a subsequent, similar meeting.

(c) Notwithstanding the foregoing, subsection (b) of this Article IV, the Board shall have no power to invade the principal of any special fund identified as an "endowment" fund in the records of the Corporation. Such "endowment" funds may be so specified by the donor either in fact or by limitation of usage, or by the Board of Directors from funds otherwise received by the Corporation and specified as "endowment" funds by the Board of Directors.

ARTICLE V
The members of the Board of Directors shall constitute members of this Corporation.

ARTICLE VI
Subject to the forgoing, the Corporation is empowered to, in general, carry on any business or activity in connection with the forgoing, reasonably necessary to accomplish the purposes of the Corporation, and to have and exercise all of the powers and rights conferred by the laws of the State of Iowa upon non-profit corporations.

ARTICLE VII
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, officers, directors or other private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles III and IV hereof. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, 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 1954, as amended, which is other than a private foundation as defined in Section 509(a) of said Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended.

ARTICLE VIII
This Article is left blank.

ARTICLE IX
Section 1. The business and affairs of this Corporation shall be conducted by a Board of Directors composed of not less than nine (9) nor more than twenty-one (21) members, to be chosen to represent the components of the Iowa library community and such other groups and interests as deemed most likely to allow this Corporation to conduct its business and affairs effectively.

Section 2. The terms of office of the Board members shall be from one (1) to three (3) years with specific length of term per group or interest representative to be established by the Board of Directors.

Section 3. This Section left blank.

Section 4. This Section left blank.

Section 5. Vacancies between elections for the positions on the Board of Directors shall be filled by the Board of Directors or by the group to be represented as specified by the Board of Directors.

Section 6. The Board of Directors shall have the power to elect its officers from its membership and shall also have the power to determine the terms of office and the duties for such officers of the Corporation.

Section 7. The Board of Directors shall have the power to create such committees from among its membership as may be deemed expedient and shall fix their duties.
ARTICLE X
The private property of the members, officers and directors of the Corporation and committees thereof shall be exempt from all liability for debts or other obligations of this Corporation.

ARTICLE XI
Section 1. The title to the property under the control of this Corporation, real, personal and mixed, shall be vested in the Iowa Library Foundation, which shall hold such property in accordance with its objects and purposes and subject to the provision of Articles III and IV hereof.
Section 2. All legal documents such as deeds and mortgages, and all other instruments required to be recorded, when authorized to be executed upon either general or special authority of the Board of Directors, shall be signed by the President or Vice President together with the Secretary or Treasurer of the Board of Directors.

ARTICLE XII
The members of the Corporation shall have full power to make and adopt, alter, repeal and amend such Bylaws as may be deemed necessary and convenient to meet the requirements of the Corporation; provided, however, that such Bylaws shall not be in conflict with the various provision of these Articles, the laws and statutes of the State of Iowa, the United States of America, and such other laws as from time to time may thereto apply.

ARTICLE XIII
These Articles may be amended by a vote of at least three-fourths of the total members of the Board at any annual or special meeting of the members called for that purpose. The following procedure shall be followed:
(a) Prior to voting at the annual or special meeting, proposed amendments may be placed on the agenda and discussed at any regular or special meeting.
(b) A notice containing all proposed amendments, in full, including the rationale thereof, shall be mailed to each Board member at least ten (10) but not more than thirty (30) days prior to an annual or special meeting called for the purpose of voting on such amendments.
(c) Proposed amendments shall be read and discussed at such annual or special meeting.
(d) If there are no substantive changes to such proposed amendment(s), the proposed amendment(s) may be voted on as presented.
(e) If there are substantive changes in the proposed amendments, then the changed proposed amendments may not be voted on at such meeting. Such proposed amendments, as changed, must be handled as new proposed amendments and must go through the procedures as specified in (a) through (e) of this Article XIII.

Such proceedings shall be in compliance with the provision of Section 504A of the 1983 Code of Iowa or the Code of Iowa superseding such 1983 Code of Iowa.

ARTICLE XIV
(a) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine.
(b) Assets may be assigned to such organization or organizations as shall at the time qualify as an exempt organization or exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.
(c) Any assets not so disposed of shall be disposed of by the District Court in which the principal office of the Corporation is then located, exclusively for such purposes and to such organization or organizations as the Court shall determine which are organized and operated exclusively for the benefit of the Iowa library community.
ARTICLE X

Any reference in these Articles to the Internal Revenue Code or to the Code of Iowa shall be interpreted to include reference to the corresponding provisions of any superseding or future Codes.

The forgoing correctly set forth the provisions of the Articles of Incorporation as herein Amended and Restated, and they have been duly adopted as required by law and they supersede the original Articles of Incorporation and all amendments thereto.

Dated December 11, 1992
IOWA LIBRARY ASSOCIATION FOUNDATION

BY

Patricia R. Coffie
ILAF President