

**BYLAWS FOR
Shellsburg Area Community Group
An Iowa nonprofit corporation**

Article 1

Name and Principal Officer of Corporation

Section 1. The name of this corporation shall be the Shellsburg Area Community Group (hereinafter referred to as “the Corporation”). The Board of Directors of the Corporation shall determine the principal officers from time to time.

Article 2

Purpose

Section 1. The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501 © (3) of the Internal Revenue Code.

Section 2. The purposes for which this corporation is organized are to stimulate downtown economic development by encouraging cooperation and building leadership in the business community (Economic Growth Committee), to promote a positive image for downtown and the surrounding community as an exciting place to live, shop and invest, to improve the appearance of the downtown and community and to receive, administer and distribute funds in connection with the activities related to the above purposes. Committees will be formed as needed.

Article 3

Membership

Section 1. The classes of members of the Corporation shall be as follows:

1. Individual members
2. Business, professional or property owner members
3. Associate members
4. Sponsoring members

Section 2. The Board of Directors shall establish annual dues as it deems appropriate. Such establishment of dues shall include method of payment and application procedure.

Section 3. Any entity interested in supporting the purposes of the Corporation may become a member, if they so desire, by filing an application and paying the dues. Each active member shall be entitled to one vote. The dues for renewing a membership are due and payable in January of each year.

Section 4. Any member may resign from membership in the Corporation upon giving written notice thereof to the Secretary of the Corporation. Such resignation shall specify the reason thereof and the effective date thereof. Members who resign from membership shall not be entitled to any refund of dues therefore paid.

Section 5. The Board of Directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of his or her financial obligations to the Corporation for a period of six (6) months or longer.

Section 6. Membership in the organization will be open to anyone who supports the purpose of the organization. There will be no discrimination on the basis of race, religion, creed, national origin, disability, handicap, age, sexual orientation, marital status, veteran status or any other basis prohibited by law.

Article 4

Membership Meetings

Section 1. An annual meeting of the membership shall be held in each calendar year and at such time and place as may be determined by the Board of Directors for the purpose of electing the Board of Directors and transacting business as may be properly brought before the meeting.

Section 2. Special meetings of the membership shall be held at any time and place as may be designated in the notice of said meeting, upon call of the President of the Board of Directors or any two Directors, or upon written petition by at least 10 active members.

Section 3. Notice of every meeting of the membership, stating the place, date, and hour of the meeting shall be given. either personally or by mail or by email to each member and not less than 15 nor more than 50 days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the US Mail with postage thereon prepaid, addressed to the members at their addresses as they appear on the Corporation's record of membership. Attendance of a member at a membership meeting shall constitute a waiver of notice of such meeting, or manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to such notice of meetings, as the Board of Directors shall deem appropriate.

Section 4. Ten percent (10%) of the active membership shall constitute a quorum for the transaction of business at all meetings of the membership, except as otherwise provided by statute, by Articles of Incorporation, or by these Bylaws. If a quorum is not present at any meeting of the membership, a majority of the members entitled to vote thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present or represented. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member.

Section 5. When a quorum is present, the vote of a majority of the active members present shall decide any questions brought before such meetings, unless the Articles of Incorporation or these Bylaws require a different vote, in which case such express provisions shall govern and control the decision.

Section 6. Robert's Rules of Order Newly Revised shall govern the parliamentary procedures of the Corporation when not in conflict with these Bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

Article 5

Board of Directors

Section 1. The Corporation shall be governed by a Board of five (5) Directors elected by the members at the annual meeting. The term of office for each Director shall be three (3) years, except The term of office for the members of the first Board of Directors shall be as follows:

- a. One shall be elected for one year.
- b. Two shall be elected for two years.
- c. Two shall be elected for three years.

Nominations to the Board shall set forth in the notice of the annual meeting. The appropriate number of Directors shall be nominated by the Board two months prior to the end of the fiscal year. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Directors in office may be re-elected for one consecutive term.

Section 2. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the Board of Directors. A Director appointed to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any director may resign by submitting written notice of resignation to the Board. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Any member of the Board of Directors who is absent from two consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors.

Section 3. The Board of Directors of the Corporation may hold regular and special meetings. Regular meetings shall be held not less than (2) times each year. Special meetings of the Board may be called by the President or by two or more Directors. Written notice of the time, place and agenda for both regular and special meetings shall be given to each Director either by personal delivery or by mail or email at least (5) days before the meeting.

Section 4. At all meetings of the Board, a majority of the voting members thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

Section 5. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceeding. Such consent shall have the same force and effect as a unanimous vote of the Board.

Article 6

Committees

Section 1. The Board of Directors, by resolution adopted by a majority of the Directors in office and/or membership, may designate and appoint one or more committees. Each committee may have a chairperson, consist of least three (3) members. The committee chairs shall attend membership meetings. Committee chairs will be elected by the members of the committee to serve one year terms.

Article 7

Officers

Section 1. The officers of the Corporation shall be elected annually by the membership and shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary.

Section 2. Officers shall be elected at annual meeting by the membership. The person then serving as President shall automatically become Immediate Past President upon election of a new President. All officers shall be elected by a majority of the eligible voting members present in person. The officers terms shall be President - 1 year, Vice President - 1 year and then have the option of moving to the president's position and notifying the membership of their intention of moving up to the President position by Oct 1. The terms for Secretary - 2 years and Treasurer - 2 years.

Section 3.

- A. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the corporation 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 shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.
- B. Vice President. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as may be assigned by the president or by the Board of Directors.
- C. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such

banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 9 (Contracts, Checks, Deposits and Gifts) of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to the treasurer by the president or by the Board of Directors.

- D. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the Board of Directors.

Article 8

Contracts, Checks, Deposits and Gifts

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the Treasurer. Checks in excess of \$500 shall require the signatures of the Treasurer and the Secretary.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise provided such funds may only be used for purposes authorized within the meaning of 501C(3) of the Internal Revenue Code.

Article 9

Books and Records

Section 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

Section 2. Director's Access to Records. A Director is entitled to inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including any duties as a

member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation. A yearly audit shall be done by any officer other than the Treasurer.

Article 10

General Provisions

Section 1. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

Section 2. Not later than three months after the close of each fiscal year, the Treasurer shall prepare a statement of the source and application of funds showing the results of the operation of the Corporation during the fiscal year.

Section 3. Upon dissolution of the corporation, the Board of Directors, shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 © (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article 11

Indemnification

Section 1. The corporation shall indemnify an individual who is a party to a proceeding because the individual is a Director or Officer against liability incurred in the proceeding if all of the following apply:

- A. The individual acted in good faith.
- B. The individual reasonably believed either of the following:
 - a. In the case of conduct in the individual's official capacity, that the individual's conduct was in the best interest of the corporation.
 - b. In all other cases, that the individual's conduct was at least not opposed to the best interests of the corporation.
- C. In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

Article 12

Amendments

Section 1. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

Dated this _____ day of _____ 2013.