

**BYLAWS OF  
Loess Hills Missouri River Region, Inc.**

**ARTICLE I  
NAME AND PURPOSES**

**Section 1.01. Name.** The name of the organization is Loess Hills Missouri River Region, Inc. (hereinafter referred to as "Corporation").

**Section 1.02. Purpose.** The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) and enhancing, promoting, sustaining and connecting the Loess Hills Missouri River Region's cultural, natural and park assets.

**ARTICLE II  
OFFICES**

**Section 2.01. Principal Office.** The principal office of the Corporation in the state of Iowa shall be located in the city of Oakland, in the county of Pottawattamie. The Corporation may have other offices, either within or outside the state of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

**Section 2.02. Registered Office.** The Corporation shall have and continuously maintain in the state of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code section 504.501. The registered office may be, but need not be, the same as the principal office in the state of Iowa, and the address of the registered office or the registered agent at the registered office, or both, may be changed from time to time by the Board of Directors.

**ARTICLE III  
MEMBERS**

The Corporation shall not have members.

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 4.01. General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the state of Iowa.

**Section 4.02. Number, Tenure and Qualifications.** The number of directors shall be 13, three (3) from each county (Harrison, Pottawattamie, and Mills), two (2) from allied groups from within the region, one (1) representative from Friends of Lake Manawa, and one (1) representative from the Iowa Department of Natural Resources who shall be the Regional Director. Each county shall also be authorized to appoint up to three (3) alternate directors who can serve as proxies in the absence of any director from their respective county, Friends of Lake Manawa can appoint one (1) alternate director, and the Iowa Department of Natural Resources can appoint one (1) alternate director. Each director shall hold office until the next annual meeting of directors and until his or her successor is elected and has qualified. Directors shall serve four year terms, with the ability to serve three consecutive terms. Directors shall be appointed with staggered expirations so that one director position from each County is open each year.

**Section 4.03. Election.** The county appointed directors are to be appointed by the respective County Boards of Supervisors for Harrison, Pottawattamie and Mills after the first working day of each calendar year. Friends of Lake Manawa will appoint their director after the first working day of each calendar year. Allied group directors will be elected by the appointed directors.

**Section 4.04. Removal.** A director may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action has been given to the entire Board of Directors then in office. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at the meeting.

**Section 4.05. Resignation.** Any director, member of a committee, or officer may resign at any time by delivering a written resignation to the board of directors, its presiding officer, or the president or secretary. Resignation is effective as of the date specified in the written resignation, or if no date is specified, then when the written resignation is received by the board of directors, its presiding officer, or the president or secretary. Acceptance of a resignation is not necessary to make it effective. A resignation is effective when the notice is effective unless the notice specifies a later date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

**Section 4.06. Increase in Number.** The number of directors may be increased by amendment to these bylaws by the affirmative vote of a majority of the entire Board.

**Section 4.07. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may provide by resolution the time and place, either within or without the state of Iowa, for the holding of additional regular meetings of the Board without other notice than the resolution.

**Section 4.08. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any three (3) directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board called by them.

**Section 4.09. Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days previously by written notice delivered personally, sent by mail or email to each director at his or her address as shown by the records of the Corporation, unless the meeting must be held within two days. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid.

**Section 4.10. Quorum.** A majority of the Board of Directors shall constitute fifty percent plus one of all appointed directors for the transaction of business; but if less than a majority of directors are present at the meeting, a majority of the directors present may adjourn the meeting without any further notice.

**Section 4.11. Manner of Acting.** 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 of Directors, unless the act of a greater number is required by law or by these bylaws.

**Section 4.12. Vacancies.** Any vacancy occurring in the Board of Directors may be appointed by the respective organization identified in Section 4.02. A director so elected shall be elected for the unexpired term of his or her predecessor in office, or for the full term of the new directorship, as the case may be, and until his or her successor is elected and has qualified. If a director ceases to be a director, the vacancy may be filled by the board in absence of a contrary provision in the articles or the bylaws.

**Section 4.13. Compensation.** Directors as such shall not receive any stated salaries for their services. Nothing in these bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for that service.

**Section 4.14. Meeting by Conference Telephone or Electronic Methods.** Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Voting by e-mail is allowed as requested by the Chairperson. A majority vote by the entire board is required for an item to pass. A summary of how each director voted is required and must be presented at the next meeting.

**Section 4.15. Presumption of Assent.** A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting.

#### **ARTICLE V OFFICERS, EMPLOYEES, AND AGENTS**

**Section 5.01. Officers.** The officers of the Corporation shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer.

**Section 5.02. Election and Term of Office.** The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor is elected, or until his or her death, resignation or removal.

**Section 5.03. Resignation and Removal.** Any officer, agent or employee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served by his or her removal. Further, an officer may resign at any time by delivering written notice to the Board of Directors or the Chairperson.

**Section 5.04. Other Agents and Employees.** The Board of Directors may appoint such agents and employees as it may deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may determine. No agent or employee need be a director of the Corporation. The Board of Directors may prescribe the respective title, terms of office, authorities and duties of such agents or employees.

**Section 5.05. Delegation of Authority.** To the full extent allowed by law, the Board of Directors may delegate to any officer, agent or employee any powers possessed by the Board of Directors.

**Section 5.06. Vacancies.** A vacancy in directorship because of death, resignation, removal, disqualification or otherwise may be appointed by the respective organization identified in Section 4.02 for the non-expired portion of the term.

**Section 5.07. Chairperson.** The Chairperson shall be the principal executive officer of the Corporation and shall in general supervise all of the business and affairs of the Corporation. The Chairperson shall preside at all meetings of the Board of Directors if present at the meeting. The Chairperson may sign and execute alone in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, either generally or specifically, except in cases where the signing and execution has been 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 Chairperson shall perform all duties incident to the office of Chairperson and any other duties that the Board of Directors prescribes.

**Section 5.08. Vice-Chairperson.** In the absence of the Chairperson or in event of his or her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to any restrictions upon the Chairperson. Any Vice-Chairperson shall perform any other duties that the Chairperson or the Board of Directors assign to him or her.

**Section 5.09. Treasurer.** He or she shall render to the Chairperson and the Board of Directors at the regular meetings of the Board of Directors, or whenever they request, an account of the financial condition of the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; keep full and accurate account of receipts and disbursements in books belonging to the Corporation; disburse the funds of the Corporation as may be ordered by the Board of Directors or the Chairperson, taking proper vouchers for the disbursements; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the Corporation in the banks, trust companies or other depositories as are selected in accordance with the provisions of Article VII of these bylaws.

**Section 5.10. Secretary.** The Treasurer shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law but if the Secretary is absent, or refuses or neglects to give such notice, any notice may be given by any person who is directed to give notice by the Chairperson, or by the directors upon whose requisition the meeting is called as provided in these bylaws; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is authorized in accordance with the provisions of these bylaws and in general perform all duties incident to the office of Secretary and any other duties that the President or the Board of Directors assign to him or her. All or some of the Secretary duties may be assigned or contracted to others by the Board or Directors.

**Section 5.11. Duties and Authority of Officers.** Each officer has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties and authority of other officers.

**Section 5.12. Officers' Authority to Execute Documents.** Any contract or other instrument in writing executed or entered into between the Corporation and any other person is not invalidated as to the

Corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority if it is signed the types of officers identified in the statute.

**Section 5.13. Personal Liability.** A director, officer, or other volunteer is not personally liable in that capacity for any action taken or failure to take any action except liability for any of the following: (1) the amount of any financial benefit to which the person is not entitled; (2) an intentional infliction of harm on the Corporation or its members; (3) a violation of the unlawful distribution provision; and (4) an intentional violation of criminal law.

## **ARTICLE VI COMMITTEES**

**Section 6.01. Committees of Directors.** The Board of Directors, by motion adopted by a majority of the full Board of Directors, may designate from among its officers an Executive Committee and one or more other committees, each of which, to the extent provided in such motion, shall have and may exercise all the authority of the Board of Directors; provided, however, that no such committee shall have the authority of the Board of Directors in reference to:

- (a) amending the articles of incorporation;
- (b) adopting a plan of merger or consolidation;
- (c) recommending the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation;
- (d) recommending a voluntary dissolution of the Corporation or a revocation thereof;
- (e) amending, altering or repealing the bylaws of the Corporation;
- (f) electing, appointing or removing any director or officer of the Corporation; or
- (g) amending, altering or repealing any resolution of the directors, unless by its terms the resolution may be amended, altered or repealed by the committee.

As required, a committee may be approved by the board with membership to be appointed by the Chairperson. Committee appointments must be ratified by the board at the next board meeting. The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any director, of any responsibility imposed by law.

**Section 6.02. Other Committees.** Other committees not having and exercising the authority of the Board of Directors may be designated by the Chairperson. Any member may be removed by the Chairperson whenever in his or her judgment the best interests of the Corporation would be served by removing the member.

**Section 6.03. Meetings by Conference Telephone.** Members of the Board or a committee may participate in a meeting of the Board or a committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other,

and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

## ARTICLE VII

### CONTRACTS, LOANS, CHECKS, DEPOSITS AND INVESTMENTS

**Section 7.01. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and 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 7.02. Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 7.03. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such agent or agents of the Corporation and in such manner as may be determined by motion of the Board of Directors.

**Section 7.04. 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 7.05. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

**Section 7.06. Gifts.** The Board of Directors or the Chairperson may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE VIII

### BOOKS AND RECORDS

**Section 8.01. Books and Records Maintained.** Agents of the Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The following records are to be kept at the principal office: articles, bylaws, resolutions, minutes, list of names and addresses of current directors and officers, the most recent biennial report delivered to secretary of state, and appropriate accounting records.

**Section 8.02. Inspection of Records by Directors.** A director of the Corporation is entitled to inspect and copy the books, records, and documents of the Corporation to the extent reasonably related to the performance of the duties of a director as a director.

## ARTICLE IX

### FISCAL YEAR

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

**ARTICLE X  
CONFLICT OF INTEREST**

**Section 10.01. Disclosure of Conflict of Interest.** Any Director or committee member having a possible conflict of interest shall disclose that conflict of interest to the Board of Directors and be made a matter of record through an annual procedure and also when the interest becomes a matter of board action.

**Section 10.02. Abstain from Voting and Influencing.** Any Director having a possible conflict of interest on any matter shall abstain from voting on that matter and shall not use his/her influence on the matter, nor shall that Director be counted towards the required Quorum for voting on the matter. However, any Director with a possible conflict of interest may answer questions about the matter from other Directors after the disclosure of the conflict of interest has been made.

**Section 10.03. Notice.** Any new Director or committee member will be advised of this conflict of interest policy upon entering on the duties of his/her office.

**ARTICLE XI  
AMENDMENTS TO BYLAWS**


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.

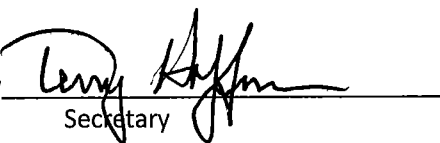
**ARTICLE XII  
DISSOLUTION**

On dissolution of the organization, any funds remaining shall be divided equally and distributed by the board to the county conservation boards of Harrison County, Pottawattamie County, and Mills County.

These Bylaws were adopted at a meeting of the full Board on the 11th of January, 2018 by a majority vote of the Directors in office.

DATED this 9<sup>th</sup> day of, February, 2018.  
Loess Hills Missouri River Region Inc.

By   
Chairperson

By   
Secretary

**ARTICLE XIII**  
**ANTI-HARRASSMENT POLICY**

**Section 13.01. Definition.** It is the policy of the Loess Hills Missouri River Region, Inc. that all of our employees, directors, and volunteers should be able to enjoy a work environment free of discrimination and harassment. This policy refers to, but is not limited to, harassment in the following areas:

1. age;
2. race;
3. color;
4. national origin
5. religion
6. sex
7. sexual orientation
8. marital status
9. handicap; and
10. veteran status.

Harassment includes, but is not limited to, the display or circulation of written materials or pictures degrading to either gender or to racial, ethnic, or religious groups; and verbal abuse or insults directed at or made in the presence of members of a racial, ethnic or minority group. Harassment also refers to behavior that is personally offensive, impairs morale, and interferes with the work effectiveness of employees, volunteers and directors. Any harassment of employees, volunteers, vendors, contractors, and/or directors by other employees, volunteers, vendors, contractors and/or directors will not be permitted, regardless of their working relationship.

Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and other offensive verbal or physical conduct that is sexual in nature or has sexual overtones. Sexual harassment may occur when the benefits of employment are conditioned upon sexual favors or when the harassment has the purpose of unreasonable interference with an employee's work performance or the performance of work by volunteers and/or directors. Sexual harassment may also occur when the harassment undermines the relationships in the working environment by creating an intimidating, hostile, or offensive work environment. Sexual harassment of employees, volunteers, vendors, contractors and directors will not be tolerated.

In fulfilling their obligation to maintain a positive and productive work environment, managers and supervisors and directors are expected to immediately halt any harassment of which they become aware by emphasizing the company policy and, when necessary, by more direct, immediate and appropriate corrective disciplinary action.

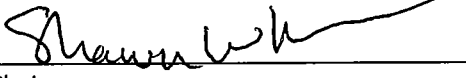
**13.02. COMPLAINT PROCEDURE.** It is important for employees, volunteers and directors who feel that they have been harassed to report any such incidents to management immediately. Individuals who believe they have been subjected to harassment from a coworker, a co-volunteer, a director or a supervisor should make it clear to the alleged offender that such behavior is offensive to them, and should immediately bring the matter to the attention of the Manager or the Board of Directors. The Board of Directors or the Manager shall immediately conduct an independent inquiry into any such allegations of harassment. Upon completion of the inquiry into the allegations of harassment, the Board of Directors and/or the Manager shall take direct, immediate and appropriate corrective disciplinary action.



Upon completion of the inquiry into the allegations of harassment, the Manager shall report the allegations of harassment, the results of Manager's independent inquiry, and the disciplinary action taken, if any, to the Board of Directors at its next regularly scheduled meeting.

Employees, volunteers, and directors who want to report allegations of harassment to someone other than the Manager may request a meeting with a member of the Executive Committee of the Board of Directors, whom shall include the President, Vice President, Secretary and Treasurer. The entire Executive Committee shall then be advised and shall immediately conduct its own independent inquiry into any such allegations of harassment. Upon completion of the inquiry into the allegations of harassment, the Executive Committee shall take direct, immediate and appropriate corrective disciplinary action. Upon completion of the inquiry into the allegations of harassment, the Executive Committee shall report the allegations of harassment, the results of its independent inquiry, and the disciplinary action taken, if any, to the Board of Directors at its next regularly scheduled meeting. Anyone found to have engaged in any type of harassment shall be subject to immediate corrective disciplinary action, which may include the termination of employment, the termination of the volunteer relationship, termination of a vendor or contractor, and/or the termination of the Directors' position with Grant Wood Mississippi River Region, Inc.

Dated: February 9<sup>th</sup>, 2018  
LOESS HILLS MISSOURI RIVER REGION, INC.

  
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Chairperson