

**SEVENTH AMENDED BYLAWS  
OF  
IOWA AVIATION PROMOTION GROUP, INC.**

**Dated November 10, 2012**

Comes Now the Members **Iowa Aviation Promotion Group, Inc., an Iowa nonprofit Corporation** [@Corporation@] and hereby adopts the **Seventh** AMENDED By-laws:

**Article I. Offices**

The principal office of the Corporation in the State of Iowa will be located at the offices of Howe, Cunningham & Lowe, P.L.C., 2824 104th Street, Urbandale, Iowa 50312. The Corporation may have such other offices, either within or without the State of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation will have and continuously maintain a registered office and a registered agent. The initial registered agent is Chip Lowe, Esq., 2824 104th Street, Urbandale, Iowa 50312, phone number (515) 278-4200; FAX (515) 287-4655, E\_MAIL, *lowe@howelaw.net*.

**Article II. Members**

Section 1. Classes of Members. The Corporation will have five (5) classes of members. The designation of such classes and the qualifications and rights of the members of such classes are as follows:

- a. **BENEFACTOR MEMBERS** shall consist of those statewide aviation related associations, corporations, or individuals who are committed to the ***PROGRAMS OF IAPG AND WISH TO BE RECOGNIZED AS AN OFFICIAL SPONSOR IN WRITTEN, VERBAL, AND ELECTRONIC COMMUNICATIONS SURROUNDING THOSE PROGRAMS.*** **BENEFACTOR** members will be provided editorial and advertising space in IAPGI publications, Fly Iowa programs, advertising, and like media and will be entitled to an **ADVISORY** seat on the IAPGI Board of Directors, so long as the member is in good standing and ***FURTHER ENTITLES THE HOLDER TO BE AN ELIGIBLE CANDIDATE FOR ANY OPEN ELECTED POSITION ON THE BOARD.*** Benefactor members shall have such other rights privileges, and obligations as other classes of members and as granted by the Board. Minimum annual dues for **BENEFACTOR** members shall be \$1000.
- b. Charter Members shall consist of statewide aviation related associations who are accepted for membership as such with Board approval. Charter members shall be assessed annual dues as determined by the Board from time to time. Charter

membership entitles the holder to an **ADVISORY** seat on the Board of Directors, so long as the member is in good standing and **FURTHER ENTITLES THE HOLDER TO BE AN ELIGIBLE CANDIDATE FOR ANY OPEN ELECTED POSITION ON THE BOARD**. Charter Members shall have such other rights, privileges and obligations as granted by the Board.

- c. Corporate Members shall consist of businesses, groups or clubs that have an interest in promotion of aviation events and who are accepted by the Board as Corporate Members. Corporate Members shall be assessed annual dues as determined by the Board from time to time. Corporate membership entitles the holder to one vote at the annual meeting of the Corporation and further entitles the holder to be an eligible candidate for any open position on the Board. Corporate Members shall have such other rights, privileges and obligations as granted by the Board.
- d. Participating Members shall consist of individuals who are interested in the promotion of aviation events and who are accepted by the Board as Participating Members. Participating Members shall be assessed annual dues as determined by the Board from time to time. Participating membership entitles the holder to one vote at the annual meeting of the Corporation and further entitles the holder to be an eligible candidate for any open position on the Board. Participating Members shall have such other rights, privileges and obligations as granted by the Board.
- e. Supporting Members shall consist of all other persons or organizations who are accepted by the Board as Supporting Members. Supporting Members shall be assessed annual dues as determined by the Board from time to time. Supporting Members shall have no right to attend or vote at the annual meeting of the Corporation and shall have no right to stand for election to any open position on the Board. Supporting Members shall have such other rights, privileges and obligations as granted by the Board.

**Section 2. Approval of Memberships Memberships shall be accepted upon completion of an application and payment of dues for the class of membership sought. However, new members will be reviewed at the next Board meeting and may be removed upon a 2/3 vote of directors and dues refunded.**

Section 3. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of dues or is in default of any other substantial obligation as defined by the Board.

Section 4. Resignation. Any member may resign by filing a written resignation

with the Secretary, but such resignation will not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 5. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership. Membership in this Corporation is not transferable or assignable. Membership shall automatically cease upon the death of an individual member or upon the dissolution, bankruptcy or sale or transfer of any corporate or association member.

### **Article III. Meeting of Members**

Section 1. Annual Meeting. ***The Annual Meeting shall be held at a time and place designated by the Board.***

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or by not less than 20 members in good standing having voting rights.

Section 3. Place of Meeting. ***The*** Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the President, the Board of Directors, or members having voting rights as provided herein. If no designation of location of the meeting is made, the place of meeting will be the registered office of the Corporation. In all events if all of the members meet at any time and place, either within or without the State of Iowa, and consent to the holding of a meeting, such meeting will be valid meeting, without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered (1) by means of U.S. Mail or other delivery service, (2) by personal service, (3) by means of facsimile transmission or (4) by means of e-mail to each member entitled to vote at such meeting, not less than five (5) nor more than sixty (60) days before the date of the meeting. Such notice shall be sent to his or her address or e-mail address or facsimile phone number as shown by the records of the corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If e-mailed, then notice of a meeting will be deemed to be delivered when an e-mail message is sent by means of an internet connection to the last known e-mail address of the recipient. If notice is provided by facsimile transmission, then the notice will be deemed to be delivered when the sender transmits the fax with written confirmation that the transmission was "OK". The purpose or purposes for which the meeting is called will be stated in the notice. The notice of a meeting may be published in a newsletter or other publication provided to the membership.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by all of the members entitled to vote with respect to the subject matter thereof. Facsimile signatures shall be sufficient for written consent.

Section 6. Quorum. ***A quorum shall consist of not less than 20*** members in good standing having voting rights, are either personally present at the meeting or are deemed present at the meeting through the filing of a written proxy with the Corporate Secretary authorizing another member, who is present, to cast the absent member=s vote at the meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice, and reconvene the meeting when a quorum is present, without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may file a written proxy with the Secretary of the corporation authorizing another member attending the meeting to cast such absent member=s vote at the meeting. The proxy shall be in writing and may set forth limitations on the holder=s exercise of the proxy and may provide such other instructions as deemed necessary. Unless otherwise provided by its terms, the proxy shall be valid for the meeting of the membership at which it is originally filed. The holder of the proxy shall be the sole judge of the scope of his or her authority under the proxy which shall be binding on the corporation. The proxy shall be filed with the corporate secretary prior to the meeting.

Section 8. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present will be necessary for the adoption thereof unless a greater proportion is required by law or by these By-laws.

Section 9. Voting by Mail. The Board of Directors, from time to time, may authorize the voting membership to cast ballots for the election of Board members at the annual meeting by mail or absentee ballot; provided, however, the Board within a reasonable period of time prior to the meeting at which such elections will take place, sets forth the manner and the terms and conditions under which such absentee or mail voting will be permitted. The Board, from time to time, may permit members to cast his or her ballot on a specific issue by absentee ballot, subject to such terms and conditions as the Board shall determine.

#### **Article IV. Board of Directors**

Section 1. General Powers. The affairs of the Corporation will be managed by its Board of Directors. Directors need not be residents of the State of Iowa.

Section 2. Number, Tenure and Qualifications. The Board shall consist of two classes of Directors, namely ***ADVISORY*** Directors and Elected Directors. Each ***BENEFACTOR***

*(formerly Fly Iowa Benefactor)* Member or Charter Member **MAY** serve as an **ADVISORY** Director, so long as the member qualifies and is in good standing. There shall be an **ADVISORY** Directorship on the Board of Directors for the Chair of the Aerospace Education Council and such person shall hold both offices simultaneously and until his or her successor is elected.

All other Directors shall be Elected Directors. The number of Elected Directors will be nine (9). Each elected Director will hold office until the first annual meeting of members. At the first annual meeting of members, three (3) Elected Directors shall be elected for a term of one year; three (3) Elected Directors shall be elected for a term of two years; three (3) Elected Directors shall be elected for a term of three years. Thereafter, Elected Directors shall be elected for terms of three years.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors will be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. 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 such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State Iowa, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors will be given at least seven days previously thereto by written notice delivered (1) by means of U.S. Mail, or other delivery service, (2) by personal service, (3) by means of facsimile transmission or (4) by means of a notice sent by e-mail to each director at his or her address or e-mail address or facsimile phone number as shown by the records of the corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If The notice of meeting may be published in a newsletter or other publication provided to the Directors. If e-mailed, then notice of a meeting will be deemed to be delivered when an e-mail is sent by means of an internet connection to the last known e-mail address of the recipient. If notice is provided by facsimile transmission, then notice shall be deemed to be delivered when the sender transmits the fax with written confirmation that the fax was "OK". The notice of meeting may be published in a newsletter or other publication provided to the Directors. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specially required by law or by these By-laws.

Section 6. Quorum. A majority of the Board of Directors will constitute a quorum for

the transaction of business at any meeting of the Board; but if less than a majority of the ***ELECTED*** Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice and may reconvene the meeting when such quorum is present.

Section 7. Manner of Acting. The act of a majority of the Directors present at meeting at which a quorum is present ***in person or attending via live electronic media (Skype, telephone conference call)*** will be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-laws, in which event such greater number will be required.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office. ***(Removed reference to Permanent Directors)***

Section 9. Compensation. Directors as such will not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors. In addition, the Board may meet by telephone conference and the Directors may orally waive notice of the time and place of such telephone meeting. Facsimile signatures shall be sufficient for written consent to approve any action or resolution.

Section 11. Proxies. No proxy of a Board member shall be permitted.

## **Article V. Officers**

Section 1. Officers. The officers of the Corporation will be a President, a President Elect, a Past President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable, such officers to have the authority, and to perform the duties prescribed, from time to time, by the Board of Directors. All officers shall be members of the Board of Directors. Upon Board approval, the office of Treasurer and the office of Secretary may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation will be elected annually by the Board of Directors at the regular annual meeting of IAPG members, provided,

however, that the President-Elect shall succeed to the office of Presidency at the next annual election date, unless otherwise provided. New offices may be created and filled at any meeting of the Board of Directors. Each term shall of office shall be for a period of twelve months, except that each officer will hold office until his or her successor will have been duly elected and will have qualified.

Section 3. Removal. Any officer 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 thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President will be the principal executive officer of the Corporation and will in general supervise and control all of the business and affairs of the Corporation. The President will 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 thereof is 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 will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Upon completion of a two year term of office, the President shall succeed to the office of Past President. *New language 2012*

Section 6. President-Elect. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. The President-Elect will perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. Upon his or her election as President-Elect such person shall succeed to the office of the President at the date of the completion of a two year term. *New language 2012-Replaces Vice president*

Section 7. Past President. The Past President shall serve a term of two years and be a member of the Executive Committee. In the event that the President and President-Elect are absent or unable to perform duties, the Past President shall preside. *New language 2012*

Section 8. Treasurer. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors determines. The Treasurer will 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 whatsoever, and deposit all such moneys in

the name of the Corporation in such banks, trust companies or other depositories as are selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 9. Secretary. The Secretary will keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation (if any) is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Secretary by the President or by the Board of Directors.

Section 10. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## Article VI. Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; restating the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board or a Director by law.



Section 2. Executive Committee. The Board shall establish an Executive Committee consisting of the President, President Elect, Past President, Secretary, ***and*** Treasurer. The Executive Committee shall meet from time to time and shall be authorized to take independent action as determined in advance by Board resolution.

***(Dropped old Section 3. Aerospace Education Council)***

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by Board resolution. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Chair. One member of each committee shall be appointed the chair by the person or persons authorized to appoint the members thereof, except AEC members shall elect its Chair from its members by majority vote.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**Article VII. Contracts, Checks, Deposits and Funds**

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 and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general confined to specific instances.

Section 2. 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 officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation, *provide, however*, that in the event circumstances do not permit dual signatures, then the Treasurer is authorized to sign checks and drafts drawn on corporate deposit accounts on the condition that the Executive Committee is fully informed of the action including purpose and amount of payment by means of facsimile transmission or e-mail or other means of communication within twenty-four (24) hours thereof. **Each elected officer shall have equal checkbook authority.**

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such 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 for the general purpose or for any special purpose of the Corporation.

**Section 5. Funds Management.** An endowment shall be established by the Board for the purpose of providing earnings to be used to conduct ***any and all IAPG programs***. Earnings from the endowment shall be divided with half being returned to the corpus and half available for support of ***any and all IAPG programs***.

## **Article VIII. Certificates of Membership**

**The corporation will provide each new member a membership welcome letter.**

## **Article IX. 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 members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time. **The books and records of the corporation shall be reviewed annually by a disinterested third party who is qualified to do such review**

## **Article X. Fiscal Year**

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

## **Article XI. Dues**

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 2. Payment of dues. *Dues shall be paid annually.*

Section 3. Default and Termination of Membership. *A list of members who are in default of payment of dues shall be reviewed at the first meeting of each calendar year and when such member is in default, may thereupon be terminated by the Board of Directors.*

Termination of membership shall not relieve such member from any outstanding obligation owed the Corporation.

#### **Article XII. Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **Article XIII. Amendments to Bylaws**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the voting membership in good standing, either personally present or deemed present by proxy, and forming quorum, at any annual meeting or at any special meeting of the membership.

#### **Article XIV. Tax Compliance for Tax Exemptions**

Notwithstanding anything to the contrary, nothing in these By-laws shall be construed, interpreted or implemented in any manner that will deprive or impair the Corporation=s qualification for tax exempt status from any and all local, state and federal taxing authorities. In addition, the Corporation shall not act in any manner or engage in any conduct that may deprive or impair the Corporation=s qualification for tax exempt status from any and all local, state and federal taxing authorities. The Board of Directors is given express authority to amend these By-laws in order to qualify at all times for any relevant tax exempt status afforded by any local, state or federal taxing authority. The Board is further authorized to take all necessary steps to qualify for any relevant tax exempt status as afforded by any local, state or federal taxing authority.

Dated this 19th day of November, 2012

Signed Shane VandeVoort Shane VandeVoort, President  
501 West 15<sup>th</sup> Street  
Pella, IA 50219

*Signed*\_\_*William Weyers*\_\_\_\_\_ William Weyers, President Elect  
5426 157<sup>th</sup> Street  
Grimes, IA 50111

*Signed*\_\_*Charles McDonald*\_\_\_\_\_ Chuck McDonald, Secretary/Treasurer  
3700 SE Convenience Boulevard  
Ankeny, Iowa 50021

11/10/2012