

**BYLAWS OF
THE MAPLE VALLEY-ANTHON OTO SCHOOL FOUNDATION, INC.**

**ARTICLE I
OBJECTS**

Section 1.1. Corporate Objectives. The Maple Valley-Anthon Oto School Foundation, Inc. (hereinafter called the "Corporation") will conduct its activities to promote the purposes for which it was organized as set forth in the Articles of Incorporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on:

- a) by a corporation exempt from federal income as under Sections 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or
- b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law).

**ARTICLE II
MEMBERSHIP**

Section 2.1 Qualifications, Annual and Lifetime Dues, Membership Year. All persons who support the purposes of the Maple Valley-Anthon Oto School Foundation, Inc. may become members upon approval of the Board of Directors and payment of \$25 annual dues. Annual dues of members shall be payable on or before July 1 of each year commencing July 1, 2005 for a fiscal membership year of July 1 to June 30 of the next year. Membership dues collected after January 1 of any fiscal year shall be effective until June 30 of the following fiscal year. Any person or entity may become a lifetime member upon payment of the sum of \$1,000.00 and approval of the Board of Directors.

Section 2.2. Annual Meeting. The Annual Meeting of the members shall be held on the second Monday in January in each year, beginning with the year 1996 at an hour

to be selected by the Board of Directors. The purpose of the annual meeting shall be for the purpose of electing directors and such other business as may come before the meeting. The place of the meeting shall be determined by the Board of Directors.

Section 2.3. Special Meetings. Special meetings of the members may be called at any time by the President, by the Board of Directors, or by petition in writing signed by not fewer than 25% of the members of the Corporation and filed with the Secretary.

Section 2.4. Voting. Each member shall be entitled to one vote on each matter submitted to a vote of the members. At any meeting of the members, the members present shall constitute a quorum. The Board of Directors may provide for vote by proxy and the form of such proxy. Voting shall not be cumulative, unless otherwise directed by the Board of Directors. Each member shall have one vote, subject to any restrictions contained in the Articles of Incorporation, and irrespective of the number of memberships purchased by that person. Memberships are not transferable. Contributors and other persons may participate in the meeting, but shall have no vote.

Section 2.5. Notice. Not fewer than twenty (20) or more than fifty (50) days prior to each meeting, notice shall be mailed, postage prepaid, to all members at their addresses listed in the records of the Corporation setting forth the date, time and place of such meeting and indicating the nature of the business to be transacted at such meeting. No notice of the time, place or purpose of any meeting need be given to any member who, in writing, executed and filed with the records of the meeting before or after the holding thereof, waives such notice, or who attends the meeting.

ARTICLE III GEOGRAPHIC EQUITY

Section 3.1. Geographic Equity. Directors of the corporation shall be selected, and shall act, so as to represent the entire geographic area served by the Maple Valley-Anthon Oto Community School District. Each project of the Corporation shall be designed to benefit the entire geographic area served by the school district. In achieving this objective, related projects or projects undertaken over a period of time may be considered as one project. In achieving this objective, existing facilities, the number of persons likely to benefit from the project in each geographic area, the ages of the target groups, the benefits of the project and the cost of the project all may be considered.

ARTICLES IV OFFICES

Section 4.1. Principal Office. The principal office of the Corporation in the State of Iowa shall be located in the City of Mapleton, County of Monona. The Corporation may have such other office, either within or without the State of Iowa as the Board of

Directors may designate or as the business of the Corporation may require from time to time.

Section 4.2. Registered Office. The registered office shall be as stated in the Articles of Incorporation. However, the registered office of the Corporation required by the Iowa Nonprofit Corporation Act, Chapter 504A. Code of Iowa, to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

Section 5.1. General Powers. The business and affairs of the Corporation, including the control and disposition of its property and funds, shall be managed by its Board of Directors. The Board of Directors shall have sole authority to establish methods of contributions, accept or reject contributions or to provide for any other restrictions, qualifications or levels relating to contributions which it in its sole discretion deems necessary, subject to applicable legal requirements.

In accepting gifts, bequest and devises, it is the intention that the directors will manage the affairs in such a manner so as to comply with the meaning of the terms and limitations of the Articles of Incorporation and these Bylaws so that such actions will not jeopardize the federal income tax exemption of this corporation pursuant to the provisions of Section 501(c) (3) of the Internal Revenue Code of 1986 as now in force or as may be amended.

Section 5.2. Number, Tenure and Qualifications. The number of directors of the Corporation shall be fifteen (15). All members of the Board of Directors shall be elected for a three (3) year term except that the term of office shall be three (3) years for two (2) members of the initial board of directors and two (2) years for two (2) members of the initial board of Directors and for one (1) year for two (2) members of the initial board of directors so that the terms of members of the Board of Directors shall expire on a rotating basis, with approximately one-third (1/3) of directors terms expiring each year.

Section 5.3. Regular Meetings. A Regular meeting of the Board of Directors shall 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 maybe provided, by resolution, the time and place, either within or without the State of Iowa, for the holding of additional regular meetings without other notice that such resolutions.

Section 5.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President of a majority of the directors. The person

or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the board of directors called by them.

Section 5.5. Notice. Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally or mailed to each director at his or her personal or business address. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when 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. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5.6. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 5.7. Vacancies. Any vacancy occurring in the board of directors and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of directors may be filled by election by a majority of the then sitting Directors of the Corporation. A director so elected shall serve the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be.

Section 5.8. 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 shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.9. Informal Action by Directors. Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. For purposes hereof, facsimile signatures shall be adequate to show consent.

Section 5.10. Resignation and Removal. Any director may at anytime resign by serving written notice thereof on the remaining directors. Membership on the Board of Directors may also be terminated by passage of a removal resolution of the Board of Directors after any director has missed more then three consecutive board meetings.

Section 5.11. Compensation. Directors shall serve without compensation, except reasonable expenses may be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain the services of a director other then in his or her capacity as a director and the director may be compensated for services so rendered as the board of directors may from time to time deem appropriate.

ARTICLE VI OFFICERS

Section 6.1. Officers' Appointment and Term of Office. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. They shall be elected annually at the first meeting of the Board of Directors held after the beginning of the fiscal year. Each officer shall hold office for one (1) year or until his or her successor shall have been duly appointed and shall have qualified or until his or her death or resignation.

Section 6.2. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in accordance with the provisions of these Bylaws with respect to the original appointment to such office.

Section 6.3. President. The President shall be the principal executive office of the Corporation and, subject to the control of the Board or Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto 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 shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President an such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.4. Vice President. In the absence of the President or in the event of the President's death, 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

from time to time may be assigned to him or her by the President or by the Board of directors.

Section 6.5. Secretary. The Secretary shall:

- a) keep the minutes of the Board of directors' meeting in one or more books provided for that purpose;
- b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- c) be custodian of the corporate records;
- d) keep a register of the post office address of each member of the Board of Directors which shall be furnished to the Secretary by such a manner; and
- e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 6.6. Treasurer. The Treasurer shall:

- a) have charge and custody of and be responsible for all funds and property of the Corporation;
- b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of these Bylaws;
- c) compile and distribute annually to each director a report of the activities of the Corporation, including a statement of receipts and expenditures; and
- d) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. The Treasurer may be required to give a bond at the expense of the Corporation for the faithful discharge of his or her duties in such sum and with such surety of sureties as the Board of Directors shall determine.

Section 6.7. Resignation. Any officer may at anytime resign by service written notice thereof on the Board of Directors. Such resignation shall take effect upon receipt thereof or at a later time specified therein; and unless otherwise specified therein, acceptance thereof shall not be necessary to make it effective.

Section 6.8. Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. Any officer holding the position of President, Vice President, Secretary or Treasurer shall automatically be removed if the individual holding the subject office is no longer a member of the Association's Board of Directors due to death, resignation or removal.

Section 6.9. Assistants and Acting Officers – Executive Director. The Board of Directors or any officer, duly authorized by the Board of Directors, may appoint any person to act as assistant to any officer, or to perform the duties of such office whenever it is impractical for such officer to act personally, and such assistant or acting officer may perform all the duties of the office to which appointed as assistant, except as such power may otherwise be defined or restricted by the Board or the appointing officer.

Section 6.10. Salaries. The President, Vice President, Secretary and Treasurer shall serve without compensation, except that reasonable expense shall be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain the services of the President, Vice President, Secretary and Treasurer other than in their capacity as such officers and they may be compensated for services so rendered as the Board of Directors may from time to time deem appropriate.

The salaries of all assistant officers and acting officers, including an Executive Director, if appointed, shall be fixed from time to time by the Board of Directors.

ARTICLE VII INDEMNIFICATION

Section 7.1. Indemnification. Except for any prohibition against indemnification specifically set forth in these Bylaws or in Chapter 504A, Code of Iowa, at the time indemnification is sought by any Member, director, officer, employee, volunteer or agent of the corporation, the Corporations shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Member, director, officer, employee, volunteer or agent of the Corporation or is or was service at the request of the Corporation as a member, director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise (such serving as a Member, director, officer, employee or agent of the Corporation or at the request of the Corporation referred to herein as “serving on behalf of or at the Corporation’s request”), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its’ equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not

opposed to be the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 7.2. Indemnification : Further Provisions. If a Member, director, officer, employee, volunteer or agent of the Corporation has been successful on the merits of otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys fees) actually and reasonable incurred by him in connection therewith. Any other indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of such person is proper because he or she has met the applicable standard of conduct set forth in Section 1; such determination shall be made:

- a) by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or
- b) in written opinion by special independent counsel selected by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or
- c) if the requisite quorum of the full Board of Directors cannot be obtained through disinterested directors, in a written opinion by special independent legal counsel selected by a majority vote of the full Board of Directors in which directors who are parties may participate. Expenses incurred by defending a civil or criminal action, suit or proceedings as authorized in the manner provided in this Section 2 upon receipt of an undertaking by or on behalf of such person that such person believes in good faith that he or she has met the applicable standard of conduct set forth in Section 1 and that such person will repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized herein. The indemnification and advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any provision in the Articles of Incorporation or Bylaws, any agreement or vote of members or disinterested directors, or otherwise, both as to actions in the person's official capacity entitling the person to indemnification and advancement of expenses under these provisions and as to actions in other capacities concurrently held by those seeking indemnification or advancement of expenses. However, no person shall be provided indemnification by any provision of the Articles of Incorporation or bylaws, by any agreement, or otherwise, for any breach of a duty of loyalty to the Corporation or its Members, for any act or omission not in good faith or which involves

intentional misconduct or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit. The indemnification provided herein shall constitute as to a person who has ceased to be a Member, director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the Corporation's request against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions hereof.

ARTICLE VIII CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 8.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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 or specific instances.

Section 8.2. 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. The Corporation shall make no loan to any officer or director of the Corporation.

Section 8.3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or such other 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.

Section 8.4. Deposits. All funds of the Corporation not otherwise employed 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.

ARTICLE IX WAIVER OF NOTICE

Section 9.1. Notice / Waiver. Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Articles of Incorporation or under the provisions of the Iowa Nonprofit Corporation Act, 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. For purposes hereof, facsimile signature shall be adequate to show consent for such waiver.

ARTICLE X FISCAL YEAR

Section 10.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January in each year and end on the last day of December.

ARTICLE XI SEAL

Section 11.1. Seal. The Corporation shall have no corporate seal.

ARTICLE XII AMENDMENTS

Section 12.1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of all members of the board of directors at any regular or special meeting of the Board of Directors provided that the minimum of thirty (30) days' notice in writing of the character of the proposed alteration, amendment or repeal is given to all members of the Board of Directors.

ARTICLE XIII COMMITTEES OF THE BOARD OF DIRECTORS

Section 13.1. General. The President, with the Board of Directors' concurrence, may establish and appoint standing and special committees as shall be deemed desirable for the endeavors of the Corporation. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers, except those specifically conferred by action of the Board of Directors. Upon the completion of the task(s) assigned to any special committee, the special committee shall be discharged.

Section 13.2. Committee Membership. Persons who are not directors or officers of the Corporation may be appointed to serve on standing or special committees. All standing or special committee members shall serve at the pleasure of the Board of Directors. The Board of Directors shall review and reappoint persons to membership on all standing and special committees at the Board of Directors' annual meeting.

Section 13.3. Reports. Except as otherwise provided in the Board of Directors' resolution approving the establishment and appointment of a standing or special

committee, all committees shall maintain written minutes of their meetings which shall be available to the Board of Directors. Each committee shall report in writing to the Board of Directors as necessary and shall, at a minimum, submit a written report of the committee's activities at the Board of directors' annual meeting.

Section 13.4. Meetings. All committees shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties.