



**BY-LAWS OF IOWA HUGH O'BRIAN YOUTH LEADERSHIP
CORPORATE BOARD**

ARTICLE I
NAME

The name of this corporate board shall be Iowa Hugh O'Brian Youth Leadership Corporate Board, hereinafter referred to as IOWA HOBY Corporate Board.

ARTICLE II
MISSION

Iowa HOBY's mission is to help lay a foundation for Iowa's future leaders through the facilitation of seminars, community events, and activities that teach participants *how to think, not what to think*.

ARTICLE III
PURPOSE

Iowa HOBY is a non-profit corporation. The objectives of the Iowa HOBY Corporate Board shall be to see that all IOWA HOBY programs are planned, organized and run according to the goals, policies and guidelines of HOBY International, provided such purpose is accomplished in a charitable manner, pursuant to the terms and subject to the limitations specified in the charter.

ARTICLE IV
GENERAL POWERS

The direction and management Iowa HOBY shall be vested in a Corporate Board. In addition to the powers expressly conferred by these bylaws, the Corporate Board shall exercise all powers of Iowa HOBY.

ARTICLE V
SPECIFIC POWERS

The responsibility and authority of the Iowa HOBY Corporate Board shall include, but is not limited to, the following:

- a. To oversee all activities conducted under the Iowa HOBY name.

- b. To ensure that Iowa HOBY programs are operated according to HOBY International's standards and policies.
- c. To ensure the perpetuation of Iowa HOBY through strategic long range planning.
- d. To assume fiduciary responsibility for all Iowa HOBY activities and programs.
- e. To approve the selection of a Leadership Seminar Chairperson ("LSC"), Alumni Advisor, and CLEW Director (as appropriate) on an annual basis.
- f. To determine guidelines by which the leadership seminar planning team will operate within to ensure the integrity and future of the program as a whole. Guidelines include, but are not limited to: recruitment policies, budgeting, program requirements, facilities, and volunteers.
- g. To approve all fundraising activities, programs and budgets for the corporation, the seminar committee(s), alumni association(s) and CLEWS within the state of Iowa.
- h. To negotiate and approve all contracts for Iowa HOBY, including, but not limited to, host facility contracts for the annual state seminar(s).

ARTICLE VI **COMPOSITION OF BOARD**

The composition of the IOWA HOBY Corporate Board shall be determined annually by resolution of the IOWA HOBY Corporate Board, provided that number shall be at least seven (7), but not more than twenty (20). The members of the Corporate Board shall, at a minimum, consist of four officers and three directors or at-large members.

ARTICLE VII **OFFICERS**

Section 1. Officer Descriptions. The officers of the Iowa HOBY Corporate Board shall be President, Vice President, Secretary and Treasurer. These four officers comprise the Executive Committee of the Iowa HOBY Corporate Board. They shall perform the duties outlined in these bylaws and by the parliamentary authority adopted by the Corporate Board.

A. President. The President shall be the Chief Executive Officer of Iowa HOBY. The President shall, when present, preside at all meetings of the Corporate Board; shall have general management and direction of all activities of Iowa HOBY, and all powers ordinarily exercised by the president of a corporation. The President shall have the authority to sign and execute in the name of Iowa HOBY, all deeds, mortgages, bonds, agreements, contracts or other instruments on Iowa HOBY's behalf, and shall have charge and custody of all funds and securities of the Corporation in conjunction with the Treasurer. The President shall appoint all committees, temporary or permanent.

B. Vice President. In the absence of the President, or in the event of the President's inability to act, the Vice President shall perform the duties of

President, and when so acting, shall have and may exercise all the powers of the President. The Vice President shall perform such other duties as may be assigned to him/her by the President.

C. Secretary. The Secretary shall keep the minutes of the meetings of the Corporate Board, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be the custodian of the corporate records of Iowa HOBY, and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him/her by the President.

D. Treasurer. The Treasurer shall have charge and custody of all funds and securities of the Corporation in conjunction with the President; complete all financial reports required under these by-laws or requested by the Corporate Board and HOBY International; receive and give receipts for monies due to Iowa HOBY, and deposit all such monies in the name of Iowa HOBY in such banks or other depositories as shall be selected by the Executive Committee. In general, the Treasurer shall perform all the duties incident to the office of treasurer and such other duties as may be assigned to him/her by the President.

Section 2. Terms of Officers. Officers shall be elected for terms of two years, terms to commence upon the date of the annual meeting of the Corporate Board and to expire on the date of the annual meeting on the second year following the director's appointment.

Section 3. Vacancies. If an office becomes vacant for any reason, the President of the Corporate Board may choose a successor or successors who shall hold office for the unexpired term with the approval of the Corporate Board. If the office of President becomes vacant for any reason, the Vice President shall assume the office of President for the unexpired term.

Section 4. Limitations. Chairpersons of the IOWA HOBY seminar cannot serve as executive officers of the IOWA HOBY Corporate Board.

ARTICLE VIII **DIRECTORS & AT-LARGE MEMBERS**

Section 1. Required Directors. The Directors of the Corporate Board shall, at minimum, consist of the following:

A. Leadership Seminar Chairperson. It is the responsibility of the Leadership Seminar Chairperson (LSC) to facilitate the committee responsible for planning and implementing the yearly Leadership Seminar. During the event of the yearly seminar, the LSC is the point of contact and manager for the seminar. The LSC is directly responsible for ensuring that the Leadership Seminar meets the objectives, as set by HOBY National and the Iowa HOBY Corporate Board, for Leadership Seminars so as to enhance student learning

and development.

- B. Alumni Advisor.** The Alumni Director shall be charged with coordinating contact with Iowa HOBY alumni. The Director will oversee all alumni programs and events in coordination with relevant directors and volunteers.
- C. Past President.** The immediate past president of Iowa HOBY Corporate Board shall provide historical perspective, guidance, and support as requested.

Section 2. Additional Director Positions. A volunteer may be elected into a Director position to fill a specific and needed role as determined by the Corporate Board, including but not limited to:

- A. Director of Development.** The Director of Development shall be responsible for macro-level fundraising efforts throughout the calendar year. The Director will oversee all fundraising through grant writing, solicitations (both corporate and private), grants in kind, and fundraising activities. The Director of Development will establish and maintain relationships with donors and collaborators, as well as creating a comprehensive database to track donations and donors from year to year. The Director shall be responsible for all fundraised monies and for coordinating the transfer of funds to the Treasurer for Deposit.
- B. Director of Marketing.** The Director of Marketing shall be responsible for developing and executing strategies for gaining publicity for the Iowa HOBY in print, broadcast, and social media. The Director of Marketing will act as chief spokesperson and media liaison for the organization.
- C. Director of Outreach.** The Director of Outreach will be charged with the image of Iowa HOBY as presented not only through the media but through its promotional materials and website. The Director of Outreach will be the primary liaison for all Iowa HOBY social media accounts (i.e. Facebook, Twitter, Instagram). The Director will ensure the Iowa HOBY website is up to date. The Director will work closely with the Director of Marketing and Alumni Advisor to display congruent messages across all platforms.

Section 2. At-Large board members. A volunteer may be elected as a Member at Large of the Corporate Board. At-Large board members are voting members of the board.

Section 3. Term. Directors and at-large members shall be elected to the Iowa HOBY Corporate Board for a one (1) year term, or until their successors have been chosen. They shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Corporate Board.

Section 4. Vacancies. If a director position becomes vacant for any reason, any member of the IOWA HOBY Corporate Board may nominate a successor for consideration by the

Executive Committee. The Executive Committee will review all nominations and will determine and present to the rest of the Board a final pool of nominees. The Board will then choose a successor or successors who shall hold office for the remainder of the unexpired term.

ARTICLE IX **MEETINGS**

Section 1. Annual Meeting. An annual meeting of the IOWA HOBY Corporate Board shall be held and shall coincide with the IOWA HOBY Leadership Seminar.

Section 2. Regular Meetings. Regular meetings of the IOWA HOBY Corporate Board shall be at least four (4) times a year. Each regular meeting of the Board may be held at any place in the State of Iowa, and at such time, date, and place as may be prescribed by resolution of the board no later than the last meeting (annual, special, or quarterly) prior to that quarterly meeting. Meeting attendance may also be represented by telephone conference or web conference.

Section 3. Special Meetings. Special meetings of the Corporate Board can be called by the President, or by the Secretary upon the written request of three (3) or more board members stating the purpose of such meetings delivered to the Secretary at least 48 hours in advance of the proposed meeting date.

Section 4. Email Voting. Certain extenuating circumstances of the Corporate Board may deem an email vote necessary. In such a rare circumstance, the President or Secretary must provide the voting measure to the Iowa HOBY Corporate Board and allow 3 business days for responses. After responses have been received, quorum must be met before the vote is tallied.

Section 5. Notice of Meetings. The Secretary or President shall provide notice to all Directors and/or Officers of any Corporate Board meeting in writing or by e-mail at least 5 days in advance of said meeting.

Section 6. Transactional Business. At any meeting of the Corporate Board, the board may conduct any business which is properly presented. Where the Corporate Board deems appropriate, it may give the Executive Committee such powers necessary to conduct business regarding a particular matter in the absence of the full Board of Directors.

Section 7. Fiscal Year. Iowa HOBY Corporate Board's fiscal and calendar year shall be the twelve month period beginning August 1 and ending July 31.

Section 8. Quorum. A majority of the members (51%) of the Corporate Board shall constitute a quorum for the transaction of business at every Corporate Board meeting. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting, but not for a period of in excess of 30 days. Except as otherwise

provided in these by-laws, the action of a majority of the members present at a meeting at which a quorum is present shall be the action of the entire Corporate Board.

ARTICLE X **NOMINATIONS AND ELECTIONS**

Section 1. Nominations. Nominations for Officers and Directors of the Corporate Board shall be taken from the floor at the Corporate Board meeting immediately preceding the annual meeting. Any board member may make a nomination or be nominated to a position on the Corporate Board. Only existing members of the Corporate Board may be nominated for the offices of President or Vice President. Non-board members may be nominated for any Director position, Secretary or Treasurer.

Section 2. Elections. Election of the Officers and Directors of the Corporate Board shall be conducted during the annual meeting. All Officers, Directors and At-Large members are considered voting members for purposes of elections. Voting shall be conducted by secret ballot. Ballots shall be collected and tallied by the Secretary, and the results read at the same meeting.

Section 3. Term of Office. The term of office for all newly elected Officers and Directors shall begin upon the conclusion of the Annual seminar.

ARTICLE XI **COMPENSATION**

The members of the Corporate Board shall receive no compensation for their services, as such, but may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of Iowa HOBY, provided such expenses are approved by the Corporate Board.

ARTICLE XII **GIVING EXPECTATIONS**

Each member of the Corporate Board shall commit to a \$200 gift to Iowa HOBY or be responsible for securing a \$200 Gift in Kind donation or \$200 sponsorship for the current seminar year per the discretion and approval of the President.

ARTICLE XIII **REMOVAL**

A member of the Corporate Board may bring a motion at any meeting of the Corporate Board, called for any purpose, for the removal of an Officer or Director or At-Large member, with or without cause. The Officer or Director or At-Large member may be removed from office by a two-thirds vote of the entire Corporate Board. The vacancy may then be filled by a majority vote of the Corporate Board.

ARTICLE XIV COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee of the IOWA HOBY Corporate Board comprised of the officers. The executive committee is defined as the President, Vice President, Secretary, and Treasurer.

Under emergency circumstances, the Executive Committee may act for the full Corporate Board between regular meetings. Any actions taken by the Executive Committee acting under such circumstances shall be considered temporary and contingent upon later approval by the majority of the Corporate Board. Upon such temporary action the entire board will be notified as soon as practically possible when the Executive Committee has acted in this capacity.

Section 2. Committees. The responsibilities of the IOWA HOBY Leadership Seminar Chair as head of the Seminar Planning Team, and Alumni Advisor shall be determined by their respective Committees and approved by the Corporate Board. Key volunteers, which can be defined as any position on one of the three aforementioned committees (i.e., Executive Committee, Planning Team, and the Alumni Committee) shall be approved by the Corporate Board and HOBY International.

Section 3. Standing & Special Committees. The President may appoint standing and special committees to facilitate the operation of the Iowa HOBY Corporate Board. The President shall be an ex-officio member of all committees and a specific member of the corporate board or other designee shall be identified as the committee chair for each committee. Committee chairs are responsible for reporting back to the Corporate Board as appropriate.

ARTICLE XV MANAGEMENT AND DEDICATION OF ASSETS

Section 1. Assets. The properties and assets of Iowa HOBY are irrevocably dedicated to charitable purposes. All assets of Iowa HOBY shall be managed directly by the Corporate Board, through the President and Treasurer. An accounting of all assets held by Iowa HOBY shall be provided by the Treasurer at least annually in a written report to the entire Corporate Board.

Section 2. Dissolution of assets. No part of the net earnings, properties, or assets of Iowa HOBY on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, officer or director of Iowa HOBY. On liquidation or dissolution, all properties and assets and obligations shall be returned to HOBY International. HOBY International shall hold all funds/assets for the benefit of (1) any replacement affiliate in the corporate territory, or (2) if no replacement can be organized within a reasonable time (12 months), then to the benefit of all other affiliates and HOBY International, generally.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the IOWA HOBY Corporate Board in all cases where it will facilitate a timely resolution to an issue and in which they are not inconsistent with these bylaws.

ARTICLE XVII
CORPORATE FILINGS

Iowa HOBY shall comply with all applicable federal, state and local regulations as they pertain to its standing as a 501(c)(3) Iowa non-profit corporation. This includes, but is not limited to Iowa HOBY’s annual filings with the Iowa Secretary of State, Department of Business Services, the Iowa Attorney General’s Office, the Iowa Department of Revenue, the Internal Revenue Service, and the applicable County Recorder of Deeds.

ARTICLE XVIII
AMENDMENT OF BYLAWS

These bylaws may be amended at any regular or special meeting by a two-thirds vote, provided that the amendment has been submitted in writing to all Iowa HOBY Corporate Board members at least one (1) week prior to such meeting.

ARTICLE XIX
EFFECTIVE DATE

The undersigned hereby certify that the foregoing by-laws have been adopted at a duly convened meeting of the Corporate Board of Iowa HOBY, with a quorum present, this 11th day of June, 2015.

Brandy Cunningham

Aaron Horsfield

Allison Poss

Adam Newland

Heather Scoville

Erin Austin

Ryan Anderson

Virgil Morris

David Coltrain