

**BYLAWS OF THE  
DES MOINES WATER WORKS PARK  
FOUNDATION**

**ARTICLE I**

**PURPOSES AND OBJECTS**

The Des Moines Water Works Park Foundation (the “Corporation”) will conduct its activities to promote the charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”) for which it was organized as set forth in the Articles of Incorporation.

**ARTICLE II**

**LIMITATIONS ON POWERS**

(a) No Private Benefit

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). No director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

(b) Propaganda and Lobbying Activities

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) Impermissible Activities

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

## **ARTICLE III**

### **RESTRICTIONS ON PERMANENT IMPROVEMENTS**

Pursuant to its Articles of Incorporation, the Corporation shall facilitate the construction and installation of permanent improvements to the Des Moines Water Works Park. Accordingly, a significant activity of the Corporation will be the selection of plans and designs for improvements, identifying contractors to perform the work, and the development of other programs and recommendations as designated by the Board of Directors and consistent with the Corporation's charitable purposes.

As the Des Moines Water Works Park is owned by the Des Moines Water Works, no such construction, alteration of the existing terrain, or installation of permanent structures shall occur without first receiving the express written consent of the Des Moines Water Works.

Further, no member of the Board of Directors shall have any financial interest in any person, company or other entity that furnishes plans, designs, materials, construction, or any other type of services whatsoever to the Corporation. For purposes of this Article, a financial interest exists if the person has, directly or indirectly, through business, investment, or family, any ownership or investment interest or compensation arrangement with any person providing such plans, designs, materials, construction or other type of services to the Corporation.

## **ARTICLE IV**

### **OFFICES**

(a) Principal Office.

The principal office of the Corporation in the State of Iowa shall be located in Des Moines, County of Polk. The address of the principal office may be changed by the Board of Directors. The Corporation may have such other offices, 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.

(b) Registered Office.

The registered office of the Corporation is the office of the Corporation's registered agent in Iowa.

## ARTICLE V

### BOARD OF DIRECTORS

#### (a) 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 such programs and engage in such activities it in its sole discretion deems appropriate in light of the Corporation's charitable purpose, subject to applicable legal requirements.

In accepting contributions and conducting activities, the directors shall manage the affairs in such a manner so as to comply with the meaning of the terms and limitations in the Articles of Incorporation and these Bylaws, so that such actions will not jeopardize the Federal income tax exemption of the Corporation pursuant to the provisions of Section 501(c)(3) of the Code.

#### (b) Meetings.

The directors may hold a regular annual meeting of the board, at a date, time and place to be set by resolution of the board. The Board of Directors shall have the power to hold its meetings, either regular or special, within or without the State of Iowa, at such places as may be designated by the Bylaws or by resolution of the board. The board may set other regular meetings by resolution, to be held at such time and place as determined by the board and set out in the resolution, and no notice other than the resolution will be required for such regular meetings. Special meetings may be called by the president, or a majority of the directors upon the giving of ten (10) days notice in writing by mail, facsimile, or electronic mail transmission to each director. Directors may participate in any regular or special board meeting by telephone.

In respect of the close connection and working relationship of the corporation with the Des Moines Water Works, a municipal utility formed pursuant to Chapter 388, Code of Iowa, the board will exercise its best efforts to conduct its business as if Chapter 21, Code of Iowa, applied to the corporation.

#### (c) Number, Tenure, and Qualifications.

The number of directors of the corporation shall not exceed twenty (20), with the exact number to be set by resolution of the board. Each director shall serve for a term of for two (2) years commencing with his or her appointment or until his or her successor shall have been appointed and qualified; notwithstanding, the board may in its discretion appoint one or more directors to a term of one year in order to provide for continuity and to maintain a quorum at all times. A director may only serve for three (3) consecutive terms, followed by at least one year of absence from the board; however, this term limitation may be waived by majority vote of the entire board if doing so is in the best interest of the corporation. The Board shall appoint persons to serve as directors who have a desire to assist the Corporation to achieve its stated goals and objectives, or who possess knowledge, experience or expertise

that will contribute to the fulfillment of the mission of the Corporation. Des Moines Water Works shall have the power to appoint two (2) board members.

(d) Quorum.

A majority of the number of directors fixed by these Bylaws 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 the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(e) 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.

(f) Vacancies.

Any vacancy occurring in the Board of Directors, including a vacancy resulting from 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 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.

(g) 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 than 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.

(h) Presumption of Assent.

A director of the corporation who is present at a meeting of the Board of Directors at which action or 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 a 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.

(i) 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.

(j) Committees.

The Board of Directors by resolution adopted by the affirmative vote of a majority of the directors present may establish one or more committees, including an Executive Committee, each committee to consist of two or more directors elected by the Board of Directors. Each such committee shall have the powers and duties delegated to it by the Board of Directors. The Board of Directors may elect one or more of its members as alternate member or members in any meeting of such committee, upon request by the President and upon request by the chairman of the committee. Each committee shall fix its own rules governing the conduct of its activities as the Board of Directors may request. Committees may from time to time solicit volunteers not otherwise associated with the corporation to assist the committee in fulfilling its duties.

(k) Resignation and Removal.

Any director may at any time 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 than three consecutive board meetings.

(l) Notice.

Any notice required or allowed under the Articles of Incorporation or Bylaws 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 the 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 such meeting.

## **ARTICLE VI**

### **ADVISORY BOARD**

(a) Creation and Membership.

The board, acting in its sole discretion and by majority vote, may elect to create an advisory board to assist the board with expert knowledge, skills or resources not currently available to the board. The Governance Committee of the board shall make recommendations as to the membership of the advisory board, which shall be confirmed by majority vote of the board.

(b) Numbers and Term.

The number of members and term of office shall be set by the board in its discretion as a part of the process of creation of the advisory board. The board may dissolve the advisory board at any time.

(c) Duties and Responsibilities.

The advisory board shall provide input, recommendations, advice and information to the board, but shall have no governing responsibilities, and shall not be authorized to take action in the name of or on behalf of the corporation. The board may assign other duties to the advisory board from time to time, in its discretion.

(d) Chairman and Meetings.

The advisory board members shall elect a chairman from their members, who shall preside over meetings, set the agenda, and act as intermediary with the board. The advisory board may be resolution elect to hold regular meetings, and the chairman or a majority of the advisory board may call a special meeting upon ten (10) days' notice to all members of the advisory board.

(e) Compensation and Expenses.

Members of the advisory board may be compensated and/or reimbursed for expenses in the same manner and to the same extent as members of the board.

## **ARTICLE VII**

### **OFFICERS**

(a) Number.

The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person except the offices of president and secretary.

(b) Election and Term of Office.

The officers of the corporation are to be elected by the Board of Directors and shall be elected annually by the Board of Directors at the first meeting of the Board held after the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. The President may appoint officers to fill vacant or new positions subject to ratification of any such appointment by the Board of Directors at the next regular meeting of the board, or at a special meeting of the Board called

for that purpose. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death or resignation.

(c) Removal.

Any officer or agent 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 may be served thereby. But such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment as an officer or agent does not in itself create any contract rights in the person so elected or appointed.

(d) Vacancies.

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

(e) President.

The president shall be principal executive officer of the corporation, and, subject to the control of the Board of 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 and such other duties as may be prescribed by the Board of Directors from time to time.

(f) Vice Presidents.

In the absence of the President or in the event of the President's death, or inability or refusal to act, the vice president (or in the event there may be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) 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.

(g) Secretary.

The Secretary shall: (a) keep the minutes of the members' meetings and of the Board of Directors' meetings 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 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

member; and (e) in general perform all the duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

(h) Treasurer.

If required by the Board of Directors, the Treasurer shall 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 or sureties as the Board of Directors shall determine. He or she shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give all 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 provisions of these Bylaws; (d) compile and distribute annually to each director a report of the activities of the Corporation, including a statement of receipts and expenditures, and (c) 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 president or by the Board of Directors.

(i) Assistant 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 officer 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.

The Board of Directors is hereby explicitly authorized to, in its discretion, appoint a full or part-time Executive Director to assist each of the Corporation's officers in the conduct of their duties and the business of the Corporation. Any officer or director of the Corporation or any other person may serve as Executive Director. The Executive Director shall manage the regular business and affairs of the Corporation and shall have other such powers and duties as the Board of Directors shall specify.

(j) Salaries.

The President, Vice-President, Secretary and Treasurer shall serve without compensation, except that reasonable expenses 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.

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

(k) Resignation and Removal.

An officer may resign at any time by serving written notice thereof on the Board of Directors. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and, unless otherwise specified therein, acceptance thereof shall not be necessary to make it effective.

Any officer may be removed by the Board of Directors whenever in its judgment the best interests 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 not longer a member of the Board of Directors.

## **ARTICLE VIII**

### **COMMITTEES**

(a) Executive Committee.

The Board shall maintain an Executive Committee which shall have and exercise the authority of the Board in the management of the business of the Corporation between meetings of the Board. The Executive Committee shall consist of the Board Chair and such other directors of the Corporation or other individuals as determined by the Board.

(b) Other Committees.

The Board Chair, 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 completion of the tasks assigned to any special committee, the special committee shall be discharged.

(c) 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 person to membership on all standing and special committees at the Board of Directors' annual meeting.

(d) 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.

(e) 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.

## **ARTICLE IX**

### **CONTRACTS, CHECKS, LOANS AND DEPOSITS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority shall be general unless confined to specific instances by resolution of the Board.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of the indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority shall be general unless confined to specific instance.

Section 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 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 X**

### **CALENDAR YEAR**

The corporation shall operate on a calendar year basis.

## **ARTICLE XI**

### **SEAL**

The Corporation shall have no corporate seal.

**ARTICLE XII**

**WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws, the Articles of Incorporation or under the provisions of the Revised 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 slated therein, shall be deemed equivalent to the giving of such notice. For purposes hereof, facsimile signatures shall be adequate to show consent for such waiver.

**ARTICLE XIII**

**AMENDMENTS**

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors, provided that a 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, and further provided that any amendment to Article III hereof shall require the affirmative vote of Eighty Percent (80%) of the directors.

**ARTICLE XIV**

**INDEMNIFICATION**

In addition to the indemnifications required of the Corporation pursuant to the Corporation's Articles of Incorporation, the corporation shall have the power, in the discretion of the Board of Directors, to indemnify, advance defense expenses to and provide liability insurance for its directors, officers, employees, committee members, agents and volunteers to the fullest extent allowed by the Revised Iowa Nonprofit Corporation Act, as amended from time to time. It is hereby acknowledged that those serving as directors, officers, employees, committee members, agents and volunteers of the Corporation have agreed to serve in their respective capacities in part upon reliance on this provision and in reliance on the limitation of liability and indemnification provisions set forth in the corporation's Articles of Incorporation.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
PRESIDENT

ATTEST:

\_\_\_\_\_  
SECRETARY

