

**FIRST AMENDED AND RESTATED
BYLAWS**

Disability Rights IOWA

ARTICLE I NAME

The name of this corporation shall be: Disability Rights IOWA (referred to herein as "DRI").

ARTICLE II VISION, MISSION, PURPOSE AND INTENT

A. VISION

The vision of DRI is that all lowans with disabilities, including individuals with mental illness, have the opportunity to live, work and learn in the most integrated settings, with the supports and services they need, free of abuse, neglect, stigma and discrimination.

B. MISSION

The mission of DRI is to ensure, advance and protect the human and legal rights of lowans with disabilities, including individuals with mental illness, to dignity, equality, integration, self-determination and appropriate services and supports.

C. PURPOSE

As set forth in the Articles of Incorporation, as amended, DRI is organized and will be operated exclusively to provide protection and advocacy services to lowans with disabilities, including mental illness. Notwithstanding the foregoing, DRI is organized and operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

D. NON-PROFIT CORPORATION

1. DRI shall have no members.
2. DRI shall be a non-profit, non-sectarian corporation and no part of the net earnings of DRI shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that DRI shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, Section C of these Bylaws.

No substantial part of the activities of DRI shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and DRI 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 provision of these Bylaws, DRI shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. EQUAL OPPORTUNITY

DRI shall provide equal employment opportunity for all applicants, employees, and Directors. DRI does not discriminate on the basis of race, color, religion, sex (including pregnancy, childbirth or related medical conditions), national origin, ancestry, age, disability, medical condition, family-care status, veteran status, marital status, gender identity or sexual orientation. DRI also makes reasonable accommodations for employees and Directors with disabilities.

ARTICLE III GEOGRAPHIC AREA

The geographic area of activity of DRI shall be the State of Iowa.

ARTICLE IV FISCAL YEAR

The fiscal year of DRI is October 1st through September 30th of each year.

ARTICLE V BOARD OF DIRECTORS

A. Name. DRI shall be governed by its Board of Directors (collectively, the "Board" and each individual on the Board, a "Director" and collectively, the "Directors").

B. Number of Directors. The Board shall consist of 8 to 15 Directors. No employee of DRI may serve as a Director.

C. Duties of the Board. The Board shall be the governing body of DRI and be responsible for the planning, design, implementation and functioning of DRI and shall jointly develop and establish the annual priorities of DRI with the advisory council.

D. Board Composition.

1. The Board shall be selected and shall be composed of Directors who broadly represent or are knowledgeable about the needs of the clients served by DRI and shall include:

a. A majority of Directors who are individuals with disabilities, including individuals with developmental disabilities, who are eligible for services or who have received or are receiving services from DRI or parents, family members, guardians, advocates or authorized representatives of such individuals with disabilities; and

b. A significant representation of individuals with mental illness, who are or have been eligible for services, or have received or are receiving mental health services, and family members, guardians, advocates or authorized representatives of such individuals.

2. To the extent practicable, Directors shall represent different geographic areas of the state. Continuing efforts shall be made to include Directors of racial and ethnic minority groups and persons who identify as persons of color.

3. The chairperson of the Protection and Advocacy for Individuals with Mental Illness (PAIMI) Advisory Council (hereafter referred to as the "Advisory Council") shall be a member of the Board of Directors.

E. Terms of Directors. The terms of Directors shall be staggered and for four (4) years except that any Director appointed to fill a vacancy for an unexpired term shall serve for the remainder of such term. A Director who has been appointed for a term of 4 years may not be reappointed to the Board during the 2-year period beginning on the date on which such 4-year term expired.

F. Recruitment of Directors. Prior to the expiration of the term of a Director or upon the vacancy of a Director position, the Board, with the assistance of DRI staff, shall recruit new Directors through extensive outreach to individuals and organizations who support DRI's mission of advancing and protecting the rights of Iowans with disabilities, including Iowans with mental illness, to dignity, equality, integration, self-determination and appropriate services and supports. To the extent practicable, DRI's Board's recruitment efforts shall include recruitment to individuals who identify as individuals of racial and ethnic minority groups or as persons of color, as well as individuals from different geographic areas of Iowa.

G. Application Process for Directors. Individuals who are interested in being on the Board of Directors shall submit an application to the Executive Director or designee. A Director shall interview the applicant and make a recommendation to the Board at its next regularly scheduled quarterly meeting or at a special meeting called by the President about whether the applicant should be elected to the Board and the reasons therefore.

H. Election of Individuals to be on the Board. A majority of a quorum of the Board must vote in favor of an individual being elected as a Director. A Director shall always be qualified to vote for a Director unless voting for him or herself.

I. **Conflicts of Interest.** DRI shall have a conflict of interest policy which complies with the Revised Iowa Nonprofit Corporation Act, and any amendments thereto, and Section 501(c)(3) of the Code. DRI shall provide the policy to new Directors upon their appointment to the Board and they shall be required to promptly disclose any conflicts of interest and sign a disclosure statement before the next regularly scheduled quarterly Board meeting or at a special meeting, whichever occurs first, and on an annual basis thereafter.

J. **Confidentiality.** The Directors shall abide by the confidentiality requirements set forth in DRI's Conflict of Interest and Confidentiality Policy.

K. **Board vacancies and removal.** The Board may, by a majority vote of a quorum, declare vacant any position on the Board by reason of two unexcused consecutive absences of any member of the Board from regularly called meetings, in the event a Director moves his or her permanent residence outside the State of Iowa, or if a Director fails to abide by the Bylaws and policies of the organization. The Board will fill any vacancies no later than sixty (60) days after the date on which the vacancy occurs.

L. **Meetings of Board**

1. **Quarterly meetings.** The Board shall meet at least four (4) times per year. Meeting dates will generally follow the seasons of the year. At least five (5) days advance written notice of the date, time and place of these meetings is required. At each quarterly meeting,

- a. The Board shall provide opportunities for public comment at its regularly scheduled quarterly meetings.
- b. The Financial Director of DRI shall provide information to the Board about the financial status of DRI for the previous quarter.
- c. The Executive Director shall review any grievances received during the quarter and how they have been resolved. If a grievant requests a review by the Board, the Board shall review the request and decide whether to uphold the Executive Director's decision with respect to the request for review.
- d. The Board shall install new Directors if any vacancies exist.
- e. The Board shall consider such other business as may properly come before the Board.

2. **Annual Meeting.** The last quarterly meeting of the fiscal year shall also be the Board's Annual Meeting, in which it shall also:

- a. Review and approve DRI's budget for the next fiscal year:

- b. Jointly, with the Advisory Council, establish program priorities and policies for the next fiscal year;
 - c. Install new Directors if vacancies exist;
 - d. Install officers for the next fiscal year; and
 - e. Consider such other business as may properly come before the Board.
3. **Special Meetings.** Special meetings of the Board may be called by the president. Any three (3) Directors may submit in writing a request for a special meeting to the Secretary and President. At least five (5) days written notice of the date, time and place of special meetings is required.
4. **Quorum and Voting for Board meetings**
- a. A quorum must be present to conduct business at meetings of the Board. A quorum for meetings of the Board shall consist of at least fifty (50) percent of the current Board.
 - b. The President of DRI will determine whether Board meetings should be in person or virtual.
 - c. Directors may be polled by mail, by telephone or by electronic means, and in such case, a quorum vote of all Board members shall be required for action.
 - d. At meetings, a majority vote of the Directors present shall be sufficient for the passage or defeat of all proposals other than amendments to the Bylaws.

M. Reimbursement of Expenses. DRI shall reimburse all or a part of the expenses incurred by the Directors in order to participate in its activities. Expenses may include transportation costs, parking, meals, hotel costs, per diem expenses, stipends or subsistence allowances, and the cost of day care or child care (or its equivalent for the child's travel and subsistence expenses) for their dependent with mental illness or developmental disabilities. DRI shall establish its own policies and procedures for reimbursement of expenses of the Directors, taking into account the needs of individual Directors, available resources, and applicable restrictions on the use of grant funds. DRI's policies and procedures for reimbursement of Directors shall be found in DRI's Accounting Manual and shall be shared with the Directors upon their appointment and upon request.

ARTICLE VI OFFICERS

A. Officers. The officers of DRI shall be the President, Vice President, Secretary, and Treasurer.

1. **Duties.** The duties of DRI's officers are as follows:

a. The **President** shall:

- i. Preside at all meetings of the Board and see that all orders and resolutions of the Board are carried into effect.
- ii. Have the general powers and duties of supervision and management usually vested in the office of President or Chairperson of a Board of Directors.
- iii. Lead the Executive Committee's annual review of the Executive Director.
- iv. Appoint members of committees and be an ex officio member of all committees.
- v. Have served on the Board prior to nomination and election.

b. The **Vice President** shall:

- i. Assist the President in discharging the duties of that office.
- ii. Participate in the Executive Committee's annual review of the Executive Director.
- iii. Be a member of the Audit Committee.
- iv. Perform the duties of the President in the President's absence.
- v. Succeed to the presidency in the event of a vacancy of that office.
- vi. Perform other duties as assigned by the President.

c. The **Secretary** shall:

- i. Keep minutes of Board meetings.
- ii. Present the minutes to the Board at the subsequent Board meeting for final approval and revisions, if any, by the Board.
- iii. Ensure that notices comport with these Bylaws.
- iv. Perform the general duties incident to the office of Secretary.
- v. Perform other duties assigned by the President.

d. The **Treasurer** shall:

- i. Review financial statements of DRI.
- ii. Report on same at regular meetings of the Board.
- iii. Perform the general duties incident to the office of Treasurer.

- iv. Perform other duties as assigned by the President.
2. **Election of Officers.** The officers shall be elected by majority vote of the Board at the last meeting in the fiscal year. Persons must be duly elected Directors in order to be elected as an officer. No person may be elected to serve as President who has not served on the Board for at least one year. Voting shall be by written ballot for those positions for which there is more than one nominee.
3. **Terms of Officers.** At the last meeting of the fiscal year, the Board elects officers for the following fiscal year. Officers shall serve no more than two (2) consecutive one-year terms in the same office. An officer's term begins upon election and ends when a new officer for the position is elected.

ARTICLE VII COMMITTEES

- A. **Committees of Directors.** The Board, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board in the management of DRI; provided, however, that no such committee shall have the authority of the Board in reference to authorizing distributions; approving dissolution, merger, or sale, pledge, or transfer of all or substantially all of DRI's assets; electing, appointing, or removing Directors or filling vacancies on the Board or any of its committees; or adopting, amending, or repealing the Articles or Bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of any responsibility imposed upon it by law.
- B. **Term of Office.** Each member of a committee serves for one year until the next annual meeting of the Board and the member's successor is appointed, unless the committee is dissolved sooner or the member is removed from the committee.
- C. **Chair.** One member of each committee shall be appointed chair by the President.
- D. **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.
- E. **Quorum.** Unless otherwise provided in the resolution of the Board 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.
- F. **Executive Committee.** Between meetings of the Board, ongoing oversight of the affairs of DRI may be conducted by an Executive Committee.

1. **Composition.** The Executive Committee shall consist of five persons: the four officers of DRI plus the Chair of the Advisory Committee, who is also a Board member.
2. **Duties.** The Executive Committee shall have the responsibility for the transaction of routine business of the organization between meetings of the Board of Directors or when the Board cannot meet. The Executive Committee shall conduct the annual evaluation of the Executive Director and such other duties as assigned by the President.
3. **Meetings.** Meetings of the Executive Committee shall be held at the call of the President as necessary. In case of emergency, the Executive Committee members may be polled by mail, by telephone or by electronic means. The Executive Committee may take actions on behalf of DRI if a majority of a quorum of the Executive Committee votes in favor of the action. Minutes of the Executive Committee shall be reported to the Board in writing at the Board's next succeeding meeting and the Executive Committee's actions may be subject to revision, revocation or alteration by the Board.

G. Other Committees. Other committees not having and exercising the authority of the Board in the management of DRI may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, the President shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of DRI shall be served by such removal.

ARTICLE VIII PAIMI ADVISORY COUNCIL

A. Duties. DRI shall have a Protection and Advocacy for Individuals with Mental Illness ("PAIMI") Advisory Council (the "Advisory Council") to provide independent advice and recommendations to the system, work jointly with the governing authority in the development of policies and priorities, and submit a section of the system's annual report as required. For the avoidance of doubt, the Advisory Council is not a committee of the Board. The Advisory Council shall provide the public with an opportunity to comment on the priorities on an annual basis.

B. Composition.

1. The Advisory Council shall consist of 8-12 persons. The Advisory Council shall include attorneys, mental health professionals, individuals from the public who are knowledgeable about mental illness, the advocacy needs of persons with mental illness and have demonstrated a substantial commitment to improving mental health services, a provider of mental health services, individuals who have received or are receiving mental health services and family members of such individuals.

2. At least sixty (60) percent of the Advisory Council shall be comprised of individuals who have received or are receiving mental health services or who are family members of such individuals. At least one family member shall be a primary care giver for an individual who is currently a minor child or youth who is receiving or has received mental health services.
3. Continuing efforts shall be made to include individuals who identify as members of racial and ethnic minority groups or persons of color on the Advisory Council, as well as individuals from different geographic regions of the state.
4. Any member of the Advisory Council may serve on the Board of Directors following the Board's election procedures.

C. Recruitment of the Advisory Council. Prior to the expiration of the term of an Advisory Council member or upon the vacancy of an Advisory Council position, the Advisory Council, with the assistance of DRI staff, shall recruit new Advisory Council members through extensive outreach to individuals and organizations who support DRI's mission of advancing and protecting the rights of lowans with mental illness to dignity, equality, integration, self-determination and appropriate services and supports. To the extent practicable, these Advisory Council recruitment efforts shall include recruitment to individuals who identify as members of racial and ethnic minority groups or as persons of color, as well as individuals from different geographic areas of Iowa.

D. Application Process for the Advisory Council. Individuals who are interested in being Advisory Council members shall submit an application to the Executive Director or designee. An Advisory Council member or Director shall interview the applicant and make a recommendation to the Advisory Council at its next regularly scheduled meeting or at a special meeting called by the President about whether the applicant should be elected to the Advisory Council and the reasons therefore.

E. Election of an Individual to be on the Advisory Council. A majority of a quorum of the Advisory Council must vote in favor of an individual becoming a member of the Advisory Council. The Board must subsequently approve the individual becoming an Advisory Council member by a majority of a quorum of the Board of Directors.

F. Chairperson of the Advisory Council.

1. **Election and Qualifications of Chairperson.** The Advisory Council shall elect a member to serve as Chairperson of the Advisory Council who shall also be a member of the Board of Directors. This Chairperson must be an individual who has received or is receiving mental health services or a family member of such an individual.

2. **Term of Office of Chairperson.** The term of office for the Chairperson shall be for one (1) year with a maximum of two (2) consecutive full terms.
 3. **Duties of Chairperson.** The duties of the Advisory Council Chairperson shall include assisting DRI staff in establishing the time and agenda for the Advisory Council meetings, chairing Advisory Council meetings, communicating Advisory Council recommendations, input and activities to the Board of Directors, and submitting a section of the system's annual report describing the activities, accomplishments and expenditures of the system during the most recently completed fiscal year, including a section prepared by the Advisory Council that describes the activities of the Advisory Council and its assessment of the operations of the system.
- G. Advisory Council Vacancies.** The Advisory Council may, by a majority vote of a quorum, declare vacant any position on the Advisory Council by reason of two unexcused consecutive absences of any member of the Advisory Council from regularly called meetings, in the event a member moves his or her permanent residence outside the State of Iowa, or for failure to abide by the Bylaws and policies of the organization. The Advisory Council will use its best efforts to promptly fill any vacancies on the Advisory Council within sixty (60) days from the date the vacancy occurs.
- H. Meetings of Advisory Council.** The Advisory Council shall meet no less than three (3) times annually. The Chairperson of the Advisory Council shall determine if the Advisory Council shall meet in person or virtually. DRI shall provide its Advisory Council with reports, materials and fiscal data to enable review of existing program policies, priorities and performance outcomes. Such submission shall be made at least annually and shall report expenditures for the last two fiscal years, as well as projected expenses for the next fiscal year, identified by budget category (e.g. salary and wages, contract for services, administrative expenses), including the amount allotted for training of each of the Advisory Council, the Board and staff.
- I. Terms of Office.** The terms of Advisory Council members shall be four (4) years and shall be staggered among Advisory Council members. Any Advisory Council member appointed to fill a vacancy for an unexpired term shall serve for the remainder of such term only. An Advisory Council member who has been appointed for a term of four years may not be reappointed to the Advisory Council during the two-year period beginning on the date on which such four-year term expired.
- J. Conflicts of Interest.** DRI shall have a conflict of interest policy which complies with the Revised Iowa Nonprofit Corporation Act, or any amendments thereto, and Section 501(c)(3) of the Code. DRI shall provide the policy to new Advisory Council members upon their appointment to the Advisory Council and they shall be required to promptly disclose any conflicts of interest and sign a disclosure statement before the next Advisory Council meeting and on an annual basis thereafter.

- K. Confidentiality.** The Advisory Council members shall abide by the confidentiality requirements set forth in DRI's Conflict of Interest and Confidentiality Policy.
- L. Training and Orientation.** New Advisory Council members shall receive training and orientation.
- M. Reimbursement of Expenses.** DRI shall reimburse all or a part of the expenses incurred by members of the Advisory Council in order to participate in its activities. Expenses may include transportation costs, parking, meals, hotel costs, per diem expenses, stipends or subsistence allowances, and the cost of day care or child care (or its equivalent for the child's travel and subsistence expenses) for their dependent with mental illness or developmental disabilities. DRI shall establish its own policies and procedures for reimbursement of expenses of Advisory Council members, taking into account the needs of individual Council members, available resources, and applicable restrictions on the use of grant funds. DRI's policies and procedures for reimbursement of Directors and Advisory Council members shall be found in DRI's Accounting Manual and shall be shared with the Directors and Advisory Council members upon their appointment and upon request.
- N. Policies and Procedures.** The Advisory Council shall conform to such policies and procedures as are adopted by the Advisory Council. The Advisory Council shall review and revise, if necessary and appropriate, its procedures annually, and shall note any revisions in its meeting minutes.

ARTICLE IX EXECUTIVE DIRECTOR

- A.** The Board of Directors shall appoint an Executive Director of DRI in accordance with DRI's succession planning policies.
- B.** The Executive Director shall not be a member of the Board of Directors, but will attend Board meetings as a non-voting member.
- C.** The Executive Director or designee will provide programmatic, financial and grievance reports to the Board and the Advisory Council at their regularly scheduled or special meetings.
- D.** The Executive Director shall be the chief executive officer of DRI and shall have the responsibility for the general overall management of the affairs of DRI, including the establishment of appropriate policies, procedures, standards, guidance and practices for the management and operation of DRI, and shall carry out the policies of the Board.

ARTICLE X LOBBYING PROHIBITED

The provisions in this Article X apply except as otherwise provided in the Articles of Incorporation, as amended. In the event these provisions are inconsistent with the Articles of Incorporation, the Articles of Incorporation, as amended, shall control.

- A. No part of any appropriated federal funds may be used other than for normal and recognized executive-legislative relationships, for publicity or propaganda purposes, for the preparation, distribution, or use of any information kit, pamphlet, booklet, publication, radio, television, or video presentation designed to support or defeat legislation pending before the Congress, except in presentation to the Congress itself or any State legislature. This includes “grass roots” lobbying, which consists of appeals to the public suggesting that they contact their elected officials to indicate their support for or opposition to pending legislation, or to urge those representatives to vote in a particular way.

No part of any federal appropriation may be used to pay the salary or expenses of any grant or contract recipient, or agent acting for such recipient related to any direct lobbying activity designed to influence legislation or appropriations pending before the Congress or State legislature.

- B. Federal funding allotments may not be used to support lobbying activities to influence proposed or pending Federal legislation or appropriations. This restriction does not affect the right of a P&A system, organization or individual to petition Congress or any other government body or official using other resources.
- C. Federal funding allotments may not be used to produce or distribute written, audio or visual materials or publicity intended or designed to support or defeat any candidate for public office.
- D. For the avoidance of doubt, no substantial part of the activities of DRI shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and DRI 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.

ARTICLE XI MISCELLANEOUS

A. LIMITATION OF LIABILITY

A Director, officer, employee, member, or other volunteer of DRI shall not be liable for DRI’s debts or obligations, and a director, employee, officer, member, or other volunteer is not personally liable in that capacity, or any person for any action taken or failure to take any action in the discharge of the person’s duties except for 1) the amount of any financial benefit to which the person is not entitled, 2) an intentional infliction of harm on DRI, 3) in the case of a director a violation of the loan or guarantee provisions of the Revised Iowa Nonprofit Corporation Act 4) an intentional violation of criminal law, 5) in the case of an officer, liability in connection with a proceeding by or in the right of DRI other than for reasonable expenses incurred in connection with the proceeding, or 6) liability for unlawful distributions.

B. INDEMNIFICATION

DRI shall indemnify any Director, officer, or Advisory Council member who are serving or have served for liability (as such term is defined in Section 504.851(5) of the Act, which generally means an obligation to pay a judgment, settlement, penalty, or fine) to any person for any action taken, or any failure to take any action, as a Director, officer, or Advisory Council member except liability for any of the following: (1) receipt of a financial benefit by a Director, officer, or Advisory Council member to which the Director, officer, or Advisory Council member is not entitled; (2) an intentional infliction of harm on DRI; (3) a violation of the unlawful distribution provision of Section 504.835 of the Act; or (4) an intentional violation of criminal law.

Without limiting the foregoing, DRI will exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its Directors, officers, and Advisory Council Members to the fullest extent permitted by law. If the Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of DRI will be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law, including attorneys' fees, judgments, penalties, fines, settlements and other reasonable expenses. Any repeal or modification of this Article XI, Section B will be prospective only and will not adversely affect any indemnification obligations of DRI with respect to any state of facts existing at or before the time of such repeal or modification.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or Advisory Council member. DRI may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Director, officer, or Advisory Council member; provided, however, that such Director, officer or Advisory Council member shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article XI, Section B.

The indemnification provided by Article XI, Section B shall not be deemed exclusive to any other rights to which a person indemnified may be entitled under any statute, Bylaw, agreement, vote of the Board, or otherwise and shall not restrict the power of DRI to make any indemnification permitted by law.

Any indemnification provided under these Bylaws (unless ordered by a court) must be made by DRI only as authorized in the specific case upon a determination that indemnification of the Director, officer, or Advisory Council member is proper in the circumstances because he or she had met the applicable standard of conduct set forth in this Article XI, Section B. Such determination must be made (A) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding or (B) by special legal counsel, selected by the Board by vote as set forth in (A) above.

C. INSURANCE

DRI shall purchase and maintain insurance on behalf of an individual who is a Director, Advisory Council member, employee, or other persons whom DRI agrees in writing to insure against liability asserted against or incurred by the individual in the capacity or arising from the individual's status as a Director or Advisory Council member, whether or not DRI would have the power to indemnify or advance expenses to that individual against liability.

D. CONTRACTS

The Board may authorize any officer or officers or agent or agents of DRI, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of DRI. Such authority may be general or limited to specific instances. Notwithstanding the foregoing, unless otherwise limited by the Board, the Executive Director has the authority to execute on behalf of and bind DRI with respect to contracts in the ordinary course of DRI's business and activities.

E. PARLIAMENTARY AUTHORITY

The most current version of Robert's Rules of Order shall govern the business unless in conflict with any express provisions of these Bylaws.

ARTICLE XII AMENDMENTS

- A. These Bylaws may be amended by a majority vote of the Board at a regular or special meeting called for such a purpose. The President may determine if the meeting shall be in person or virtual. The proposed amendment(s) shall be presented in writing to all members of the Board at least seven (7) days prior to the meeting at which a vote will be taken.
- B. Amendments may be proposed by any Director. Any such proposed amendment(s) shall include a written explanation of the reasons for the proposal.
- C. Amendments shall be effective upon the date of adoption by the Board, unless another effective date is adopted.

ARTICLE XIII DISSOLUTION


Upon the dissolution of DRI, the Board shall, after paying or making provision for the payment of all of the liabilities of DRI, dispose of all of the assets of DRI exclusively for the purposes of DRI in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose as the Board of

Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of DRI is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose. Under no circumstances shall any of the property and assets of DRI be distributed to any Director or staff.

[SIGNATURE PAGE FOLLOWS]

VERIFICATION

We, the undersigned, verify that these Bylaws are a full, true, and correct copy of the Bylaws of Disability Rights IOWA and are effective as of December 16, 2020.

Printed Name	Signature	Position	Date
Tiffany Dodd		President	12/17/2020
Bill Stumpf		Secretary	12-17-2020