

SECOND 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

1. MISSION

Advocating for justice. Advancing human and legal rights. Protecting Iowans with disabilities.

2. VISION

Disability Rights Iowa strives for a changed world where people with disabilities are valued and fully included in their communities, their workplaces, and their schools, where they have equitable access to all opportunities and make their own decisions.

3. CORE VALUES

DRI is committed to protecting the civil and human rights of persons with disabilities through zealous advocacy and representation. The foundation for our work is that Iowans with disabilities deserve to be treated with dignity, kindness, and respect. DRI's advocacy is governed by the core values noted below. We commit to these beliefs and core values. We will work to make changes so that DRI provides Iowans with disabilities meaningful assistance while understanding and appreciating each individual's unique experiences and needs.

DRI's Advocacy efforts are governed by these core values:

- Civil Rights
- Partnership
- Empowerment
- Equal Access
- Justice
- Inclusion
- Intersectionality
- Dignity
- Change

4. 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 Iowans with disabilities. 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.

5. NON-PROFIT CORPORATION

5.1. DRI shall have no members.

5.2. 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 4 of these Bylaws.

- 5.3. 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.
- 5.4. 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.

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

1. NAME. DRI shall be managed, governed, and otherwise administered by its Board of Directors (collectively, the "Board" and each individual on the Board, a "Director" and collectively, the "Directors").
2. NUMBER OF DIRECTORS. The Board shall consist of nine (9) to fifteen (15) Directors. See Article V, Section 7 - Application Process for Directors regarding who may or may not serve as a Director. For quorum purposes, the number of directors will be set annually during the Annual Meeting.
3. BOARD COMPOSITION.
 - 3.1. The Board shall be selected by the existing Directors and shall be composed of Directors who broadly represent or are knowledgeable about the needs of the clients served by DRI. A majority of Directors must either have a disability or have a family member who has a disability.
 - 3.2. 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.
 - 3.3. The Immediate Past President shall be a Director.
4. DUTIES OF BOARD. The corporate powers, property, and affairs of Disability Rights Iowa, except as otherwise provided by law, the Articles of Incorporation, or the Bylaws, shall be vested in, exercised, conducted, controlled, and managed by or at the direction of the Board of Directors. No Board Member, except as otherwise stipulated in these bylaws, has the authority to represent or act on behalf of DRI solely by virtue of being a Board Member. 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 and Strategic Plan of DRI with the Advisory Council.
5. TERMS OF DIRECTORS. The terms of Directors shall be staggered and for three (3) years. Any Director who has served a term and actively participated as defined by Article V, Section 11 - Board Obligations may request reappointment to another successive term by providing notice to the President of such desire. All reappointments must be voted on as set forth in Article V, Section 8 - Election of Individuals to be on the Board. A Director who has been appointed for two terms may not be

reappointed to the Board during the two (2) year period beginning on the date on which such two terms expired.

- 5.1. Staggered terms shall be defined such that no more than five Directors expires in any one year. Should staggered terms become out-of-balance, a realignment plan will be developed by the Executive Committee and Executive Director and approved by a simple majority of the quorum of the Board. The realignment plan may temporarily alter term length for current or incoming Directors without modifying bylaws.
6. **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 Staff Board Liaison, shall recruit new Directors through extensive outreach to individuals and organizations who support DRI's mission of Advocating for justice, advancing human and legal rights, and protecting Iowans with disabilities. To the extent practicable, recruitment efforts shall include recruitment to individuals who fall under Article V, Section 3 - Board Composition.
7. **APPLICATION PROCESS FOR DIRECTORS.** Individuals who are interested in being on the Board of Directors shall submit an application to the Staff Board Liaison. Staff Board Liaison shall prepare a comparison of applicants to current Board Composition needs and send along with the applications to the Executive Committee. The Executive Committee will select applicants for the interview process. A Director shall interview each selected 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.
 - 7.1. Any Iowan not excluded below may apply. The following individuals may also apply:
 - 7.1.1. Directors who have completed full terms, may immediately apply to the PAIMI Advisory Council following the Council's election procedures.
 - 7.1.2. PAIMI Members who have completed full terms on the PAIMI Advisory Council, may immediately apply to the Board of Director.
 - 7.2. The following categories of individuals are not eligible:
 - 7.2.1. Conflict of Interest. No Director who has an existing conflict of interest shall serve or continue to serve without the express knowledge and approval of a simple majority of the quorum of the Board.
 - 7.2.2. Removal. No Director who has been formally removed by the Board.
 - 7.2.3. Grievance. No Director who has a current or outstanding grievance with DRI.
 - 7.2.4. Employees of Disability Rights Iowa. Former DRI employees shall be prohibited from serving as a Director for 4 years. Immediate family of DRI staff shall be prohibited from serving as a Director for two years after the DRI employee leaves their employment.
 - 7.2.5. Employment at Disability Rights Iowa: A current or former Director will not be considered for employment, contract work, pro bono work, internship/externship, or any other type of paid or unpaid work for at least two years after completing their term on the Board of Directors.
8. **ELECTION OF INDIVIDUALS TO BE ON THE BOARD.** A simple majority of the 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 themselves. New Directors shall receive training and orientation.
9. **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 special meeting, whichever occurs first, and on an annual basis thereafter.
10. **CONFIDENTIALITY.** The Directors shall abide by the confidentiality requirements set forth in

DRI's Conflict of Interest and Confidentiality Policy.

11. BOARD OBLIGATIONS. Individual Directors and the Board collectively, as stewards of public trust, having a fiduciary responsibility to DRI, must comply with Duty of Care, Duty of Loyalty, and Duty of Obedience to the organization.
 - 11.1. Directors are required to actively participate in:
 - 11.1.1. Four (4) quarterly Board meetings per fiscal year.
 - 11.1.2. One (1) Committee per fiscal year.
 - 11.2. Actively participate shall be defined to include but not limited to:
 - 11.2.1. Reviewing agenda, minutes, financial documents, and other reports provided prior to Board or Committee meetings.
 - 11.2.2. Asking appropriate and clarifying questions about any of the reports during meetings.
 - 11.2.3. Suggesting solutions to issues presented during the Board meeting.
 - 11.2.4. Being engaged in the Board discussions and responsive to Board planning/meeting questions.
 - 11.2.5. Participating in motions, discussions, and votes.
 - 11.2.6. Volunteering for committees, leadership roles, and events as needed.
 - 11.2.7. Being present during the entire meeting, whether virtually or in person, from call to order to adjournment.
12. RESIGNATIONS, REMOVALS, AND VACANCIES.
 - 12.1. Resignation. Any director may resign at any time by giving written notice to the Board. Any resignation shall take effect as of the date of the receipt of that notice or at any later time otherwise specified in that notice. The acceptance of the resignation shall not be necessary to make it effective.
 - 12.2. Automatic Removal.
 - 12.2.1. Any Director who is absent, without excuse, from two (2) regular meetings per fiscal year will be automatically removed. The President and Executive Director will determine if an absence is excused or unexcused including late arrivals and early departures. Late arrivals and early departures may be considered an unexcused absence.
 - 12.2.2. Any Director who moves out of the state of Iowa will be automatically removed.
 - 12.3. Removal. Directors may be removed for any reason, with a seven (7) day advance written notice of the date, time and place of the meeting, by a simple majority of the quorum of the Board (not counting the Director being removed) at a meeting or special meeting.
 - 12.4. Vacancy. A vacancy of any Director because of death, resignation, removal or any other cause shall be filled by a majority vote of a quorum of the remaining Directors for the unexpired term of his or her predecessor in office and shall serve until his or her successor is elected and qualified at the next annual meeting.
13. MEETINGS OF BOARD.
 - 13.1. 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 seven (7) days advance written notice of the date, time and place of these meetings is required. All meetings shall follow the latest version of Robert's Rules of Order.
 - 13.2. Annual Meeting. The last quarterly meeting of the fiscal year shall also be the Board's Annual Meeting, in which it shall also:

- 13.2.1. Review and approve DRI's budget for the next fiscal year;
 - 13.2.2. Jointly, with the Advisory Council, establish program priorities and policies for the next fiscal year;
 - 13.2.3. Install new Directors if vacancies exist;
 - 13.2.4. Install officers for the next fiscal year.
 - 13.2.5. Review Executive Director's Annual Performance Evaluation.
- 13.3. 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 seven (7) days written notice of the date, time and place of special meetings is required.
- 13.4. Quorum and Voting for Board meetings.
- 13.4.1. 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-one (51) percent of the current Board. Vacant positions will reduce the total number of board members until vacancy is filled.
 - 13.4.2. The President will determine whether Board meetings should be in person or virtual.
 - 13.4.3. 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.
 - 13.4.4. At meetings, a majority vote of the Directors present shall be sufficient for the passage or defeat of all proposals.
- 13.5. Meeting Attendance Expectations
- 13.5.1. See Article V, Section 11 - Board Obligations.
 - 13.5.2. In person attendance is preferred for Directors.
 - 13.5.3. Directors are required to attend the Annual Board meeting in September in-person.
 - 13.5.4. Individual virtual attendance for Board meetings is permitted for other quarterly Board meetings.
 - 13.5.5. Individual virtual attendance expectations: Directors are engaged in the meeting, engaged in interactive constructive dialogue either through chat feature or directly. Board members will be expected to appear virtually with their cameras active and to remain active during the entire meeting.
 - 13.5.6. Reasonable Accommodations may be requested by Board Members as needed for meeting participation. Directors may contact Staff Board Liaison for requests.
14. EXPENSE REIMBURSEMENT. DRI shall reimburse all or a part of the expenses incurred by the Directors in order to participate in its activities in accordance with the terms and conditions of its Accounting Manual. Expenses may include transportation costs, parking, meals, hotel costs, per diem expenses, stipends or subsistence allowances, and the cost of daycare or child care (or its equivalent for the child's travel and subsistence expenses) for their dependent with mental health 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

- 1. OFFICERS. The officers of DRI shall be the President, Vice President, Secretary/Treasurer, and Past President.
- 2. DUTIES. The duties of DRI's officers are as follows:
 - 2.1. The President shall:

- 2.1.1. Preside at all meetings of the Board and see that all orders and resolutions of the Board are carried into effect.
 - 2.1.2. Have the general powers and duties of supervision and management usually vested in the office of President or Chairperson of a Board of Directors.
 - 2.1.3. Lead the Executive Committee's annual review of the Executive Director.
 - 2.1.4. Appoint members of committees and be an ex officio member of all committees.
- 2.2. The Vice President shall:
- 2.2.1. Assist the President in discharging the duties of that office.
 - 2.2.2. Participate in the Executive Committee's annual review of the Executive Director.
 - 2.2.3. Be a member of the Audit Committee.
 - 2.2.4. Perform the duties of the President in the President's absence.
 - 2.2.5. Succeed to the presidency in the event of a vacancy of that office.
 - 2.2.6. Perform other duties as assigned by the President.
- 2.3. The Secretary/Treasurer shall:
- 2.3.1. Keep minutes of Board meetings.
 - 2.3.2. Present the minutes to the Board at the subsequent Board meeting for final approval and revisions, if any, by the Board. This can also be presented to the Board via email for electronic vote prior to the meeting.
 - 2.3.3. Ensure that notices comport with these Bylaws.
 - 2.3.4. Perform the general duties incident to the office of Secretary..
 - 2.3.5. Perform other duties assigned by the President.
 - 2.3.6. Review financial statements of DRI.
 - 2.3.7. Report on the same at regular meetings of the Board.
 - 2.3.8. Perform the general duties incident to the office of Treasurer.
 - 2.3.9. Perform other duties as assigned by the President.
- 2.4. Immediate Past President Shall:
- 2.4.1. Hold an unelected one-year term of office immediately after their term as President. If the current president is re-elected such that there is not a new Past President created, the then current Immediate Past President shall hold an additional unelected one-year term of office.
 - 2.4.2. Be excluded from the right to run for office.
 - 2.4.3. Ensure continuity during governance transitions and organizational change. Assumes a key role in the orientation and transition of a Board member to the duties of the President.
 - 2.4.4. Advise and support the President in their role.
 - 2.4.5. Provide continuity to DRI by providing historical context for issues.
 - 2.4.6. Perform other duties as assigned by the President.
3. ELECTION OF OFFICERS. The officers shall be elected by simple majority of the quorum 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 prior to nomination and election. Voting shall be by written ballot for those positions for which there is more than one nominee. For reasons of conflict, the PAIMI Chairperson may not hold an officer position.
4. TERMS OF OFFICERS. An Officer may serve a limit of two (2) one-year terms in each office. An Officer elected to fill a vacancy for an unexpired term may also serve the remainder of that term in addition to two (2) one-year terms. After assuming the Immediate Past President's role, an Officer may continue to serve in that office irrespective of their membership term limit, expiration of which shall be tolled as long as the Director is serving as Past President.
5. OFFICER RESIGNATIONS, REMOVALS, OR VACANCIES.
- 5.1. Resignation. Any Officer may resign at any time by giving written notice to the Board. Any

resignation shall take effect as of the date of the receipt of that notice or at any later time otherwise specified in that notice. The acceptance of the resignation shall not be necessary to make it effective.

5.2. Automatic Removal.

5.2.1. Any Officer who is absent, without excuse, from two (2) regular meetings per fiscal year will be automatically removed from office and from being a Director. The President and Executive Director will determine if an absence is excused or unexcused including late arrivals and early departures. Late arrivals and early departures may be considered an unexcused absence.

5.2.2. Any Officer who moves out of the state of Iowa will be automatically removed from office and from being a Director.

5.3. Removal. Officers may be removed for any reason, with a seven (7) day advance written notice of the date, time and place of the meeting, by a simple majority of the quorum of the Board (not counting the Officer being removed) at a meeting or special meeting.

5.4. Vacancy. A vacancy in any Office because of death, resignation, removal or any other cause shall be filled in the manner prescribed herein for regular appointment to that office. The President may make temporary appointments to a vacant office pending action by the Board of Directors.

ARTICLE VII - COMMITTEES

1. COMMITTEES OF DIRECTORS. The Board, by resolution adopted by a simple majority of the quorum of the Board, 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. All meetings shall follow the latest version of Robert's Rules of Order.

2. 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;

3. CHAIR. One member of each committee shall be appointed chair by the President.

4. 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.

5. 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.

6. EXECUTIVE COMMITTEE. Between meetings of the Board, ongoing oversight of the affairs of DRI may be conducted by an Executive Committee.

6.1. Composition. The Executive Committee shall consist of the four officers of DRI (President, Vice President, Secretary/Treasurer, and Past President).

6.2. 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 prepare the annual evaluation of the Executive

Director for approval and feedback at a closed session of the full board. The Executive Committee shall perform such other duties as assigned by the President.

- 6.3. 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 simple 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.
7. AUDIT COMMITTEE. The audit committee oversees proper external review of the not-for-profit audited financial statements, as well as the organization's risk management to include monitoring the internal control environment. Each member shall be free of any relationship that, in the opinion of the board, would interfere with his or her individual exercise of independent judgment.
8. RESOURCE DEVELOPMENT COMMITTEE. The resource development committee assists the board with its responsibilities regarding the organization's mission, vision and strategic direction. The resource development committee is charged with developing and implementing DRI's fundraising efforts.
9. REMOVAL OF COMMITTEE MEMBERS. 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

1. NAME. DRI shall have a Protection and Advocacy for Individuals with Mental Illness ("PAIMI") Advisory Council (collectively the "Advisory Council" or "Council" and each individual on the Council, a "Council Member" or "Member"). For the avoidance of doubt, the Advisory Council is not a committee of the Board and does not have the authority to act on behalf of DRI besides making recommendations to the Board.
2. NUMBER OF COUNCIL MEMBERS. The Council shall consist of nine (9) Council Members. No employee of DRI may serve as a Council Member.
3. COUNCIL COMPOSITION.
 - 3.1. The Advisory Council shall include attorneys, mental health professionals, individuals from the public who are knowledgeable about mental health disabilities, the advocacy needs of persons with mental health disabilities 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.
 - 3.2. 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 caregiver for an individual who is currently a minor child or youth who is receiving or has received mental health services.
4. To the extent practicable, Members shall represent different geographic areas of the state. Continuing efforts shall be made to include a diverse pool of Directors from historically marginalized populations.
5. DUTIES OF THE COUNCIL. To provide independent advice and recommendations to the Board, work jointly with the governing authority in the development of policies and priorities, and submit a section of the Protection and Advocacy System's annual report as required. The Advisory Council shall provide the public with an opportunity to comment on the priorities on an annual basis.
6. TERMS OF COUNCIL MEMBERS. The terms of Members shall be staggered and for three (3) years

except that any Member appointed to fill a vacancy for an unexpired term shall serve for the remainder of such term. Any Member who has served a term and actively participated as defined by Article VIII, Section 11 - Member Obligations may request reappointment to another successive term by providing notice to the Chairperson of such desire. All reappointments must be voted on as set forth in Article VIII, Section 11 - Election of an Individual to be on the Advisory Council to be on the Council. A Member who has been appointed for two terms may not be reappointed to the Council during the two (2) year period beginning on the date on which such two terms expired.

- 6.1. Staggered terms shall be defined such that no more than three (3) Members expires in any one year. Should staggered terms become out-of-balance, a realignment plan will be developed by the Council and approved by a simple majority of the quorum of the Council. The realignment plan may temporarily alter term length for current or incoming Council without modifying bylaws.
7. **RECRUITMENT OF THE ADVISORY COUNCIL.** Prior to the expiration of the term of a Member or upon the vacancy of a Member position, the Council, with the assistance of Staff Board Liaison, shall recruit new Members through extensive outreach to individuals and organizations who support DRI's mission of Advocating for justice, advancing human and legal rights, and protecting Iowans with disabilities. To the extent practicable, 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.
8. **APPLICATION PROCESS FOR THE ADVISORY COUNCIL.** Individuals who are interested in being on the Council shall submit an application to the Staff Board Liaison. Staff Board liaison shall prepare a comparison of applicants to current Council composition needs and send along with the applications to the Council. The Council will select applicants for the interview process. A Member shall interview each selected applicant and make a recommendation to the Council at its next regularly scheduled quarterly meeting or at a special meeting called by the Chairperson about whether the applicant should be elected to the Council and the reasons therefore.
 - 8.1. Any Iowan not excluded below may apply. The following individuals may also apply:
 - 8.1.1. Directors who have completed full terms may immediately apply to the PAIMI Advisory Council following the Council's election procedures.
 - 8.1.2. PAIMI Members who have completed full terms on the PAIMI Advisory Council, may immediately apply to the Board of Director.
 - 8.2. The following categories of individuals are not eligible:
 - 8.2.1. Conflict of Interest or Grievance. No Member who has an existing economic conflict or grievance with DRI shall serve or continue to serve without the express knowledge and approval of the simple majority of the quorum of the Council.
 - 8.2.2. Employees of Disability Rights Iowa. Former DRI employees shall be prohibited from serving as a Council Member for 4 years. Immediate family of DRI staff shall be prohibited from serving as a Council Member for two years after the DRI employee leaves their employment.
 - 8.2.3. Employment at Disability Rights Iowa: A current or former Council Member will not be considered for employment, contract work, pro bono work, internship/externship, or any other type of paid or unpaid work for at least two years after completing their term on the Council.
9. **ELECTION OF AN INDIVIDUAL TO BE ON THE ADVISORY COUNCIL.** A majority of a quorum of the Council must vote in favor of an individual being elected as a Member. A Member shall always be qualified to vote for a Member unless voting for themselves. If the Council is unable to reach a quorum vote The Board must subsequently approve the individual becoming an Advisory Council member by a simple majority of a quorum of the Board of Directors. New Advisory Council members shall receive training and orientation.
10. **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 Members upon their appointment to the Council 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.

11. **CONFIDENTIALITY.** The Members shall abide by the confidentiality requirements set forth in DRI's Conflict of Interest and Confidentiality Policy.
12. **MEMBER OBLIGATIONS.**
 - 12.1. Members are required to actively participate in:
 - 12.1.1. Three (3) meetings per year.
 - 12.2. Actively participate shall be defined to include but not limited to:
 - 12.2.1. Reviewing agenda, minutes, financial documents, and other reports provided prior to Council meetings.
 - 12.2.2. Asking appropriate and clarifying questions about any of the reports during meetings.
 - 12.2.3. Suggesting solutions to issues presented during the Council meeting.
 - 12.2.4. Being engaged in the Council discussions and responsive to Council planning/meeting questions.
 - 12.2.5. Participating in motions, discussions, and votes.
 - 12.2.6. Volunteering for committees, leadership roles, and events as needed.
 - 12.2.7. Being present during the entire meeting, whether virtually or in person, from call to order to adjournment.
13. **RESIGNATIONS, REMOVALS, AND VACANCIES.**
 - 13.1. **Resignation.** Any Member may resign at any time by giving written notice to the Council. Any resignation shall take effect as of the date of the receipt of that notice or at any later time specified in that notice, and unless otherwise specified in that notice. The acceptance of the resignation shall not be necessary to make it effective.
 - 13.2. **Automatic Removal.**
 - 13.2.1. Any Member who is absent, without excuse, from two (2) regular meetings per fiscal year will be automatically removed. The Chairperson and Executive Director will determine if an absence is excused or unexcused including late arrivals and early departures. Late arrivals and early departures may be considered an unexcused absence.
 - 13.2.2. Any Member who moves out of the state of Iowa will be automatically removed.
 - 13.3. **Removal.** Members may be removed for any reason, with a seven (7) day advance written notice of the date, time and place of the meeting, by a simple majority of the quorum of the Council (not counting the Member being removed) at a meeting or special meeting.
 - 13.4. **Vacancy.** A vacancy of any Member because of death, resignation, removal or any other cause shall be filled at the next annual meeting.
14. **MEETINGS OF COUNCIL.** The 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. At least seven (7) days advance written notice of the date, time and place of these meetings is required. All meetings shall follow the latest version of Robert's Rules of Order. At each

meeting,

- 14.1. The Council shall provide opportunities for public comment at its regularly scheduled quarterly meetings.
- 14.2. The Council shall consider such other business as may properly come before the Council.

15. QUORUM AND VOTING FOR COUNCIL MEETINGS.

- 15.1. A quorum must be present to conduct business at meetings of the Council. A quorum for meetings of the Council shall consist of at least fifty-one (51) percent of the current Council. Vacant positions will reduce the total number of board members until vacancy is filled.
- 15.2. The Chairperson of the Council will determine whether Council meetings should be in person or virtual.
- 15.3. Members may be polled by mail, by telephone, or by electronic means, and in such case, a quorum vote of all Members shall be required for action.
- 15.4. At meetings, a simple majority of the quorum of the Council present shall be sufficient for the passage or defeat of all proposals.

16. MEETING ATTENDANCE EXPECTATIONS.

- 16.1. See Article VIII, Section 11 - Member Obligations.
- 16.2. In person attendance is preferred for Members.
- 16.3. Virtual attendance for Council meetings is permitted.
- 16.4. Virtual attendance expectations: Members are engaged in the meeting, engaged in interactive constructive dialogue either through chat feature or directly. Members will be expected to appear virtually with their cameras active and to remain active during the entire meeting.
- 16.5. Reasonable Accommodations may be requested by Members as needed for meeting participation. Members may contact Staff Board Liaison for requests.

17. EXPENSE REIMBURSEMENT. DRI shall reimburse all or a part of the expenses incurred by the Members 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 daycare or child care (or its equivalent for the child's travel and subsistence expenses) for their dependent with mental health or developmental disabilities. DRI shall establish its own policies and procedures for reimbursement of expenses of the Members, taking into account the needs of individual Members, 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 Members upon their appointment and upon request.

18. CHAIRPERSON OF THE ADVISORY COUNCIL. 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.

18.1. Duties. The Chairperson shall include:

- 18.1.1. Assist Staff Board Liaison in establishing the time and agenda for the Advisory Council meetings,
- 18.1.2. Chair Advisory Council meetings and see that all orders and resolutions of the Council are carried into effect.
- 18.1.3. Communicate Advisory Council recommendations, input, and activities to the Board of Director
- 18.1.4. Submit 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.

- 18.2. 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.
- 18.3. Chairperson Resignation, Removal, or Vacancy.
- 18.3.1. Resignation. The Chairperson may resign at any time by giving written notice to the Council and Board. Any resignation shall take effect as of the date of the receipt of that notice or at any later time specified in that notice, and unless otherwise specified in that notice. The acceptance of the resignation shall not be necessary to make it effective.
- 18.3.2. Automatic Removal.
- 18.3.2.1. Any Chairperson who is absent, without excuse, from two (2) regular meetings per fiscal year will be automatically removed. The President and Executive Director will determine if an absence is excused or unexcused including late arrivals and early departures. Late arrivals and early departures may be considered an unexcused absence.
- 18.3.2.2. Any Chairperson who moves out of the state of Iowa will be automatically removed.
- 18.3.3. Removal. Chairperson may be removed for any reason, with a seven (7) day advance written notice of the date, time and place of the meeting, by a simple majority of the quorum of the Council (not counting the Member being removed) at a meeting or special meeting.
- 18.3.4. Vacancy. A vacancy in Chairperson because of death, resignation, removal or any other cause shall be filled in the manner prescribed herein for regular appointment to that office. The Council may make temporary appointments to a vacant office by simple majority of the quorum of the Council.

ARTICLE IX EXECUTIVE DIRECTOR

1. The Board of Directors shall appoint an Executive Director of DRI in accordance with DRI's succession planning policies.
2. The Executive Director shall not be a member of the Board of Directors or Advisory Council, but will attend meetings of both as a non-voting member. The Executive Director is not an officer.
3. 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,
4. The Executive Director is an employee at will. The Executive Director shall be the chief executive officer of DRI. The Board of Directors has delegated to the Executive Director 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.

1. 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.

2. 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.
3. 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 protection and advocacy system, organization or individual to petition Congress or any other government body or official using other resources.
4. 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.
5. 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

1. **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.
2. **INDEMNIFICATION**
 - 2.1. DRI shall indemnify any Director, Officer, 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) 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.
 - 2.2. 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 ORI with respect to any state of facts existing at or before the time of such repeal or modification.
 - 2.3. 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.

- 2.4. 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.
- 2.5. 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.
3. **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.
4. **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.
5. **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

1. 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.
2. Amendments may be proposed by any Director. Any such proposed amendment(s) shall include a written explanation of the reasons for the proposal.
3. Amendments shall be effective upon the date of adoption by the Board, unless another effective date is adopted.

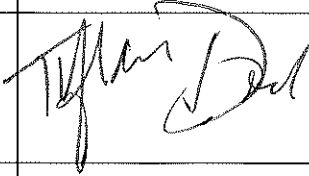

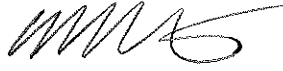
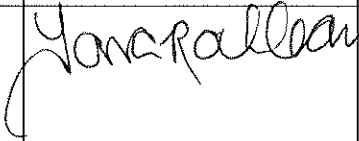
ARTICLE XIII - DISSOLUTION

1. 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

2. 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.

VERIFICATION

We, the undersigned, verify that these Bylaws are a full, true, and correct copy of the Bylaws of Disability Rights IOWA and were effective as of April 22nd, 2022.

Printed Name	Position	Signature	Date
Tiffany Dodd	President		4/22/23
Kenneth Cameron	Vice President		04/22/2023
Bill Stumpf	Secretary		4-22-2023
Tara Rochleau	Treasurer		4/22/2023