

Grimes Volunteer Support Services, Inc.

BYLAWS

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ARTICLE I

Mission

The Grimes Volunteer Support Services, Inc. is a non-profit organization established in 2010 to provide a central coordinating point of contact where individuals in the community can request a service they need, based upon volunteer availability.

ARTICLE II

Office/Location

The name of the Corporation is Grimes Volunteer Support Services, Inc. The Corporation's mailing address is P.O. Box 273, Grimes, IA 50111 and the office is located at 404 SE 2nd Street, Grimes, IA 50111.

ARTICLE III

Directors

Section 1. GENERAL POWERS. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 2. NUMBER AND ELECTION OF DIRECTORS. The number of Directors shall not be less than eight (8) or more than twelve (12).

Board members shall be elected by the board at the Annual Meeting to serve two year terms, with one-half of members elected each year to maintain a stagger effect.

Section 3. TERMS. A director shall be elected to a two year term to run concurrent with the fiscal year. Before the end of a director's term each director shall conduct a self-evaluation of her/his service to the Corporation to determine whether that director wishes to be nominated to serve an additional term.

Section 4. ANNUAL MEETING. The annual meeting of the Board of Directors shall be held in November of each year at the November meeting or on such date as the Board of Directors shall by resolution specify. If the election of Directors shall not be held on the date designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of Directors as soon thereafter as conveniently may be convened.

Section 5. REGULAR MEETINGS. The Board of Directors shall provide by resolution the time and place for holding of regular meetings without other notice than such

resolution. The board shall hold at least six (6) meetings per year. Board members must attend two-thirds (2/3) of all regularly scheduled Board meetings. Any member who falls to do so will have been considered to have submitted a resignation to the board.

Section 6. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may determine the place for holding any special meeting of the Board of Directors called by them.

Section 7. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of the meeting, and, in the case of special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than sixty (60) days before the meeting, personally, or by mail, email, telefax, or any other electronic means the Board member consents to for a means of communication, by or at the direction of the President, the Secretary or the officer or person calling the meeting to each Board member of record entitled to vote at such meetings. If mailed, such notice shall be deemed to be delivered when deposited in the United State mail, addressed to the Board member at his/her address as it appears on the roster with postage thereon prepaid. In the case of any other medium such notice shall be deemed delivered when sent electronically.

Section 8. QUORUM. At least one-half (1/2) of the total number of Directors on the Board shall constitute a quorum for the transaction of business, unless the act of a greater number is required to take any particular action under the Iowa Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. If less than quorum exists after a meeting has begun, it shall be adjourned until such time as a quorum is present. Directors are considered to be present if they are participating in the meeting through electronic means (e.g., telephone, instant messaging, two-way radio or video, etc.)

Section 9. MANNER OF ACTING. The act of majority of the Directors present at any meeting shall be the act of the Board of Directors, except that the affirmative vote of at least two thirds (2/3) of all the Directors on the Board shall be required to (i) amend the Articles of Incorporation or the Bylaws; (ii) terminate the federal income tax exemption of the Corporation; (iii) merge, consolidate, liquidate or dissolve the Corporation; (iv) sell all or substantially all of the assets of the Corporation; or (v) removal of a staff member or Board member.

Section 10. VACANCIES. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors.

Section 11. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of its Board of Directors at which the action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 12. INFORMAL ACTION BY DIRECTORS. Any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of Directors of the Corporation, or any 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 shall be signed by all the Directors.

Section 13. RESIGNATION. Any Director may resign at any time by giving written notice of resignation to the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, it shall take effect immediately upon its receipt.

Section 14. COMMITTEES. The Board of Directors, by resolution adopted by the affirmative vote of a majority of the number of directors now in office, may establish one or more committees in addition to the Executive Committee and the other enumerated committees. Each such committee shall fix its own rules governing the conduct of its activities as the Board of Directors may request. The President may appoint ad hoc or time limited committees if there is a need to proceed prior to the next regularly scheduled board meeting.

Section 15. REMOVAL. Any Director may be removed from the Board of Directors whenever in the Board's judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any two (2) Directors may in writing demand a special meeting to remove Directors. The affirmative vote of two-thirds (2/3) of the Directors on the Board is necessary to remove a Director.

Section 16. PROXY VOTING. There shall be no proxy voting allowed.

ARTICLE IV

Officers

Section 1. NUMBER. The officers of the Corporation shall consist of a President, Vice President, the Immediate Past-President, a Secretary and a Treasurer. These officers shall comprise the Executive committee. Any other officers may be elected or appointed by the Board of Directors.

Section 2. ELECTION AND TERM OF OFFICE. The Board of Directors at the annual meeting shall elect the officers of the Corporation. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is practical. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified or until the officer's death, resignation or removal in the manner herein after provided. Election or appointment of an officer or agent shall not of itself create contract rights. Each officer shall be elected for a term of one (1) year.

Before the end of an officer's term and at the request of the Executive Committee, each officer shall conduct a self-evaluation of her/his service to the Corporation to determine whether that officer wishes to be nominated to serve in the same or in a new capacity.

Section 3. REMOVAL. Any officer or agent may be removed from the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. The affirmative vote of two-thirds (2/3) of the Directors on the Board is necessary to remove an officer.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the remaining portion of the term.

Section 5. PRESIDENT.

- a. Will preside at all meetings of the organization and will be ex-officio member of all committees.
- b. Will enforce the Bylaws, rules and regulations of the organization and have authority to appoint such ad hoc committees and chairs as needed.
- c. Will chair the Executive Committee and Nominating Committee.
- d. Will supervise staff, performing an annual written and verbal performance review.
- e. Will plan and execute an annual meeting of the Board of Directors.
- f. May sign, with the Secretary or any other proper officer of the Corporation there unto authorized by the Board of Directors, deeds, mortgages, bonds, notes, contracts or other instruments which the Board of Directors has authorized to be executed.

Section 6. VICE PRESIDENT

- a. Will act as an aide to the President and perform the duties of the President in the absence of that officer.
- b. Will perform other duties at the request of the President.
- c. Will assume the role of President the following year.
- d. Will serve on the Nominating Committee.

Section 7. PAST PRESIDENT.

- a. Will serve the year following her/his role as Board President as advisor to the Board.
- b. Will serve on the Nominating Committee.
- c. Will attend Executive Committee meetings.
- d. Will review the Bylaws annually and present changes to the Board.

Section 8. TREASURER.

- a. Will be custodian of all funds and property of the Corporation, including those in any foundation established by the Corporation or in which the Corporation participates.
- b. Will deposit all income and pay by check all debts of the organization in a timely manner.
- c. Will prepare in cooperation with the Executive committee and staff the annual budget for approval by the Board
- d. Will disperse funds as needed and as approved.
- e. Will keep invoices/receipts for all expenditures and an accurate account of all financial transactions.
- f. Will prepare and submit all statements/forms required of a non-profit organization by the state and federal government.
- g. Will submit insurance forms and payments as directed by the Board.
- h. Will prepare and share an up-to-date written financial report at each regularly scheduled Board meeting.
- i. Will cooperate with an Audit Committee which will examine the Corporation's books annually for presentation to the annual meeting.
- j. Will serve on the Nominating Committee.

Section 9. SECRETARY.

- a. Will keep a permanent record of all meetings of the Board of Directors, Executive Committee and the Nominating Committee.
- b. Will conduct necessary correspondence.
- c. Will prepare and maintain a Board membership roster listing all board members' names, addresses, phone numbers and email addresses.
- d. Will send minutes to Board members and staff within one(1) week of the meeting.
- e. Will send the Board Meeting agenda one (1) week prior to meetings.
- f. Will serve on the Nominating Committee.

ARTICLE V

Staff

As need dictates and resources allow, the Board of Directors shall create such staff positions as will be effective in carrying out the mission of the Corporation.

ARTICLE VI

Standing Rules and Policies

In order to comply with the specific provisions of these Bylaws, the Board of Directors may establish standing rules and policies, which shall have the same force and effect as these Bylaws.

Standing rules and policies may be amended or rescinded by the Board of Directors by a two-thirds (2/3) vote without previous notice or by a majority vote with such notice.

ARTICLE VII

Contracts, Loans, Checks, Deposits, and Funds

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

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

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 such 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, credit unions, trust companies or other depositories as the Board of directors may select.

Section 5. GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise consistent with the mission of the Corporation.

ARTICLE VIII

Use and distribution of Assets, Earnings and Income

This Corporation's assets, earnings and income cannot be utilized without the approval of the Board of Directors. Assets, earnings and income, from any source, will be used for the enhancement of the Corporation in support of the purpose of the Corporation.

Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in accordance with the Articles of Incorporation.

ARTICLE IX

Fiscal Policies

Section 1. FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of January and shall end on the last day of December of each year.

Section 2. ACCOUNTS AND AUDITS. The books and accounts of the Grimes Volunteer Support Services, Inc. shall be kept in accordance with generally accepted accounting principles and shall be reviewed at least semi-annually by the audit committee.

ARTICLE X

Indemnification

Section 1. RIGHT TO INDEMNIFICATION. This Corporation shall indemnify any Director or former director, officer, employee, member, volunteer or other agent who is serving or has served at the request of the Corporation to the fullest extent and in the manner permitted by the Iowa Nonprofit Corporation Act. No director, officer, member or volunteer shall be personally liable in that capacity for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

Section 2. INSURANCE. This Corporation may, by a majority vote of the Board of Directors purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, member, volunteer or other agent of the corporation against any liability incurred by him/her in any such capacity, or arising out of her/his status as such, whether or not the Corporation would have the power to indemnify her/him against such liability.

ARTICLE XI

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors of the Corporation by the affirmative vote of two-thirds (2/3) of the Directors then on the Board.

The foregoing are the Bylaws of the GRIMES VOLUNTEER SUPPORT SERVICES, INC. , effective March 19, 2013 duly adopted at the meeting of the Board of Directors of said Corporation held on March 19, 2013.

GRIMES VOLUNTEER SUPPORT SERVICES, INC.

By _____, Secretary

ATTEST:

_____, President

Exhibit A

Grimes Volunteer Support Services, Inc.

Current Board Members

Jay W. Brewer, President
Gus Henrici, Vice President
Don Hart, Secretary
Tom Letsch, Treasurer

Teresa Bahr
Maxine Grove
Jerry Nicklos
Ruth Otto
Steve Walker
Tom Wengert