

**BYLAWS**  
**IOWA CITY UNESCO CITY OF LITERATURE**

ARTICLE I  
NAME

The name of this corporation, as established by its Articles of Incorporation, is *Iowa City UNESCO City of Literature* (the Corporation).

ARTICLE II  
GENERAL PROVISIONS

The Corporation is a non-profit corporation organized pursuant to the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa. The Corporation has been organized for charitable, social, cultural, religious and/or educational purposes to qualify for tax exempt status under the Internal Revenue laws and regulations of the United States. These Bylaws are for the purpose of regulating and managing the affairs of the Corporation in a manner consistent with the Articles of Incorporation, the laws of the State of Iowa and the Internal Revenue Code. To the extent that there is any conflict between these Bylaws and the Articles of Incorporation, the Articles shall be controlling.

ARTICLE III  
OBJECTS

The Corporation will conduct its activities to promote the purposes for which it was organized as set forth in the Articles of Incorporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on:

1. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or
2. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE IV OFFICES

The principal office of the Corporation shall be in Iowa City, Johnson County, Iowa, at such location as the Board of Directors may from time to time determine. The Corporation may have such other offices, within or without the State of Iowa, as the Corporation's affairs may require from time to time.

The registered office and agent of the Corporation required by the Revised Iowa Nonprofit Corporation Act to be continuously maintained in Iowa shall be initially as provided in the Articles of Incorporation subject to change from time to time by resolution of the Board of Directors and filing of a statement of said change as required by the Revised Iowa Nonprofit Corporation Act.

## ARTICLE V MEMBERSHIP

Until such time as these Bylaws may be amended to provide otherwise, the Corporation shall have no members.

## ARTICLE VI BOARD OF DIRECTORS

1. Management. The governance, management and administration of the affairs of the Corporation shall be vested in a Board of Directors.

2. Number, Requirements, Terms of Office and Classes. The Board of Directors shall consist of 9 to 21 voting Directors, or such range as may be otherwise authorized in the Articles of Incorporation. Within this authorized range the number of Directors shall be set, from time to time, by the Board of Directors. Subject to the foregoing and following requirements, there shall be three classes of Directors – up to ten (10) Directors-at-Large, nine (9) Appointed Directors; and up to two (2) Invited Directors, as follows:

a. Directors-at-Large. The Directors-at-Large shall be those Directors who do not qualify as Appointed or Invited Directors. At the Annual Meeting, elections shall be held by the Board of Directors to replace the Directors-at-Large whose terms are expiring, and to add Directors up to the maximum prescribed in the Articles, which newly elected Directors-at-Large shall serve a term of two years or until their successors are elected and qualified. Directors-at-Large shall be limited to serving no more than three two-year consecutive terms. There need not be any Directors-at-Large if there are a sufficient number of Directors serving under the immediately following paragraphs b and c.

b. Appointed Directors. There shall be five (5) categories of Appointed Directors representing the founding partners of the Corporation. A description of each category; the number of Directors to be appointed within each category; the

persons with authority to make such appointments; and the general qualifications are listed below:

<b>Description of Category of Appointed Directors</b>	<b>Number of Directors in Category</b>	<b>Person(s) with Authority to Appoint</b>	<b>Qualifications</b>
City of Iowa City, Iowa	3	City Council of Iowa City	Mayor, City Councilor, City Manager or Library Director. (two designees allowed).
University of Iowa	3	President of the University	University Administrator, Faculty or Staff
City of Coralville, Iowa	1	City Council of Coralville	Mayor, City Councilors, City Administrator, Library Director, or designee.
City of North Liberty, Iowa	1	City Council of North Liberty	Mayor, City Councilors, City Administrator, Library Director, or designee.
County of Johnson County, Iowa	1	Board of Supervisors	A member of the Board of Supervisors

The identity of the Appointed Directors shall, at the Annual Meeting or as soon thereafter as possible, be certified in writing to the President of the Corporation by the person(s) with authority to make the appointment and endorsed by the Board of Directors. A director so appointed shall serve until his/her successor has been appointed; provided, if the person no longer meets the qualifications for appointment, the person's term shall end upon the failure of such qualifications. The term of appointment shall be for two years. There shall be no limit on the number of consecutive terms that may be served by an appointed director. A vacancy of an appointed director shall be timely filled by the person(s) with the authority to make such appointment.

c. Invited Directors. There shall be up to two (2) Invited Directors with vote. Invited Directors shall represent allied organizations within the Corporation's community and may be nominated by the Executive Director and endorsed by the Board of Directors. The term of appointment shall be for two years. There shall be no limit on the number of consecutive terms that may be served by an Invited Director. A vacancy of invited director may be filled following the same process.

3. Procedure for Nomination and Election of Directors-at-Large.

a. Nominating Committee. At least 60 days in advance of each Annual Meeting the then serving President of the Corporation shall appoint a nominating committee of three to five members from among the then-acting Directors. The nominating committee shall meet in person, by conference call or other available means for the purpose of making nominations to fill Director-at-Large positions, if any, that will be vacated at the next Annual Meeting and, when authorized by the Board of Directors, to enlarge the number of Directors-at-Large. Nomination for Directors shall be consistent with the requirements of these Bylaws and the Articles of incorporation. The nominating committee shall also nominate a slate of officers as provided at paragraph 2 of Article VII, as well as the additional non-officer Director to be appointed to serve on the Executive Committee as provided at paragraph 1 of Article XI.

b. Report of Nominating Committee. The report of the nominating committee, when nominating Directors, shall be made available to the Directors at least fifteen (15) days in advance of the Annual Meeting.

c. Disqualification of Nominee. No Director-at-Large shall be renominated if they have been absent from more than 50% of the Directors meetings without good cause during their immediately prior term.

d. Election. Directors-at-Large shall be elected from among those persons nominated on the Nominating Committee report or from among other persons each nominated in writing by at least three acting Directors. Election shall be by vote of the Directors attending the Annual Meeting, assuming a quorum is present. If no quorum is present, a special meeting for elections shall be promptly called by the President.

e. Vacancies. Vacancies during the term of Directors-at-Large shall be filled by majority vote of the remaining Directors at either a regular or special meeting of the Board. Each person elected to fill a vacancy as a Director-at-Large shall serve until the expiration of the term for which their predecessor was elected.

4. Annual Meeting. An Annual Meeting of the Board of Directors shall be held each year, at a time and place determined by the Board of Directors. Directors and officers shall be elected and a full report of the affairs of the Corporation shall be submitted.

5. Regular Meetings. Regular meetings of the Board of Directors shall be held on dates and at places as may be determined by the President or as specified by the Board of Directors.

6. Special Meetings. Special meetings of the Board of Directors may be called by the President, or by the Secretary on the written request of the lesser of three (3) Directors or 1/3 of the Directors then serving.

7. Executive Session. The Board, in its discretion, or at the request of any Board member may meet in executive session without the Executive Director present.

8. Notice of Meetings. At least 10 days' notice of any regular meeting, or 5 days notice of any special meeting shall be given personally or by mail, telephone, fax or electronically (in accordance with Article XVI - Electronic Transmission), which notice shall state the time and place of the meeting. In the case of a special meeting, the notice shall also state the matters to be considered. The attendance of any Director at a meeting, other than for the purpose of objecting to notice, shall be deemed a waiver of notice.

9. Quorum. At all meetings of the Board of Directors, a majority of the whole Board of Directors shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless an express provision of law, the Articles of Incorporation, or these Bylaws, require a different vote. Vacancies or unfilled Directorships shall not be counted in determining the whole Board of Directors. Any action that may be taken by the Directors at a meeting may be taken without a meeting if consent, in writing, setting forth the action to be taken shall be signed by all Directors. Such action shall be effective on the date on which the last signature is placed thereon. Such Director's written consent may be transmitted electronically in accordance with Article XVI - Electronic Transmission.

10. Place of Meetings. The Board of Directors may hold its meetings at such place or places within or outside of the State of Iowa, as the Board may from time to time determine. A Director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

11. Committees. The President shall appoint members and chairpersons of such standing and ad hoc committees as may be established from time to time by the Board or as deemed expedient by the President.

12. Responsibilities. Board members are expected to attend at least 50% of regular Board of Directors meetings annually. Board members will be expected to serve on at least one standing or special committee or as liaison to a program committee. The Board at its discretion may establish other expectations for board members.

13. Removal. Any elected Director may be discharged or removed from office by a vote of 75% of the Directors of the Corporation then in office at a special meeting duly called for the purpose of considering such discharge and removal whenever in their judgment the best interests of the Corporation will be served thereby.

ARTICLE VII  
OFFICERS

1. Titles. The elected officers of the Corporation shall consist of the President, Vice President, Secretary and Treasurer, each of whom shall be Directors of the Corporation. Officers shall serve a term of one year from the date of their election until their successor is elected and qualified.

2. Nominating Committee. The nominating committee newly appointed in accordance with 3.a. of Article VI shall meet for the purpose of making nominations from among the then-serving Directors for the elected officers to serve during the upcoming fiscal year. The report of the nominating committee shall be made at the Annual Meeting of the Board of Directors or at a special meeting called for such purpose.

3. Election and Term. Elected officers shall be elected from among current Directors by a majority vote of Directors attending the Board's Annual Meeting, assuming a quorum is present. If no quorum is then present, a special meeting for elections shall be promptly called by the President. Officers may be elected from those Directors proposed by the Nominating Committee or otherwise nominated by a Director at the time of the meeting. No person shall be elected to the office of President more than two (2) consecutive terms and no person shall, other than Secretary and Treasurer, hold more than one elected office at the same time.

4. Duties of Elected Officers.

a. The President shall preside at all meetings of the Board of Directors; shall see that all orders and resolutions of the Board of Directors are carried out; shall make reports to the Board of Directors; shall appoint all committees and committee chairpersons (subject to Board approval as may be required in these Bylaws); shall oversee the Corporation's Executive Director, if one; and shall perform such other duties as are necessarily incident to the office of President or are properly required of the President by the Board of Directors, the Articles of Incorporation, these Bylaws or applicable law.

b. The Vice President shall perform such duties as are necessarily incident to the office of Vice President or are properly required of the Vice President by the Board of Directors. In case of the absence of the President, the Vice President shall perform the duties and exercise the powers of the President. Generally at the end of a fiscal year, the Vice President is expected to succeed to the role of President.

c. The Secretary shall attend all meetings of the Board of Directors and shall keep a record of all transactions at the meetings in a minute file belonging to the Corporation and to be kept for that purpose; shall have charge of the corporate records; shall see that proper notice is given of all meetings of the Board of Directors; and shall make such reports and perform such other duties as are necessarily incident to the office of Secretary or are properly required of the Secretary by the Board of Directors. The Secretary may reasonably delegate one or

more of these responsibilities to one or more assistants (including paid staff of the Corporation) subject to the Secretary's supervision and oversight.

d. The Treasurer shall develop and enforce strong internal controls and financial management policies, ensure accurate and complete financial reporting and proper maintenance of financial records and information/tax returns, and regularly assess risks and whether and how such risks should be mitigated. The Treasurer shall review and report on the financial conditions of the Corporation at the Annual Meeting or when called upon by the President and such other reports in the manner approved and prescribed by the Board of Directors; and shall perform such other duties as are necessarily incident to the office of the Treasurer or are properly required of the Treasurer by the Board of Directors. The Treasurer may reasonably delegate one or more of these responsibilities to one or more assistants (including paid staff of the Corporation) subject to the Treasurer's supervision and oversight. The Treasurer shall serve as a member of the audit committee.

5. Removal. Any elected officer of the Corporation may be discharged or removed from office by a vote of 75% of the Directors of the Corporation then in office (excluding the Officer at issue) at a special meeting duly called for the purpose of considering such discharge and removal whenever in their judgment the best interests of the Corporation will be served thereby.

6. Vacancies. Vacancies in any elected office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

7. Appointed Officers. The Board of Directors may, from time to time, appoint an Executive Director and such assistant officers as it deems appropriate for carrying out the activities of the Corporation. The Executive Director should be an ex officio, non-voting member of the Board of Directors. Appointed officers shall be entitled to reasonable compensation for services performed on behalf of the Corporation. The executive director's performance and salary shall be reviewed annually under a process established by the Board and overseen by the President. Day to day operational responsibilities, of the elected officers shall be reasonably delegated to and among the Executive Director and/or such other appointed officers.

## ARTICLE VIII INDEMNIFICATION

1. Indemnification. Except for any prohibition against indemnification specifically set forth in these Bylaws or in Chapter 504, Code of Iowa, at the time indemnification is sought by any Director, officer, employee, volunteer or agent of the Corporation, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that they are or were a Director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise (such serving as a Director, officer,

employee or agent of the Corporation or at the request of the Corporation referred to herein as "serving on behalf of or at the Corporation's request"), against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in and not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

2. Further Provisions. If a member, Director, officer, employee, volunteer or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by them in connection therewith. Any other indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification is permitted by the then applicable provisions of the Revised Iowa Nonprofit Corporation Act and indemnification of such person is proper because they have met the applicable standard of conduct set forth in Section 1; such determination shall be made:

- a. by the Board of Directors by a majority vote of a quorum consisting of Directors not parties to such action, suit or proceedings, or
- b. in a written opinion by special independent counsel selected by the Board of Directors by a majority vote of a quorum consisting of Directors not parties to such action, suit or proceedings, or
- c. if the requisite quorum of the full Board of Directors cannot be obtained through disinterested Directors, in a written opinion by special independent legal counsel selected by a majority vote of the full Board of Directors in which Directors who are parties may participate.

Expenses incurred by defending a civil or criminal action, suit or proceedings as authorized in the manner provided in this Section 2 shall be advanced upon receipt of a verified statement by or on behalf of such person that such person believes in good faith that they have met the applicable standard of conduct set forth in Section 1 and that such person will repay such amount unless it shall ultimately be determined that they are entitled to be indemnified as authorized herein. The indemnification or advancement of expenses provided herein shall be not exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any provision in the Articles of Incorporation or Bylaws, any agreement, any vote of disinterested Directors, or otherwise, both as to actions in the person's official capacity entitling the person to indemnification and advancement of expenses under these provisions and as to actions in other

capacities concurrently held by those seeking indemnification or advancement of expenses. However, no person shall be provided indemnification by any provision of the Articles of Incorporation or these Bylaws, by any agreement or otherwise, for any breach of a duty of loyalty to the Corporation, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit. The indemnification provided herein shall continue as to a person who has ceased to be a member, Director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the Corporation's request against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions hereof.

#### ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation under the provisions of the Articles of Incorporation or under the provisions of the Revised Iowa Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. For purposes hereof, facsimile signatures shall be adequate to show consent for such waiver.

#### ARTICLE X COMMITTEES OF THE BOARD OF DIRECTORS

1. General. In addition to the Executive, Nominating, and Audit Committees that are defined herewith, the President, with the Board of Directors' concurrence, may establish and appoint standing and special committees of the Board as shall be deemed desirable for the endeavors of the Corporation. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers, except those specifically conferred by action of the Board of Directors or these Bylaws. Upon the completion of the task(s) assigned to any special committee, the special committee shall be discharged.

2. Committee Membership. Persons who are not Directors or officers of the Corporation may be appointed to serve on program committees. The President or the President's designee shall review and appoint persons to membership on all standing and special committees at the Board of Directors' Annual Meeting or at such other times as may be appropriate to carry out the purposes and activities of the Corporation. Standing Committee chairpersons shall be appointed by the Chair with the approval of the Board of Directors.

3. Reports. Unless otherwise provided in a Board of Directors' resolution approving the establishment and appointment of a particular standing or special committee, all committees

shall maintain written minutes of meetings. Such minutes shall be made available to the Board of Directors. Each committee shall periodically report in writing to the Board of Directors as necessary, and shall submit a written report of the committee's activities at the Board of Directors' Annual Meeting.

4. Meetings. Each committee shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish its duties.

## ARTICLE XI EXECUTIVE COMMITTEE

1. Appointment. An Executive Committee shall consist of the following persons: The Corporation's President, Vice President, Secretary, Treasurer, one other Director (preferably the Past President) appointed by the Board at its annual meeting, and the Executive Director, if one, as a non-voting member.

2. Authority. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such powers and authority shall be limited by resolution of the Board of Directors and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, selling, leasing or otherwise disposing of all or substantially all of the assets of the Corporation not in the usual and regular course of its business, dissolving the Corporation or a revocation thereof, or amending the Bylaws of the Corporation.

3. Meetings. Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time. Special meetings of the Executive Committee may be called by any member thereof upon not less than three (3) days' notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her personal or business address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person or otherwise fully participates through any means of communication that allows all members participating to simultaneously hear each other during the meeting. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

4. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and any action of the Executive Committee must be authorized by the affirmative vote of at least three of its voting members present at a meeting at which a quorum is present.

5. Place of Meetings. The Executive Committee may hold its meetings at such place or places within or outside of the State of Iowa, as the Executive Committee may from time to time determine. An Executive Committee member may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all members

participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

6. Action without a Meeting. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a written consent, setting forth the action to be taken, shall be signed by all members of the Executive Committee. The member consent may be transmitted electronically in accordance with Article XVI - Electronic Transmission.

7. Procedure. The Executive Committee may establish its own rules of procedure that shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors at the next Board meeting.

## ARTICLE XII PROGRAM COMMITTEES

At the discretion of the ED, program committees may be formed to execute the organization's activities. Program committee membership shall also be at the discretion of the ED and a Board member should serve as liaison to each. Program committees shall limit their activities to the accomplishment of those tasks for which they are appointed and shall have no powers, except those specifically conferred by action of the Board of Directors. Upon the completion of the task(s) assigned to any program committee, the program committee shall be discharged.

## ARTICLE XIII FISCAL YEAR

The fiscal year of the Corporation shall be July 1 through June 30.

## ARTICLE XIV AUDIT

An audit of the financial affairs of the Corporation shall be conducted following the close of each fiscal year under the supervision of an Audit Committee of three Directors, none of whom are employees or officers of the corporation, appointed by the President.

## ARTICLE XV CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be conducted in accordance with *Robert's Rules of Order Newly Revised*, unless suspended by a two-thirds majority vote of voting Directors present. Other committee meetings may be conducted in a manner determined by the chairperson.

## ARTICLE XVI ELECTRONIC TRANSMISSION

“Electronic transmission” or “electronically transmitted” means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and

reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent. Additionally, a signature contained on a document of consent transmitted by a telephonic (fax machine) or other facsimile device shall be deemed a written consent.

#### ARTICLE XVII AMENDMENTS

These Bylaws may be amended, altered or replaced and new Bylaws may be adopted by the Board of Directors at any regular or special meeting by a 75% vote of all the Directors of the Corporation then in office, and further provided not less than thirty days advance written notice of the meeting and proposed changes to the Bylaws is given to all Directors.

Approved June 15, 2009.  
Amended August 25, 2015; June 8, 2021.