

# **AMENDED AND RESTATED BYLAWS**

## **OF**

### **EAST HIGH SCHOOL ALUMNI FOUNDATION**

(an Iowa Nonprofit corporation)

**Updated December 12, 2022**

## **ARTICLE I**

### **OFFICES**

Section 1.1. Principal Office in Iowa. The principal office of the East High School Alumni Foundation (hereinafter called the “Corporation”) in the state of Iowa shall be located in Polk County, Iowa.

Section 1.2. Registered Agent and Office. The registered agent or registered office, or both, may be changed by resolution of the Board of Directors.

Section 1.3. Other Offices. The Corporation may have other offices at such other place or places, either within or without the State of Iowa, as the Board of Directors may from time to time determine, or as shall be necessary or appropriate for the conduct of the affairs of the Corporation.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

Section 2.1. General Powers. The affairs and management of the Corporation, including the control and distribution of its property and funds, are vested in the Board of Directors. All powers of this Corporation are vested in the Board of Directors.

Section 2.2. Number, Term of Office, and Election. The number of directors shall be seven to nine (7 – 9). The President of the East High Alumni Association, Inc. shall be an ex-officio voting member of the Board of Directors. With the exception of the President of the East High Alumni Association, Inc. (“Alumni Association”), each director shall be elected by the Board of Directors of the Alumni Association and serve annual terms July 1 through June 30 of the following year. Except for the President of the Alumni Association and the Treasurer of the Corporation, no director may serve at the same time as a member of the Board of Directors of the Alumni Association. Each term of a director shall be three (3) years. Initial terms for the Board of Directors shall be staggered from one (1) to three (3) years using a random selection process to set the initial terms such that a third of the directors will receive a one (1) year term, a third will receive a two (2) year term, and a third will receive a three (3) year term. Except as otherwise provided herein, each director shall be eligible to hold office for not longer than two (2) three-year terms

and until the director's successor shall have been elected and qualified, or until the director's death, resignation or removal.

Section 2.3. Quorum and Manner of Acting. A majority of the directors shall constitute a quorum for the transaction of business; but, if at any meeting of the Board there be less than a quorum present, a majority of the directors may adjourn the meeting, from time to time, until a quorum shall be present. Notice of any adjourned meeting need not be given. At all meetings of directors, a quorum being present, the act of the majority of the directors present at the meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. No director may vote by proxy.

Section 2.4. Expectations of Board members. All Board members are expected to play an active role in East High School Alumni Foundation activity, as well as support both the East High School Alumni Association and Foundation. Specific expectations include:

- Serving at least one (1) three-year term (can serve up to two three-year terms)
- Serving on at least one (1) committee that falls within their respective Board
- Attending seventy five percent (75%) of Board meetings
- Attending two (2) joint meetings of the Association and Foundation
- Serving as a goodwill ambassador for the Alumni Association/Foundation
- Paying Alumni Association membership dues and making an annual contribution to the Alumni Foundation

Section 2.5. Resignation and Removal. Any director of the Corporation may resign at any time by giving written notice to the Board of Directors, President, or Vice President of the Corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be subject to removal for cause, by a vote of two-thirds of the Board of Directors of the EHS Alumni Association.

Section 2.6. Vacancies. Any vacancy occurring in the Board of Directors through death or resignation shall be filled by action of the Board of Directors of the EHS Alumni Association. A director so appointed to fill a vacancy shall be appointed for the un expired term of his or her predecessor in office and until the appointment of his or her successor.

Section 2.7. Number of Directors Increased. In case the number of directors is increased by amendment to these Bylaws, the directorship to be filled by reason thereof shall be filled by appointment by the Board of Directors. Any director so appointed shall serve until the election of his or her successor.

Section 2.8. Place of Meetings, etc. Except as provided in Section 2.8, the Board of Directors may hold its meetings and keep the books and records of the Corporation at such place or places within 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.

Section 2.9. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held in May of each year (or such other month determined by the Board of Directors) and there shall also be regular quarterly meetings at such time and place as the Board of Directors shall designate, and notification of such meetings shall be given to each director of the Corporation in accordance with the notice provisions set forth in Section 2.9.

Section 2.10. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the President or by one-third (1/3) or more of the directors upon their written request. Notice of each such meeting shall be communicated to each director at least two (2) days before the date on which the meeting is to be held. Notice may be communicated in person, by mail, or other method of delivery, including by electronic transmission. Notice is effective (a) when personally delivered; (b) five (5) days after deposit in the United States mail, if mailed postpaid and correctly addressed to the director's address shown in the Corporation's current record; or (c) when electronically transmitted to a director. Each notice shall state the date, time and place of the meeting. Unless otherwise stated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every director shall be present, even without any notice, any business may be transacted.

Section 2.11. Waiver of Notice. A director may waive any notice required by law or these bylaws if in writing and signed by a director entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice in due time as required by these bylaws. Attendance of a director at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 2.12. Director's Assent Presumed. A director of the Corporation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken is considered to have assented to the action taken unless (a) the director objects at the beginning of the meeting, or promptly upon arrival, to the holding the meeting or transacting of business at the meeting; or (b) the director dissents or abstains from the action and any of the following applies (i) the dissent or abstention is entered in the minutes of the meeting; or (ii) the director delivers notice in the form of a record of the director's dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the corporation promptly after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action.

Section 2.13. Order of Business.

(a) At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors from time to time may determine by resolution.

(b) At all meetings of the Board, the President, or in his or her absence the Vice President (in order of tenure), or in the absence of the President and any Vice President, the longest tenured director, shall preside.

Section 2.13. Acting by Unanimous Consent. Any actions which may be taken at a meeting of the Board of Directors may be taken without a meeting of the Board, if a consent in writing setting forth the action so taken shall be signed by all the directors entitled to vote with respect to the subject matter thereof. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. Written consents may be delivered to the Corporation by electronic transmission. A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to the delivery to the Corporation of unrevoked written consents signed by all of the directors.

Section 2.14. Committees.

(a) Board Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more Board 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 of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to authorized distributions; approving or approving dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation'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 of Incorporation or Bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law. Each committee shall fix its own rules governing the conduct of its activities as the Board of Directors may request.

(b) Finance Committee. There shall be a Finance Committee that shall have no less than three (3) members, which members shall include the Treasurer and such other directors as shall be appointed by the Board. The Finance Committee shall have authority to act on the following matters: (a) oversee the preparation of the Corporation's budget; (b) make financial reports as requested by the Board; (c) take action with respect to the fiscal affairs of the Corporation; (d) serve as an audit committee; and (e) determine in January of each year the dollar amount for such year to be awarded for scholarships and grants, which shall be subject to approval by the Board of Directors. The Finance Committee also shall cause to be established and maintain a complete accounting system which among other things, shall be subject to the applicable laws and rules and regulations of any regulatory body. The Finance Committee shall regularly report on the financial condition of the Corporation and provide written financial reports to the Board of Directors. The Treasurer shall be the chair of the Finance Committee.

(c) Advisory Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any member may be removed by the persons authorized to appoint such member whenever in their

judgment the best interests of the Corporation shall be served by such removal. Each committee shall be chaired by a director.

(d) Committee Chairs. Only a member of the Board of Directors may serve as a chair of a committee.

(e) Facilities Committee. There shall be a Facilities Committee that shall have no less than three (3) members, which members shall be appointed by the Board of Directors. The Facilities Committee shall be responsible for allocating monies raised for Facilities to specific projects and then managing those projects to fruition, in collaboration with Des Moines Public Schools and/or East High School staff.

(f) Scholarship and Grant Program Committee. There shall be a Scholarship Committee and Grant Program Committee that shall have no less than three (3) members, which members shall be appointed by the Board of Directors. The Scholarship and Grant Program Committee shall be responsible for working with the Foundation's scholarship and grant program in promoting the scholarship and grant program to students as well as managing the selection and award process. Scholarships and grants shall be awarded at the sole discretion of the Scholarship and Grant Committee who shall at all times adhere to the requirements imposed by the Foundation and the concept of granting scholarships and grants to graduates of East High School who demonstrate, through an application procedure, good character, responsible citizenship, and scholastic achievement. Scholarships and grants shall be available to qualifying applicants without regard to race, creed, color, religion, sex, national origin, or financial need. Dollars awarded for scholarships and grants will be determined by the Foundation Board.

### ARTICLE III

#### OFFICERS

Section 3.1. Number. The officers of the Corporation shall be a President, one or more Vice Presidents, Secretary and Treasurer, and such other officers as may be appointed in accordance with the provisions of Section 3.3 of this Article III. Two or more offices, except those of President and Vice-President, may be filled by the same person. In its discretion, the Board of Directors, by a vote of a majority thereof, may leave unfilled for any such period as it may fix, an office except those of President, Treasurer and Secretary.

Section 3.2. Election, Term of Office, and Qualification. The officers of the Corporation shall be chosen annually by the Board of Directors at its annual meeting, except that the term of the President shall be two (2) years. Each such officer shall hold office until the next succeeding annual meeting of the Board of Directors and until his or her successor shall have been duly chosen and shall qualify or until his or her death or until he or she shall resign or be removed. None of the officers need be directors.

Section 3.3. Subordinate Officers and Agents. The Board of Directors may appoint such other officers or agents as it may deem necessary or advisable, from time to time, to hold office for such period, have such authority to perform such duties as the Board of Directors, from time to time, may determine. The Board of Directors may delegate to any officer or agent the power to

appoint any such subordinate officers or agents and to pre scribe their respective terms of office, authorities and duties.

Section 3.4. Removal. Any officer may be removed by the Board of Directors at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. An officer may be removed at any time with or without cause by any of the following: (a) the Board of Directors; (b) the officer who appoints such officer, unless these Bylaws or the Board of Directors provide otherwise; or (c) any other officer if authorized by these Bylaws or the Board of Directors.

Section 3.5. Resignations. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, the President, or to the Vice President. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.6. Vacancies. A vacancy in any office by reason of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors.

Section 3.7. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, he or she shall have general and complete management and supervision of the operations of the Corporation, to retain and discharge all employees, and generally to manage and supervise the operations of the Corporation, including the investment of the corporate funds and properties. In general, he or she shall perform all duties incident to the office of President and see that all orders and resolutions of the Board of Directors are carried into effect. From time to time, he or she shall report to the Board of Directors all matters within his or her knowledge which the interests of the Corporation may require to be brought to their notice. He or she shall have authority to sign, execute and acknowledge all contracts, checks, deeds, mortgages, bonds, leases, or other obligations on behalf of the Corporation as he or she may deem necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by the Board of Directors. He or she may sign in the name of the Corporation reports and all other documents or instruments which are necessary or proper to be executed in the course of the Corporation's business. He or she shall perform such other acts and duties as are given to him or her by these Bylaws or as may be assigned to him or her, from time to time, by the Board of Directors.

Section 3.8. Vice Presidents. In the absence or disability of the President, or whenever requested by the President, the longest tenured Vice-President may perform all the duties of the President, and, when so acting, shall have all powers and be subject to all restrictions upon the President. The Vice-Presidents shall perform such other duties as are given to them by these Bylaws or as from time to time may be assigned to them by the Board of Directors or the President.

Section 3.9. Secretary. The Secretary shall:

- (a) record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose; with the statute;

(b) cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute;

(c) be custodian of the records;

(d) see that the books, records, statements, and other documents and records required by statute are properly kept and filed; and

(e) in general, perform all duties incident to the office of Secretary and such other duties as are given to him or her by these Bylaws or as may be assigned to him or her, from time to time, by the Board of Directors or the President.

Section 3.10. Treasurer. The Treasurer, who shall also serve as the treasurer of the Alumni Association, shall:

(a) have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Corporation;

(b) cause the money or other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks or trust companies or with such bankers or other depositories as shall be selected in accordance with Section 5.5, or to be otherwise dealt with in such manner as the Board of Directors may direct;

(c) cause the funds of the Corporation to be disbursed by checks or drafts upon the authorized depositories of the Corporation, and cause to be taken and preserved proper vouchers for all money disbursed;

(d) render to the President or the Board of Directors whenever requested, a statement of the financial condition of the Corporation and of all his or her transactions as Treasurer, and render a full financial report at the annual meeting of the Board of Directors, if called upon to do so;

(e) cause to be kept, at such place as the Board of Directors may determine, correct books of account of all its business and transactions, such books to be available to any director upon application at such place during business hours;

(f) be empowered, from time to time, to require from all officers or agents of the Corporation reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Corporation; and

(g) in general, perform all duties incident to the office of Treasurer and such other duties as are given to him or her by the Board of Directors or the President.

Section 3.10. Assistants. There shall be such number of Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time authorize and appoint. The Assistant

Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary, or the Treasurer, respectively, or by the President or the Board of Directors. The Board of Directors shall have the power to appoint any person to act as assistant to any other officer, or to perform the duties of any other officer, whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

#### ARTICLE IV

##### SCHOLARSHIP AND GRANT PROGRAM

The Board of Directors of the Corporation shall prepare and unanimously adopt a definitive written program describing the method by which the Corporation shall receive and employ funds and properties to initiate and thereafter make available scholarships and grants to graduates of East High School, Des Moines, Iowa, all in accordance with the Articles of Incorporation and these Bylaws. The Directors will determine by vote the amount to be awarded each year by the Foundation as well as take any action on recommendations of the Alumni Association Scholarship and Grant Program Committee with regard to scholarships and grants.

#### ARTICLE V

##### ACCEPTANCE OF DONATIONS, BEQUESTS, AND DEVISES, EXECUTION OF INSTRUMENTS, AND DEPOSIT OF CORPORATE FUNDS

Section 5.1. Acceptance of Donations, Bequests, and Devises. The President or Vice-President may accept any and all unconditional and unrestricted bequests, devises and donations of money and property made to the Corporation and, with the prior approval of the Board of Directors, may accept any other donations, bequests and devises.

Section 5.2. Execution of Instruments. All instruments of assignment, transfer, conveyance, release and contract requiring execution by the Corporation, shall be signed by any authorized officer or agent provided, however, that such person or persons may delegate, from time to time, by instruments in writing, all or any part of such authority to any other person or persons, if authorized to do so by vote of the Board of Directors.

Section 5.3. Transfer of Real Estate. Unless authorized by the Board of Directors, no right or interest of any kind or nature in and to any real estate or lease of real estate shall be either (a) sold, assigned, transferred, conveyed or otherwise disposed of or mortgaged or encumbered in any manner; or (b) acquired, either by purchase, lease or otherwise, by the Corporation.

Section 5.4. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to its credit in such banks or other depositories as the Board of Directors may select.



Section 5.5. Checks, Drafts, etc. All notes, drafts, acceptances, checks, endorsements or the Corporation whatsoever shall be signed by such officer or officers, or such agent or agents, of the corporation and in such manner as the Board of Directors, from time to time, may determine. Endorsements for deposit to the credit of the Corporation, in any of its duly authorized depositories, shall be made in such manner as the Board of Directors may from time to time determine.

## ARTICLE VI

### INDEMNIFICATION

Section 6.1. Indemnification. Subject to the limitations and conditions provided in the Corporation's articles of incorporation, the Revised Iowa Nonprofit Corporation Act, and this Article VI, each person ("Indemnified Person") who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative ("Proceeding"), or any appeal in such a Proceeding or any inquiry or investigation that could lead to such a Proceeding, by reason of the fact that was or is a director or an officer of the Corporation or the Indemnified Person was or is the legal representative of or a manager, director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of a director or of an officer of the Corporation, shall be indemnified by the Corporation against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements and reasonable costs and expenses (including, without limitation, attorneys' fees) actually incurred by such Indemnified Person in connection with such Proceeding in accordance with the articles of incorporation.

Section 6.2. Determinations. Any indemnification under Section 6.1 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination by the court that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth in the articles of incorporation and herein. Such determination shall be made in accordance with the procedures established in the Revised Iowa Nonprofit Corporation Act.

Section 6.3. Advance Payment. The right to indemnification conferred by the articles of incorporation and this Article VI shall include the right to be paid or reimbursed by the Corporation for the reasonable expenses incurred in advance of the final disposition of the Proceeding and without any determination as to the Indemnified Person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of a written affirmation of Indemnified Person's good faith belief that the Indemnified Person has met the standard of conduct necessary for indemnification under the articles of incorporation and this Article VI and a written undertaking, by or on behalf of such Indemnified Person, to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified under the articles of incorporation and this Article VI or otherwise.

Section 6.4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member, or agent of the

Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, committee member, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

## ARTICLE VII

### MISCELLANEOUS PROVISIONS

Section 7.1. Corporate Seal. The Corporation shall not adopt an official seal.

Section 7.2. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31.

Section 7.3. Voting of Stocks owned by the Corporation. In the absence of a resolution of the Board of Directors to the contrary, the President of the Corporation or a Vice President acting within the scope of his or her authority, as provided in Section 8 of Article III of these Bylaws, are authorized and empowered, on behalf of the Corporation, to attend, vote and grant discretionary proxies to be used at any meeting of shareholders or stockholders of an corporation in which this Corporation holds or owns shares of stock and in that connection, on behalf of this Corporation, to execute a waiver of notice of any such meeting. The Board of Directors shall have authority to designate any officer or person as a proxy or attorney-in-fact to vote shares of stock in any other corporation in which this Corporation may own or hold shares of stock.

Section 7.4. Director's Access to Records. A director is entitled to inspect and copy the books, records, and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation.

Section 7.5. Electronic Transmissions. "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.

## ARTICLE VIII

### AMENDMENTS TO BYLAWS

All Bylaws of the Corporation shall be subject to amendment, alteration, or repeal, and the new Bylaws or amendments, alterations or repeals may be made by the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors.

Date: December 12, 2022

---

Jeff White, president