



PART ONE: PURPOSE

The purpose of the Institute for Community Alliances (ICA) is to provide data-driven solutions and community information systems that help communities address housing instability, homelessness, food insecurity and related issues impacting economically vulnerable households.

The corporation engages in research and produces reports on homelessness and related issues. In cooperation with state and federal agencies, private research firms and others, ICA works to inform regional and national efforts to end homelessness.

PART TWO: DIRECTORS

- a. **General Powers:** The board of directors will be responsible for setting the policies under which the corporation will operate. The board of directors will exercise, directly or indirectly, all corporate powers, except as expressly provided in the articles of incorporation and bylaws.
- b. **Selection of Directors.** Ten days prior to the first regular meeting, persons or organizations interested in the objectives of the corporation may submit the names of proposed members of the board of directors. At its first regular meeting each year, the board of directors will elect directors for the upcoming year. The board may elect directors from among names submitted by interested parties or may elect other persons.
- c. **Number, Tenure, and Qualifications.** The corporation will have no fewer than seven and no more than eleven directors. Each director shall serve an initial term of three (3) years and upon re-election directors will serve subsequent two (2) year terms. A director will hold office until a qualified successor is elected. If needed, qualified successors will be elected as soon as possible after a vacancy is known. The Chief Executive Officer shall be a non-voting, ex-officio member of the Board of Directors and will also serve as Corporate Secretary.
- d. **Vacancies.** A director may resign at any time. The board may remove a director at any time, with or without cause, by a two thirds majority vote of all directors. A successor director will be appointed by the board to serve the duration of an unexpired term.
- e. **Compensation and Expenses.** The board of directors, by majority vote, may set the reasonable compensation of the directors, and the expense reimbursement policy for the directors.

- f. Executive and Other Committees. The Chair, Vice-Chair, and Treasurer are the executive committee. The Corporate Secretary is an ex officio, non-voting member of the Executive Committee. Except as provided in these bylaws, the Executive committee may act for the board of directors between board meetings and when the board of directors lacks a quorum.
- i. The board of directors may designate other committees from among the directors and community stakeholders and specify the duties of each committee.
 - ii. A majority of the members of any committee is a quorum for the transaction of business at any committee meeting. A majority of the members present (though less than such quorum) may recess the meeting from time to time without further notice.
 - iii. No committee may amend the articles of incorporation, adopt a plan of merger or consolidation, recommend the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation, recommend a voluntary dissolution of the corporation, or amend the bylaws of the corporation.
 - iv. The designation of any such committee and the delegation of authority to it will not relieve the board of directors, or any of its members, of any responsibility imposed by law.
- g. Indemnification. The corporation will indemnify each director to the maximum extent that Iowa Code section 496A.4A (1989), or any successor statute, permits such reimbursement. This section of the bylaws will provide each director with a contractual right to reimbursement for any actions taken while this section of the bylaws is in effect.

PART THREE: DIRECTOR'S MEETINGS

- a. Regular Meetings. The board of directors will hold its annual meeting at a date and time set by the board of directors. This meeting will be held within a range of 30 days prior to 60 days after the end of the fiscal year. At this meeting, the board of directors will set the time and place for regular meetings for the upcoming year and transact such other business as may come before the meeting.
- b. Special Meetings. The Chair or Vice-Chair may call special meetings of the board of directors. The person calling the meeting will set the time and place for the meeting.
- c. Telephone Attendance. A director may attend any director meeting or any committee meeting by telephone. The chair of that meeting will make the necessary arrangements so each participant in the meeting can hear each of the other participants.

- d. Notice. The person calling a special meeting will take steps reasonably calculated to inform all directors of the meeting at least twenty-four hours before it occurs. Whenever the corporation must give a director notice, a waiver of notice satisfies the notice requirement. The waiver must be in writing. The director may sign it at any time. The attendance of a director at a meeting is a waiver of notice of the meeting. Attendance is not a waiver where a director attends a meeting to object to the transaction of any business because the corporation did not lawfully call or convene the meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting of directors need be specified in the notice or waiver of notice of such meeting.
- e. Quorum. A majority of the members of the board of directors is a quorum for the transaction of business at any meeting of the board. A majority of the directors present (though less than such quorum) may recess the meeting from time to time without further notice.
- f. Manner of Acting. Directors may only act at a duly called meeting at which a quorum is present. At such a meeting, the affirmative vote of a majority of the directors who are present will be the act of the board. Pursuant to the Revised Iowa Nonprofit Corporation Act, Iowa Code Chapter 504 (“Act”), the corporation may take action during a conference call or other type of meeting in which all of the directors participating may simultaneously hear each other during the meeting and a quorum is present. Electronic voting (via email) is permitted if all board members consent unanimously to that course of action. The email must include an electronic signature of the board member.
- g. Informal Action by Directors. The directors may informally take any action required or allowed to be taken at a meeting of the board of directors. All directors must agree to the informal action in a written consent. This written consent must state the action taken informally and all directors must sign it. This consent will have the same effect as a unanimous vote. Any document filed with the Secretary of State because of informal action may state that the directors adopted it by a unanimous vote.
- h. Presumption of Assent. A director presumptively assents to any corporation action taken at a board of director’s meeting which that director attends. The director may overcome this presumption by dissenting to the action. The Secretary-Treasurer must enter this dissent in the minutes of the meeting. Alternatively, the director must file dissent with the Secretary-Treasurer.

The director must file this dissent either personally or by registered or certified mail immediately after the adjournment of the meeting. The dissent must be in writing. No director may dissent to an action for which the director voted in favor.
- i. Loans to Directors Prohibited. The corporation will not make any loans to its directors. Any director who assents to or participates in the making of any loan to an officer of director will be liable to the corporation for the amount of such loan until repayment of it.

PART FOUR: OFFICERS

- a. Number. The principal officers of the corporation will be the Chair, Vice-Chair, Treasurer, and Corporate Secretary. The board of directors may also select such other officers and assistant officers as it deems appropriate.
- b. Selection, Tenure, and Qualifications. The officers will be selected at the annual meeting of the board of directors. An officer will serve until a successor is elected and qualified. To be elected or to serve as Chair, Vice-Chair, Treasurer, or Corporate Secretary, a person must be a director. The Chair must have served the board for a minimum of one year prior to being elected to that office.
- c. Vacancies. An officer may resign at any time and may retain board membership. If the Chair, Vice-Chair, or Treasurer, or Corporate Secretary is no longer serving as a director, then that person must resign as an officer. The board of directors may remove any officer whenever, in its judgment, the best interest of the corporation will be served by removal. A removal will be without prejudice to the contractual rights of the person who is removed. Selection under section 4.b will not of itself create contract rights. The board of directors will fill any vacancy of any office for the unexpired portion of the term.
- d. Duties of Officers. Each officer will perform the duties that are customarily performed by the person holding that office, except to the extent that these customary duties are modified by these bylaws or board resolution. In addition, each officer other than the Chair will perform those duties specified by the Chair, provided that those duties are not in conflict with the explicit directions of these bylaws or a board resolution.
 - i. Chair. A Chair will be the corporation's president. The Chair will supervise all other officers.
 - ii. Vice-Chair. The Vice-Chair will be the corporation's vice-president and will serve as chair in the Chair's absence.
 - iii. Immediate Past Chair. The Immediate Past Chair provides continuity of leadership and support to the current Chair. The Immediate Past Chair is a volunteer leadership position requiring a one-year commitment of time. The Immediate Past Chair serves on the Executive/Governance Committee. All ICA policies apply to the position of Immediate Past Chair including, but not limited to, BOD Conflict of Interest Policy and Disclosure Form.
 - iv. Treasurer. The Treasurer will see that the corporation keeps correct and complete books and records of account. The Treasurer will supervise the maintenance of a corporation's financial records.

- v. Chief Executive Officer/Corporate Secretary. The Corporate Secretary shall see that the corporation keeps minutes of the proceedings of the board of directors and committees having any of the authority of the board of directors.
- e. Indemnification. The corporation will indemnify each officer to the same extent as provided for the directors in paragraph 2.g.

PART FIVE: MISCELLANEOUS

- a. Written Instruments. Subject to the special directions of the board of directors, all deeds, mortgages, and other instruments concerning real estate will be executed by the Chair or Vice-Chair and the Treasurer or Corporate Secretary and will be attested to by one of these officers. The board of directors may authorize any representative of the corporation to execute a written contract or agreement for the corporation. Authorization will be reviewed and approved by the board each year at the Annual Meeting. Any authorization may be general or confined to specific instances. If the board of directors does not make specific directions, all written contracts and agreements made by the corporation will be executed by the Chair or the Vice-Chair.
- b. Loans. The board of directors will have the exclusive authority to borrow money on behalf of the corporation. The board of directors may delegate to an officer of the corporation the authority to draw on an existing line of credit.
- c. Corporate Seal. The corporation will not have a corporate seal.
- d. Amendments. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the board of directors at any regular or special meeting, by a vote of a majority of the directors present.
- e. Regular Bylaws Review. The bylaws of the corporation will be reviewed on a regular basis. This review will occur not less than every three years, or as needed to ensure corporate compliance and accuracy.
- f. Offices. The board of directors will designate the corporation's places of business. The board of directors will specify the company's registered office and agent.
- g. Financial Policies.
 - i. The corporation will only deposit its funds in interest-bearing accounts or certificates of deposit of banks that are members of the Federal Reserve System, or in obligations fully guaranteed as to principal and interest by the United States.

- ii. The corporation will make all disbursements by check or negotiable instrument. All accounts of the corporation will require two signatures for disbursements.
 - iii. The corporation will purchase fidelity bonds for all individuals who handle the corporation's funds. The board of directors will set the amount of these bonds.
 - iv. The corporation will handle all funds in the manner required by law.
- h. Fiscal Year. The fiscal year for the corporation will begin on the first day of July and end on the last day of June.
- i. Discrimination Prohibited. The corporation recognizes that discrimination based on race, creed, color, national origin, religion, age, gender, gender identity, sexual orientation, or disability is inconsistent with its goals, purposes, and policies. Therefore, the corporation will carry out all its programs and activities in a manner to avoid this discrimination.
- j. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order, Newly Revised will govern the conduct of the corporation's meetings. The Bylaws, the Articles of Incorporation, or any special rules of order adopted by the corporation control over these rules.
- k. Books and Records - Member Access. Any member may inspect any book or record of the corporation for any purpose at any reasonable time.

CERTIFICATION

Mark Phillips, the Chairperson of the Institute for Community Alliances, an Iowa corporation, hereby certifies:

The foregoing bylaws, comprising 6 pages, are the original bylaws of the corporation, as amended to date. The bylaws in effect at present are the same as those amended to date by the corporation.

Date: August 17, 2022


