

**AMENDED AND RESTATED BYLAWS
OF
ROOSEVELT HIGH SCHOOL FOUNDATION
AN IOWA NONPROFIT CORPORATION**

**ARTICLE I
NAME AND PURPOSES**

Section 1.01. Name. The name of the organization is ROOSEVELT HIGH SCHOOL FOUNDATION (hereinafter referred to as “Corporation”).

Section 1.02. Purpose.

The Corporation is organized to celebrate the tradition and shape the future of Roosevelt High School by engaging, connecting, and supporting the students, faculty, alumni, and the Roosevelt community.

Section 1.03. Exclusive Purposes. Notwithstanding the foregoing, however, the Corporation is organized exclusively for public benefit purposes.

**ARTICLE II
OFFICES**

Section 2.01. Principal Office. The principal office of the Corporation in the State of Iowa shall be located in the city of Des Moines, in the county of Polk. The Corporation may have other offices, either within or outside the state of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 2.02. Registered Office. The Corporation shall have and continuously maintain in the State of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code Section 504.501. The registered office may be, but need not be, the same as the principal office in the State of Iowa, and the address of the registered office or the registered agent at the registered office, or both, may be changed from time to time by the Board of Directors.

**ARTICLE III
MEMBERS**

The Corporation shall not have members.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Iowa.

Section 4.02. Number, Tenure, and Qualifications. The number of Directors shall be two (2) to fifteen (15). Each director shall hold office until the next annual meeting of Directors and until his or her successor is elected and has qualified. However, the term of the director may not exceed three (3) years. Directors may serve two (2) consecutive terms. Following two consecutive terms, a director may not be re-elected until one (1) year has passed.

Section 4.03. Election. The Directors are to be elected by an affirmative vote of two-thirds (2/3rds) of the Board of Directors.

Section 4.04. Removal. A director may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting of the Board called for that purpose, provided that at least one (1) weeks' notice of the proposed action has been given to the entire Board of Directors then in office. Such notice shall state that a purpose of the meeting is to vote upon the removal of one (1) or more Directors named in the notice. Only the named director or Directors may be removed at the meeting.

Section 4.05. Resignation. Any director, member of a committee, or officer may resign at any time by filing a written resignation with the President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the President or Secretary. Acceptance of a resignation is not necessary to make it effective. A resignation is effective when the notice is effective unless the notice specifies a later date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 4.06. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may provide by resolution the time and place, either within or without the state of Iowa, for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 4.07. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary, or any director. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state of Iowa, as the place for holding any special meeting of the Board called by them.

Section 4.08. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously by written notice delivered personally or sent by mail or email to each director at his or her address as shown by the records of the Corporation, unless the meeting must be held within two (2) days. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If emailed, the notice shall be deemed to be delivered when the email is sent. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of notice of the meeting, unless specifically required by these Bylaws.

Section 4.09. Quorum. Quorum shall be one-half (1/2) of the Board of Directors. But, if less than a majority of Directors are present at the meeting, a majority of the Directors present may adjourn the meeting without any further notice.

Section 4.10. Manner of Acting. 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 the act of a greater number is required by law or by these Bylaws.

Section 4.11. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A director so elected shall be elected for the un-expired term of his or her predecessor in office, or for the full term of the new Directorship, as the case may be, and until his or her successor is elected and has qualified. If a director ceases to be a director, the vacancy may be filled by the Board in absence of a contrary provision in the Articles or the Bylaws. Where a vacancy occurs in any office held by an appointed director, only the person who appointed the director may fill the vacancy in the absence of an Article or Bylaw provision to the contrary.

Section 4.12. Informal Action by Directors. Any action required to be taken at a meeting of Directors, or any action which may be taken by Directors, may be taken without a meeting and without voting if all of the Directors sign a consent in writing, setting forth the action taken.

Section 4.13. Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

Section 4.14. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards a dissent by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. A director who voted in favor of an action may not dissent from the action.

Section 4.15. Approval of Documents by Electronic Signature. The Board of Directors may approve any and all documents by electronic signature. Such signature may be recorded by email or fax and noted as such on the approved document with the approval date and electronic method of approval.

ARTICLE V OFFICERS, EMPLOYEES, AND AGENTS

Section 5.01. Officers. The officers of the Corporation shall be a President, one (1) or more Vice-Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint the other officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it may deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two (2) or more offices may be held by the same person. The officers may be, but need not be, members of the Board of Directors.

Section 5.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor is elected and has qualified, or until his or her death, resignation, or removal.

Section 5.03. Resignation and Removal. Any officer, agent, or employee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served by his or her removal, but removal does not prejudice the contract rights, if any, of the person removed. Election or appointment of an officer or agent does not of itself create contract rights. Further, an officer may resign at any time by delivering notice to the Corporation.

Section 5.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the non-expired portion of the term.

Section 5.05. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors if present at the meeting. He or she may sign and execute alone in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, either generally or specifically, except in cases where the signing and execution has been expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and any other duties that the Board of Directors prescribes.

Section 5.06. Vice-President. In the absence of the President or in event of his or her inability or refusal to act, the Vice President (or in the event there be more than one (1) Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to any restrictions upon the President. Any Vice President shall perform any other duties that the President or the Board of Directors assign to him or her.

Section 5.07. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety that the Board of Directors determines. He or she shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; keep full and accurate account of receipts and disbursements in books belonging to the Corporation; disburse the funds of the Corporation as may be ordered by the Board of Directors or the President, taking proper vouchers for the disbursements; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the Corporation in the banks, trust companies, or other depositories as are selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and any other duties that the President or the Board of Directors assign to him or her.

Section 5.08. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one (1) or more books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law but, if the Secretary is absent, or refuses or neglects to give such notice, any notice may be given by any person who is directed to give notice by the President, or by the Directors upon whose requisition the meeting is called as provided in these Bylaws; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary, and any other duties that the President or the Board of Directors assign to him or her.

ARTICLE VI COMMITTEES

Section 6.01. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its officers an Executive Committee and one (1) or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors; provided, however, that no such committee shall have the authority of the Board of Directors in reference to:

- a) amending the Articles of Incorporation;
- b) adopting a plan of merger or consolidation;
- c) recommending the sale, lease, exchange, or other disposition of all or substantially all the property and assets of the Corporation;
- d) recommending a voluntary dissolution of the Corporation or a revocation thereof;
- e) amending, altering, or repealing the Bylaws of the Corporation;
- f) electing, appointing, or removing any director or officer of the Corporation; or
- g) amending, altering, or repealing any resolution of the Directors, unless by its terms the resolution may be amended, altered, or repealed by the committee.

The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any director, of any responsibility imposed by law.

Section 6.02. Other Committees. Other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by majority of Directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution and the President of the Corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint the member whenever in their judgment the best interests of the Corporation would be served by removing the member. The Board of Directors may terminate any committee so designated as the Board of Directors deems appropriate.

Section 6.03. Term of Office. Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing a committee member, each member of a committee shall continue as a member until the next annual meeting of the members of the Corporation and until his or her successor is appointed, unless the committee is terminated sooner, or unless the member is removed from the committee, or unless the member ceases to qualify as a member of the committee.

Section 6.04. Chair. One (1) member of each committee may be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 6.05. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.

Section 6.06. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting and, subject to action by the Board of Directors, the committee by majority vote of its members may determine the time and place of meetings and the notice for meetings.

Section 6.07. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 6.08. Meetings by Conference Telephone. Members of a committee may participate in a meeting of the committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

ARTICLE VII

Contracts, Loans, Checks, Deposits, and Investments

Section 7.01. Contracts. The Board of Directors may authorize any officer or officers, agents or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.02. Loans. No loans shall be contracted on behalf of the Corporation and no evidences 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 7.03. Checks, Drafts, or Orders for Payment. All checks, drafts, or 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 may be determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, the instruments shall be signed by the Treasurer or an Assistant Treasurer of the Corporation.

Section 7.04. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.05. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal, or otherwise, including stocks, bonds, or other securities, as the Board of Directors may deem desirable.

Section 7.06. Gifts. The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 7.07. Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to the Directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of the loan until it is repaid.

ARTICLE VIII BOOKS AND RECORDS

Section 8.01. Books and Records Maintained. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The following records are to be kept at the principal office: Articles, Bylaws, resolutions, minutes, list of names and addresses of current Directors and officers, the most recent annual report delivered to Iowa Secretary of State, and appropriate accounting records.

Section 8.02. Inspection of Records by Directors. A director of the Corporation is entitled to inspect and copy the books, records, and documents of the Corporation to the extent reasonably related to the performance of the duties of a director as a director.

ARTICLE IX FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the Corporation or to any member of a committee of the Corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice.

ARTICLE XI AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws, at the meeting.

IN WITNESS WHEREOF, the current President of the Board of Directors, has caused the execution of the foregoing Amended and Restated Bylaws for this Corporation.

[Printed name of the President of the Board of Directors]

[Signed name of the President of the Board of Directors]

[Date]