

BY-LAWS OF STUDENTS FOR A CREATIVE IOWA

ARTICLE I: NAME AND PURPOSE

Section 1: Name. The name of the organization is Students for a Creative Iowa, also known as cre8iowa.

Section 2: Status. Students for a Creative Iowa is a not-for-profit organization, officially receiving 501(c)(3) tax-exempt status on September 5, 2008, and shall abide by all legal and accounting practices as such.

Section 3: Mission. The mission of the organization is to provide a safe and culturally rich environment that promotes creative problem-solving and team-building skills by encouraging students to build on their natural strengths and discover skills they may not realize they possess.

Section 4: Program. The organization shall accomplish its mission by promoting and providing a creative problem-solving program, or any other program as deemed appropriate by the Board of Directors and in compliance with the organization's mission, for the students of Iowa. The Board will elect a specific program to promote with two-thirds (2/3) majority affirmative vote at the Annual Meeting. Once elected, the program will remain validly elected until the point at which a third (1/3) of the Board members call for a program election. At any meeting, a third (1/3) of the Board members can call for a program election; however, the program election vote may only take place at the Annual Meeting. Nominations for new programs must be received by the Secretary and distributed to the Board members at least two weeks before the Annual Meeting.

ARTICLE II: MEMBERSHIP

Section 1: Membership shall only consist of the members of the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

Section 1: General Powers. The Board shall be responsible for the overall policy, general management, and business affairs of the organization and may exercise all power and control possessed by the organization. Each Director may bring business before the Board, contribute and influence discussion, and vote on action matters.

Section 2: Size. The number of members on the Board of Directors shall be no less than six (6) and no more than eighteen (18).

Section 3: Composition. The composition of the Board will ideally reflect the geographic distribution of the students served by the organization.

Section 4: Election and Term: Election of new Directors may occur at any meeting of the organization. If election of a new Director occurs at any meeting other than the Annual Meeting, the new Director must be confirmed at the following Annual Meeting. All terms are to officially start from time of confirmation. Directors will be elected by a majority vote of the current Directors. All Directors are elected to a three (3) year term and may seek reelection at the Annual Meeting. Directors are to serve a minimum of one (1) year of their term. There is no limit to the number of times a Director may seek reelection.

By-Laws of Students for a Creative Iowa

Section 5: Requirements. All Directors are to attend seventy five (75) percent of Board meetings and must attend the Annual Meeting. However, the Affiliate Director or Executive Committee may excuse a Director from the Annual Meeting.

- A. Election. Directors are required to have one (1) year involvement with the program or organization previous to being elected to the Board. Directors must also attend two (2) consecutive meetings prior to election and at the third attend meeting may be elected to the Board.

Section 6: Quorum. A quorum of at least fifty (50) percent of Board members must be attended before business can be transacted or motions can be passed. Any transacted business or passed motions by the quorum shall be an act of the Board. To pass an action matter takes a simple majority, unless otherwise noted.

Section 7: Vacancies. Any vacancies on the Board shall be filled by an affirmative vote of the majority of current Board members, even if less than a quorum of the Board is in attendance. A Director so elected shall be elected for the unexpired term of his or her predecessor.

Section 8: Resignation, Termination, and Conflict of Interest. Resignation from the Board must be in writing and received by the Affiliate Director and the Secretary. A Board member shall be dropped for excess absences from the Board if s/he does not fulfill the attendance requirement, except in special cases where the excess absences have been excused by the Affiliate Director or the Board. A Board member may be removed for other reasons by a three-fourths (3/4) vote of the remaining Directors. Any Board member who has been determined to have a conflict of interest with a matter pending before the Board which prevents him or her to act in an impartial manner shall excuse him/herself and refrain from all discussion about the matter. Determination of a conflict of interest shall be made by the remaining Board members with a simple vote.

Section 9: Compensation. No Board member is to receive compensation for services rendered. Upon authorization of the Board, a volunteer of the organization may be reimbursed for out-of-pocket expenses incurred while carrying out assigned duties for the organization.

ARTICLE IV: OFFICERS

Section 1: Offices. The offices of the organization shall consist of a President, Vice-President, Secretary, Treasurer, and two (2) Training Coordinators.

Section 2: Election and Term of Officers. Any person seeking office must be a Director and be nominated; either by self-nomination or by the nomination of another Director with the candidates permission. Nominations are to be submitted to the Secretary by or during the last meeting of the year. The officers of the organization shall be elected at the Annual Meeting by the Board. If the election of the officers is not held at the Annual Meeting, such election shall take place as soon thereafter as conveniently as possible. The term for any office is two (2) years. There is no limit to the number of times an officer can seek reelection. A person may hold two (2) or more offices if so elected.

Section 3: Officers and Duties. All officers shall perform the duties as prescribed by these By-laws and other duties as assigned by the Board.

- A. President, who shall be known as the Affiliate Director, shall be responsible for general supervision and management of the affairs of the organization. The Affiliate Director shall preside over all meetings of the Board or arrange for another member of the Executive Committee to preside if absent, coordinate program activities for the state of

By-Laws of Students for a Creative Iowa

Iowa, and liaise with other members of the program and client community to help the program grow and flourish. The Affiliate Director may sign checks, deeds, mortgages, bonds, or other financial and/or legal documentation for the organization and with the Treasurer or other appropriate officer and the approval of the Board.

- B. Vice-President, who shall be known as the Co-Affiliate Director, will be responsible for the duties of the Affiliate Director in the case of the Affiliate Director's absence, inability, or refusal to act. The Co-Affiliate Director shall chair committees as designated by the Board. The Co-Affiliate Director will share responsibility for maintaining the organization's corporate records, including the organization's By-laws, Article of Incorporation, program license agreements, etc., with the Secretary.
- C. Secretary will be responsible for keeping records of Board actions, including the taking of minutes at Board meetings, sending meeting notices to each Board member, and distributing copies of minutes to each Director and Ex-officio and by request to the public. The Secretary shall share responsibility for maintaining the organization's corporate records with the Co-Affiliate Director.
- D. Treasurer shall be responsible for overseeing the organization's finances and taxes. The Treasurer shall make a report at each Board meeting, prepare an annual budget at the start of the organization's fiscal year, and prepare financial statements as requested by the Board or the public. The Treasurer and the Affiliate Director shall act as the signers of any and all of the organization's bank accounts and have all rights and responsibilities thereof.
- E. Training Coordinators, who will be known as Affiliate Training Directors, shall be responsible for generating, coordinating, and implementing training agendas for program managers, appraisers, coordinators, team managers, and teams within the state of Iowa, and provide support on an as-needed basis.

Section 3: Other Officers and Duties. Any other officers or assistant officers as appointed or elected by the Board shall perform the duties as prescribed by the Affiliate Director, Executive Committee, and/or the Board.

Section 4: Restrictions and Removal. Two related persons may not both serve as officers simultaneously. An officer is still serving as a Director and so must abide by and be subject to all rules and regulations as specified in Article III as such. An officer may be removed from office by a three-fourths (3/4) vote of the Board.

Section 5: Vacancies. Any vacant Offices shall be filled by an affirmative vote of the majority of current Board members, even if less than a quorum of the Board is in attendance. A Director so elected shall be elected for the unexpired term of his or her predecessor.

ARTICLE V: EX-OFFICIO

Section 1: General Powers. An ex-officio may bring business before the Board and contribute and influence discussion; however, an ex-officio may not vote on action matters.

Section 2: Requirements. All ex-officios are to attend forty (40) percent of Board meetings.

ARTICLE VI: Friends of cre8iowa

Section 1: General Powers. A friend of cre8iowa is a volunteer that receives this special distinction for volunteering their time and/or support freely. Friends of cre8iowa are welcome to attend

By-Laws of Students for a Creative Iowa

Board meetings and to contribute to discussion and may request the Board minutes from the Secretary.

ARTICLE VII: MEETINGS

Section 1: Annual Meeting. The Annual Meeting shall take place in August with the date, time, and place of the meeting to be set by the Board at the last meeting of the prior year.

Section 2: Regular Meetings. The Board shall meet regularly throughout the year, meeting no less than six (6) times during the year, excluding the Annual Meeting, subject to the needs of the program and/or Board. The Board shall set the date, time, and place and/or method at the last meeting of the prior year or at the Annual Meeting. Frequency of the number of Board meetings may be changed by a majority vote of the Board, based on a quorum of attendance.

Section 3: Special Meetings. Special meetings may be called by the Affiliate Director or by any third (1/3) of the Board members.

Section 4: Notice. Notice of each meeting shall be given to each voting member, by mail or email, no less than ten (10) days before the meeting.

ARTICLE VIII: COMMITTEES

Section 1: Committees. The Board may appoint standing and ad hoc committees as needed. The Board shall appoint all committee chairs. If no chairperson is selected, then the Co-Affiliate Director shall serve as the default committee chair.

Section 2: Executive Committee. The President, Vice-President, Treasurer, Secretary, and two (2) Training Coordinators shall serve as members of the Executive Committee. The Executive Committee shall possess all the powers and authority of the Board in the intervals between meetings and is subject to the direction and control of the Board.

Section 3: Practice. All committees shall follow all practices as laid out in these Bylaws and as decided and adopted by the Board, including but not limited to Conflicts of Interest, Election, and Vacancies.

ARTICLE IX: FISCAL YEAR

Section 1: The organization's fiscal year shall begin on the first day of August and end on the last day of July of each year.

ARTICLE X: RULES OF ORDER

Section 1: Roberts Rules or Order shall be followed at the annual meeting of members and at all meetings of the Board of Directors, unless otherwise stated in these Bylaws.

ARTICLE XI: AMENDMENTS

Section 1: These by-laws may be amended by a two-thirds (2/3) vote of Board members present at any meeting, provided a quorum is present.

Section 2: These by-laws shall be subject to an extensive review every five (5) years, starting from the year these by-laws are approved and adopted.

By-Laws of Students for a Creative Iowa

These By-laws were approved at a meeting of the Board of Directors of Students for a Creative Iowa on:
August 14, 2010