

**AMENDED AND RESTATED BYLAWS  
OF THE  
LINN COUNTY BAR ASSOCIATION**

(Amended September 2008)

**ARTICLE I  
PURPOSE**

The purposes for which this corporation has been formed are as set forth in the Restated Articles of Incorporation of the corporation.

**ARTICLE II  
MEMBERS AND MEETINGS**

Section 1. There shall be no admission fee to the corporation.

Section 2. The fee for membership in the corporation shall be determined by the Board of Governors from time to time.

Section 3. The rights, eligibility requirements and meetings of the members of the corporation are set forth in the Restated Articles of Incorporation for the corporation.

Section 4. Any member may withdraw from the corporation by written notice of withdrawal addressed to the President or Secretary.

Section 5. The annual meeting of the corporation shall be held upon the call of the President on the third or fourth Thursday of June so that the same will not conflict with the Annual Meeting of the Iowa State Bar Association in each and every year, at which time new Officers and Governors shall be elected by the procedure and in the manner described in Article III. Notice of the annual meeting shall be mailed or otherwise delivered to the members of the corporation no less than twenty days prior to the annual meeting. The place of the annual meeting shall be determined by the Board of Governors. All of the committees shall report to the corporation as to the progress and work of their committee during the prior year. Following the election and the counting of ballots, which shall occur during the annual meeting, the new Officers and members of the Board of Governors shall assume office on the following first day of July.

Section 6. Regular meetings of the corporation shall be held monthly upon the call of the President, or the person delegated by the President, to call a meeting.

Section 7. Special meetings of the corporation shall be held upon the call of the President, or the person delegated by the President, to call the meeting upon at least five days written notice to the members of the corporation. Special meetings shall be held for the purpose of conducting business which shall be described in the notice of the special meeting.

Section 8. Fifteen members shall constitute a quorum for the transaction of business at any regular or special meeting of the membership of the corporation.

### **ARTICLE III ELECTION OF OFFICERS AND GOVERNORS**

Section 1. Term of Office. The term of President and Vice-President shall be for one year. The term of President-Elect shall be for two years, the first of which shall be as President-Elect and the second of which shall be as President. The term of Secretary shall be for two years, commencing in the first odd numbered year after the approval of these Bylaws. The term of Treasurer shall be for two years, commencing in the first even numbered year after the approval of these Bylaws. All Officers shall continue in office for the periods set forth above or until their successor is elected and installed in office, whichever is longer.

Section 2. Board of Governors. At each annual meeting, two Governors shall be elected to replace the two members of the Board of Governors whose terms expire at that meeting.

Section 3. Nominating Committee. The President, with the approval of the Board of Governors, shall annually appoint a nominating committee from the membership of the corporation, whose members shall be comprised of the immediate Past President of the corporation, the President-Elect and three other members at-large to be selected and appointed by the President. The at-large members shall be selected considering both age and gender balance. The nominating committee shall meet prior to May 1 of each year for the purpose of selecting a slate of nominees for Officers and Governors. That slate and any names submitted by petition pursuant to Section 4 of this Article shall be submitted to the general membership at least two weeks prior to the election.

Section 4. Nominations. In addition to the names submitted by the nominating committee, any member of the corporation may have his or her name placed upon the ballot by petition. The nominee's name may be placed upon the ballot by submitting to the corporation a petition with not less than ten signatures of members of the corporation for such position. Such nomination petition shall be submitted to the President of the corporation at least four weeks prior to the date of the annual meeting.

Section 5. Conduct of Election. All Officers and Governors, except the President, shall be elected at the annual meeting of the corporation. In the case of a contested election, the election shall be by secret ballot and the nominating committee shall prepare a ballot containing the names of all candidates for all positions in the corporation.

Section 6. Removal. Any Officer may be removed by the Board of Governors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not of itself create contract rights.

Section 7. Salaries. No Officer shall receive any salary or any other compensation for services rendered to the corporation.

### **ARTICLE IV OFFICERS**

Section 1. President. The President shall preside at all regular and special meetings of the corporation and at all meetings of the Board of Governors and shall be the primary spokesperson for the corporation. In the absence of the President or if the President is unable to serve or whenever the President may request, the President-Elect shall assume and discharge the duties of the President.

Section 2. President-Elect. The President-Elect shall have such powers and perform such duties as may from time to time be delegated to the President-Elect by the President or the Board of Governors. The President-Elect shall become the President upon the expiration of the current term of the President or upon a vacancy in the office of the President.

Section 3. Vice-President. The Vice-President of the corporation shall be the same individual as the President of the Law Club. The Vice-President shall have such duties as may from time to time be delegated to the Vice-President by the Board of Governors.

Section 4. Secretary. The Secretary shall keep a record book in which shall be transcribed the Articles and Bylaws of the corporation and the records of the proceedings of all meetings of the corporation including the Board of Governors and the regular corporation meetings and all other matters of which a record shall be ordered by the corporation.

Section 5. Treasurer. The Treasurer shall collect and manage all funds belonging to the corporation and shall disburse the same on order of the President and Treasurer or on order of the Board of Governors. The Treasurer shall make a written report of the financial condition of the corporation quarterly to the Board of Governors and annually to the membership or more frequently if requested by the President or upon the request of any member present at any meeting.

## **ARTICLE V BOARD OF GOVERNORS**

Section 1. The business and affairs of the corporation shall be managed by a Board of Governors composed of twelve persons. Persons on the Board of Governors shall include the President, the President-Elect, the Vice-President, the Secretary, the Treasurer, the immediate past President, and six persons who shall be elected by the members of the corporation. The six elected persons on the Board of Governors shall have three-year terms on the Board of Governors. Of the six elected members of the Board of Governors, two shall annually be elected for three-year terms. All persons on the Board of Governors shall hold office until their successors are duly elected and take office.

Section 2. The Board of Governors shall carry out such policies of the corporation as may be determined from time to time at meetings of the members and shall, between such meetings, make such policy as shall be reasonably necessary and as shall not be inconsistent with any policy or decision approved at meetings of the members.

Section 3. Among the duties of the Board of Governors shall be advising the President as to personnel, committees and committee chairpersons and confirming the President's appointments thereto, establishing a budget for each fiscal year, and considering any and every subject that the President may call to its attention.

Section 4. Special meetings of the Board of Governors may be called at the request of the President or any two Governors. The person or persons authorized to call special meetings of the Board of Governors may fix any place within Linn County, Iowa as the place for holding any special meeting of the Board of Governors called by them.

Section 5. Notice of any special meetings shall be given at least three (3) days prior thereto by written notice delivered personally or mailed to each Governor at his or her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any Governor may waive notice of any meeting. The attendance of a Governor at a meeting shall constitute a waiver of notice of such meeting, except where a Governor 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, nor the purpose of, any regular or special meeting of the Board of Governors need be specified in the notice or waiver of notice of such meeting.

Section 6. The act of the majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors. A Governor shall be considered present at a meeting of the Board of Governors or of a committee designated by the Board if he or she participates in such meeting by conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other.

Section 7. By Resolution of the Board of Governors, each Governor may be paid his or her expenses, if any, incurred in furtherance of the policies or projects of the corporation. However, no Governor shall receive any salary or other compensation for services rendered to the corporation.

Section 8. A Governor of the corporation who is present at a meeting of the Board of Governors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Governor who voted in favor of such action.

Section 9. Any action required to be taken at a meeting of Governors, or any action which may be taken at a meeting of Governors or of a committee of Governors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Governors or all of the members of the committee of Governors, as the case may be.

Section 10. A majority of the members of the Board of Governors shall constitute a quorum for any meeting thereof.

Section 11. If there is a vacancy in the Board of Governors because of the inability of an Officer to act, the vacancy shall be filled as provided in Article VI. Vacancies existing because an elected member (not an Officer) ceases serving may be filled by the Board of Governors. A person appointed to fill a vacancy by Board action shall complete the term of office of the Board member whose vacancy is filled.

## **ARTICLE VI VACANCIES**

If a vacancy occurs in the offices of the corporation, or if the Board of Governors does not fill the vacancy of an elected member of the Board (who is not an Officer) as provided in Article V, then such vacancy shall be filled by the nominating committee submitting the name of at least one qualified member from the corporation. The name shall be submitted to the membership of the corporation at the next meeting of the

corporation. The election shall be held at that time and shall be by secret ballot, if so requested. Such Officers and members of the Board of Governors shall hold office until the time prescribed for the election of their successors and until their successors have been duly elected and have taken office. Committee vacancies shall be filled by the President. Any Officer or member of the Board of Governors resigning from the corporation or who may be suspended or expelled shall forthwith turn over all books, records and monies of the corporation to the President or President-Elect.

## **ARTICLE VII REMOVAL FROM OFFICE**

Any Officer or member of the Board of Governors may be removed for neglect of his or her office or duties thereof by a majority vote of the members present at any regular or special meeting of the corporation, and any such Officer or Board member shall be automatically removed and his or her position vacated by voluntary withdrawal, suspension or expulsion from the corporation. Any committee member may be removed or replaced by the President at his or her discretion.

## **ARTICLE VIII STANDING AND SPECIAL COMMITTEES**

Section 1. Standing Committees. The corporation shall have the following Standing Committees:

- Ethics and Grievance
- Fee Mediation
- Membership and Admission
- Nominating Committee (see Article III, Section 3)
- Programs and Continuing Legal Education
- Title Standards

The Standing Committees shall perform such work for the corporation and its members as is delegated to the committee by the President, with the advice of the Board of Governors.

Section 2. Special Committees. The President, with the advice of the Board of Governors, may establish one or more additional Special Committees to perform such work as shall be delegated to the committee. Once established, a Special Committee shall continue until it is disbanded by the President, with the advice of the Board of Governors.

Section 3. Appointment of Committee Chairs and Committee Members, Term of Office. The chair and members of each Standing Committee and Special Committee shall be appointed by the President, with the advice of the Board of Governors. The chair and each committee member shall serve until the next annual meeting of the corporation when the President is elected and until their successor is appointed, unless the committee shall be terminated sooner, or unless the person be removed from the committee, or unless the person shall cease to qualify as a member of the committee.

Section 4. Removal of Committee Chair or Committee Member, Committee Vacancies. Any committee chair or committee member may be removed or replaced by the President at his or her discretion. Vacancies in the chairmanship or membership of any committee may be filled by the President.

Section 5. Committee Meetings, Quorum, Manner of Acting. Meetings of any committee shall be held at such time and place as may be determined by the committee chair. No notice of such meeting is required. A majority of the members of any committee shall constitute a quorum for that committee. The act of a majority of the committee members present at a committee meeting at which a quorum is present shall be the act of the committee.

Section 6. Annual and Periodic Committee Reports. The chair of each committee shall prepare and deliver an annual report summarizing the actions of the committee during the year to the Secretary of the corporation not less than ten days prior to each annual meeting of the corporation. In addition, any committee may report its activities to the members at any member meeting, and at such other times as may be requested by the President, the Board of Governors or by any five members of this Association. The auditing committee, if one is established, shall examine the books of the Treasurer prior to the annual meeting of the corporation and make its report at such meeting.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or the rules adopted by the Board of Governors.

## **ARTICLE IX INDEMNIFICATION**

Section 1. Any contract or other transaction between the corporation and one or more of its Officers and/or Governors, or between the corporation and any firm of which one or more of its Officers and/or Governors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its Officers and/or Governors are stockholders, members, governors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Officer and/or Governor at the meeting of the Board of Governors of the corporation which acts upon or in reference to such contract or transaction, and notwithstanding his/her or their participation in such action, if the fact of such interest shall be fully disclosed or known to the Board of Governors and the Board shall nevertheless authorize, approve or ratify such contract or transaction by vote of the majority of the Officers and/or Governors present. The above provision shall not be construed to invalidate any contract or other transactions which would otherwise be valid under the common and statutory law applicable thereto.

Section 2. The corporation shall indemnify any Governor, Officer, agent or employee, or former Governor, Officer or employee of the corporation, against expenses actually and reasonably incurred by him/her (and not covered by insurance) in connection with the defense of any action, suit or proceeding by reason of being or having been such Governor, Officer, agent or employee, except where indemnification is not allowed under Iowa law. The corporation may also pay for or reimburse the reasonable expenses

incurred by a Governor, Officer, agent or employee who is a party to a proceeding in advance of final disposition of the proceeding to the extent allowed under Iowa law. The corporation may also reimburse any Governor, Officer, agent or employee, or former Governor, Officer, agent or employee, for the reasonable costs of settlement of any such action, suit or proceeding to the extent allowed by Iowa law, if it shall be found by a majority of the Officers and/or Governors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such Governor, Officer, agent or employee (or former Governor, Officer, agent or employee) was not guilty of gross negligence or misconduct. Such rights of indemnification and reimbursement shall not be exclusive of any other rights to which such Governor, Officer, agent or employee (or former Governor, Officer, agent or employee) may be entitled under any bylaw, agreement, vote of members or otherwise.

Section 3. A Governor, Officer, agent or employee of this corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty, except for liability for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the Governor, Officer, agent or employee derives an improper personal benefit. If the Iowa Nonprofit Corporation Act is amended after the approval of this Article to authorize corporate action further eliminating or limiting the personal liability of a Governor, Officer, agent or employee, then the liability of a Governor, Officer, agent or employee of the corporation shall be eliminated or limited to the fullest extent permitted by the Iowa Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article by the corporation shall not adversely affect any right or protection of a Governor, Officer, agent or employee of the corporation existing at the time of such repeal or modification.

## **ARTICLE X INDEBTEDNESS**

No indebtedness shall be incurred or expenditure made by or on behalf of the corporation until approved by the Board of Governors, which shall have the power to approve an indebtedness or expenditure not exceeding \$3,000.00. No indebtedness shall be incurred or expenditure made by or on behalf of the corporation in an amount in excess of \$3,000.00 until the same shall be approved by a two-thirds vote of the members present at any regular or special meeting called for that purpose after written notice of such regular or special meeting has been delivered to the membership. Such notice shall specify the time and place of the meeting and other information which may be important with regard to the issue of the indebtedness to be incurred or expenditure to be made. The notice of the meeting shall be at least five days prior to the meeting. The date that the notice is mailed shall be counted as the first day of the five day period and the day the meeting is held shall be counted as the fifth day of the five-day notice requirement.

## **ARTICLE XI FINANCIAL GIFTS**

The corporation may financially support such other organizations of lawyers and legal-related not-for-profit organizations as the Board of Governors may designate

from time to time.

**ARTICLE XII  
RULES OF ORDER**

Robert's "Rules of Order" shall be the guide and authority in all parliamentary matters and for Order of Business at the meetings of the corporation.

**ARTICLE XIII  
AMENDMENT TO BYLAWS**

Except as to Article X, these Bylaws may be temporarily suspended upon the affirmative vote of a majority of the members present at any special or regular meeting of the corporation. These Bylaws may be amended as follows:

- A. By two-thirds vote of the members present at any regular or special meeting of the corporation, provided written notice of such meeting and a copy of such proposed amendment is mailed or otherwise delivered to each member at least seven days prior to such meeting; or
- B. By majority vote if such amendment be presented in writing at a previous regular meeting of the corporation and referred to or published in the proceedings thereof.