

**BYLAWS**  
**OF**  
**TIMOTHY YATES HEGGEN (“TYH”) HUMANITARIAN**  
**FOUNDATION**

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**ARTICLE I**

**NAME AND PURPOSES**

1. Name. The name of the organization is **Timothy Yates Heggen (“TYH”) Humanitarian Foundation** (hereinafter referred to as “Corporation”).
  
2. Purpose. The Corporation is exclusively organized and operated for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE II**

**OFFICES**

- 2.01. Principal Office. The principal office of the Corporation in the state of Iowa shall be located at **7730 NE Berwick Dr. Ankeny, Iowa 50021**. 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.
  
- 2.02. Registered Agent and Office Address. The registered agent for the Corporation is Jan Kuhl.  
The registered office is located at 7730 NE Berwick Dr. Ankeny, Iowa 50021.

**ARTICLE III**

**MEMBERS**

- 3.01. Classes of Members. The Corporation shall not have members.

## **ARTICLE IV BOARD OF DIRECTORS**

**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.

**4.02. Number, Tenure and Qualifications.** The number of directors shall be not less than 6 and

not more than 12. Subject to the following staggered terms, each director shall hold office until the next annual meeting of directors and until his or her successor is elected and has qualified. Each Director will serve a 2 year term, provided however, that the initial Director terms are subject to the following limitations. All initial Directors will be divided into two classes as nearly equal in number as is practicable in order to stagger the terms of Directors and achieve continuity of governance of the Corporation. One class shall be called the "Odd-Year Directors" and one class shall be called the "Even-Year Directors." The initial 2 year term of the Odd-Year Directors shall extend to and expire at the 2017 Annual Meeting of the Board of Directors. At the 2017 Annual Meeting and each successive Annual Meeting in odd-numbered years the "Odd-Year Directors" shall be elected for 2 year terms and until their successors are elected at the Annual meeting held in odd-numbered years thereafter. The initial 2 year term of the Even-Year Directors shall extend to and expire at the 2018 Annual Meeting of the Board of Directors. At the 2018 Annual Meeting and each successive Annual Meeting in even-numbered years the "Even-Year Directors" shall be elected for 2 year terms and until their successors are elected at the Annual meeting held in even-numbered years thereafter.

**4.03. Election.** The directors are to be elected by an affirmative vote of majority of the Board of

Directors at a lawful meeting.

**4.04. Removal.** A director may be removed at any time for cause by a vote of the Board of

Directors at any special meeting of the Board called for that purpose, provided that at least seven days' written notice [as provided by section 4.10] 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 or more directors named in the notice. Only the named director or directors may be removed at the meeting.

**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.

4.06. Increase in Number. The number of directors may be increased by amendment to these

bylaws by the affirmative vote of a majority of the Board of Directors.

4.07. Regular Meeting. A regular annual meeting of the Board of Directors shall be held in

March of each year starting with March of 2016, at the location set by the Board. The Board shall adopt a schedule of other regular meetings to be held quarterly, throughout the year, and such scheduled meetings shall be held without further notice.

4.08. Annual Strategy and Budget. At the first regular board meeting of each year, the Board of

Directors shall develop an annual business strategy and corresponding budget to be followed throughout that year. The annual strategy and budget report shall be filed and maintained in the corporate records by the Secretary of the corporation. The President shall present a year-end report to the Board at the fourth quarter board meeting.

4.09. Special Meetings. Special meetings of the Board of Directors may be called by or at the

request of the President or any director. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the state of Iowa, as the place for holding any special meeting of the Board called by them.

4.10. Notice. Notice of any special meeting of the Board of Directors shall be given at least

seven days previously by written notice delivered personally or sent by mail or email to each director at his or her address, or email address, as shown by the records of the Corporation, unless the meeting must be held within two days. If mailed, the notice shall be deemed to be delivered: (a) when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid, (b) when sent by email to the recipient as shown by the sender's email sent confirmation. 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.

4.11. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business; 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. In no case shall a quorum consist of less than two directors.

4.12. 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.

4.13. 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 that constitute a quorum of the Board. 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.

4.14. Compensation. Directors as such shall not receive any stated salaries for their services. The Board of Directors may by resolution allow a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the board. Nothing in these bylaws shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for that service.

4.15. 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.

4.16. 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.

4.17. 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.

**4.18. Roles and Responsibilities.** A director of the Corporation shall (1) actively participate in

developing, planning, and executing the annual corporate business strategy; (2) act as an ambassador for the Corporation by promoting its cause and assisting in fundraising where appropriate; and (3) provide oversight to all corporate activities, financials, and legal filings to ensure the organization complies with its mission and all applicable laws.

**4.19. General Standards for Directors.** A director shall discharge his or her duties as a director

(1) in good faith; and (2) in a manner the director reasonably believes to be in the best interests of the corporation. The members of the Board of Directors, when becoming informed in connection with their decision-making functions, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances.

In discharging such duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following persons if the director reasonably believes such information, opinions, reports, or statements are within the person's professional or expert competence:

- 1) One or more officers of the corporation;
- 2) Legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the director reasonably believes are either of the following:
  - a. Matters within the particular person's professional or expert competence;
  - or
  - b. Matters as to which the particular person merits confidence; or
- 3) A committee of the board.

A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance unwarranted. A director is not deemed a trustee with respect to the corporation or any property held or administered by the corporation, including without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Notwithstanding the foregoing standards for directors, the failure of a director to comply with a standard shall expose the director to personal liability if, and only if, the director's liability is established with the application of the procedures,

exceptions, and limitations under Iowa Code §§ 504.832 and 504.833 (or corresponding sections of any subsequent Iowa statutes).

## **ARTICLE V OFFICERS**

5.01. Officers. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The Board of Directors may elect or appoint other officers as it may deem desirable to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person. The officers may be, but need not be, members of the Board of Directors.

5.02. Election and Term of Office. The officers of the Corporation shall be elected biennially 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 for two years or until his or her successor is elected and has qualified, or until his or her death, resignation, or removal.

5.03. Other Agents and Employees. The Board of Directors may appoint such agents and employees as it may deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may determine. No agent or employee need be a director of the Corporation. The Board of Directors may prescribe the respective title, terms of office, authorities and duties of such agents or employees.

5.04. 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 interest 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.

5.05. Delegation of Authority. To the full extent allowed by law, the Board of Directors may delegate to any officer any powers possessed by the Board of Directors.

5.06. 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.

5.07. 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 participate in the discussion of any matter. He or she, with approval from the Treasurer, may incur any corporate expense under \$500 on behalf of the Corporation without prior approval from the Board of Directors. In the event the Treasurer is unable to consent, the President may get approval from either the Vice President or the Secretary. He or she may sign and execute, with an additional signature from another officer of the Corporation, 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.

5.08. Vice-President. In the absence of the President or in the event of his or her inability or

refusal to act, the Vice-President (or in the event there be more than one 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 assigns to him or her.

5.09. Treasurer. 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; keep and prepare all documents necessary to file the Corporation's tax returns, and to either personally file the return or provide the necessary documents to a professional who will file the Corporation's tax returns; 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.

Unless given express consent by a Board resolution, all checks executed by the Corporation must be signed by the Treasurer and another officer of the Corporation.

5.10. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors

in one 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.

5.11. Duties and Authority of Officers. Each officer has the authority and shall perform the

duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties and authority of other officers.

5.12. Standards of Conduct for Officers. An officer shall discharge his or her duties as an officer

(1) in good faith; and (2) in a manner the officer reasonably believes to be in the best interests of the corporation.

In discharging such duties, an officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following persons if the director reasonably believes such information, opinions, reports, or statements are within the person's professional or expert competence:

- 1) One or more officers of the corporation;
- 2) Legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the director reasonably believes are either of the following:
  - a. Matters within the particular person's professional or expert competence;
  - or
  - b. Matters as to which the particular person merits confidence; or
- 3) A committee of the board.

An officer is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance unwarranted. An officer is not liable to the corporation or any other person for any action taken or not taken as a director, if the officer acted in compliance with this Section.

Notwithstanding the foregoing standards for officers, the failure of an officer to comply with a standard shall expose the officer to personal liability if, and only if, the

officer's liability is established with the application of the procedures, exceptions, and limitations under Iowa Code § 504.843 and where relevant Iowa Code §§ 504.832 and 504.901 (or corresponding sections of any subsequent Iowa statutes).

**5.13. Personal Liability.** A director, officer, or other volunteer is not personally liable in that

Capacity to any person for any action taken or failure to take any action in the discharge of the person's duties except liability for any of the following: (1) the amount of any financial benefit to which the person is not entitled; (2) an intentional infliction of harm on the corporation or its members; (3) a violation of the unlawful distribution provision; and (4) an intentional violation of criminal law.

## **ARTICLE VI COMMITTEES**

**6.01. Committees of Directors.** The Board of Directors, by resolution, may designate from

among its Officers and Directors an Executive Committee and one or more other committees and each committee shall include as members two or more directors who serve at the pleasure of the Board. A committee, to the extent provided in such resolution, shall have and may exercise part or 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:

1. amending the Articles of Incorporation;
2. adopting a plan of merger or consolidation;
3. recommending the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation;
4. recommending a voluntary dissolution of the Corporation or a revocation thereof;
5. amending altering, or repealing the bylaws of the Corporation;
6. electing, appointing, or removing any director or officer of the Corporation; or
7. amending, altering or repealing any resolution of the directors, unless by its terms the resolution may be amended, altered or repealed by the committee.
8. authorizing or approving any financial transaction, mortgage, security interest, or other obligation that involves the Corporation or its property; or authorizing or approving any activity inconsistent with the purpose of the Corporation as defined in section 1.02.

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.

**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 the Board. Except as otherwise provided in the resolution 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.

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.

6.04. Chair. One member of each committee may be appointed chair by the person or persons

authorized to appoint the members of the committee.

6.05. Vacancies. Vacancies in the membership of a committee may be filled by appointments

made in the same manner as in the case of the original appointments.

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.

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.

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 INSURANCE**

7.08. Insurance. The Corporation may purchase and maintain insurance, at its expense, on its own

behalf or on behalf of an individual who is or was a director, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the Corporation's request as a director, officer, employee, agent, partner, trustee (or in a similar capacity) of another foreign or domestic corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising from his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this article, the Revised Iowa Nonprofit Corporation Act or otherwise. The Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or similar arrangements), as well as enter into contracts providing for indemnification to the maximum extent permitted by law and including as part thereof any or all of the foregoing, to ensure the payment of such sums as may become necessary to effect full indemnification. The Corporation's obligation to make indemnification and pay expenses pursuant to this article shall be in excess of any insurance purchased and maintained by the Corporation and such insurance shall be primary. To the extent that indemnity or expenses of a person entitled to indemnification and payment of expenses pursuant to this article are paid on behalf of or to such person by such insurance, such payments shall be deemed to be in satisfaction of the Corporation's obligation to such person to make indemnification and pay expenses pursuant to this article.

## **ARTICLE VIII CONTRACTS, LOANS, CHECKS, DEPOSITS AND INVESTMENTS**

8.01. Contracts. The Board of Directors may authorize any officer or officers, agent 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.

8.02. 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 confide to specific instances.

8.03. Checks, Drafts, etc. 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 Directions, the instruments shall be signed by the Treasurer of the Corporation. The President of the Corporation shall be permitted to incur any corporate expense consistent with section 5.07.

8.04. 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, and items for deposit shall be presented for deposit as soon as convenient, by not more than 2 business days after receipt.

8.05. Investments. The funds of the Corporation may be retained in whole or in part in cash or be

invested reinvested from time to time in such property, real, personal, otherwise, including stocks, bonds, or other securities, as the Board of Directors may deem desirable.

8.06. 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.

8.07. 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 IX BOOKS AND RECORDS**

9.01. 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 the Secretary of State, and appropriate accounting records.

9.02. Inspection of Records by Directors. A director of a 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 X  
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 XI  
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 XII  
AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the directors in office at the time the amendment is adopted, if at least seven (7) days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at the meeting.

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These Bylaws have been adopted at the corporate organizational meeting on October 20<sup>th</sup>, 2015 by a unanimous affirmative vote of the Board of Directors.

By

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Andrew Boyles, President

By

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Christina Ryan, Secretary