

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**OTTUMWA REGIONAL LEGACY FOUNDATION, INC.**  
**(f/k/a Ottumwa Regional Health Center, Incorporated)**

**ARTICLE I**  
**REGISTERED OFFICE**

The registered office of the corporation is 111 East Main Street, Ottumwa, Iowa 52501. The corporation may establish other offices as may be determined by the Board of Directors.

**ARTICLE II**  
**DIRECTORS**

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number. The number of Directors on the Board of Directors shall not be less than six (6) and no more than fifteen (15). In addition, the Board of Directors may, at any given time and in the discretion of the Board, offer an *ex officio* nonvoting position to the then-current Mayor of Ottumwa, the term of which shall be one (1) year.

Section 3. Election and Term of Office. To become a Director, a person shall be nominated by a Director and elected at a meeting of Directors. Directors shall hold office for a term of three (3) years and each shall serve for such term and until the election and qualification of a successor, or until such Director's death, resignation, or removal. Directors may be elected to up to three (3) consecutive terms (i.e., may serve a maximum of nine (9) consecutive years), provided, however, that if at the time of expiration of the term of the Director, such Director is also serving as an officer of the corporation, then such term shall continue until the term of office shall expire, at which point the Director term shall also expire. Notwithstanding the foregoing, in no case may a Director extend their office beyond the maximum Director terms plus officer terms (i.e., fifteen (15) years). If a Director's term begins by filling a vacancy in the Board of Directors, such partial term shall not be counted towards the length of term or number of terms that such Director may serve consecutively.

In addition to the regularly-elected directors, upon the conclusion of a director serving as Chairperson of the Board ("Past-Chair"), such Past-Chair shall automatically be elected to the Board of Directors for one (1) year.

Notwithstanding the foregoing, the person holding the position of Chief Executive Officer / President, as described in Article V hereof, shall automatically be deemed a member of the Board of Directors and his or her term shall be for as long as such person remains employed by the corporation as the Chief Executive Officer / President.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at 4:00 p.m. on the third Wednesday of December each year without other notice than these Bylaws, for the purpose of electing Directors and officers.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson at the request of any three (3) Directors. The person or persons authorized to call such special meetings may fix any time and place for such special meetings.

Section 6. Notice. Notice of any special meeting shall be given not more than sixty (60) nor less than ten (10) days prior to such meeting by written notice delivered personally or sent by mail or electronic mail to each Director at the Director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed given upon receipt of confirmation by the sender. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such 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 meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. Quorum. No less than one-half of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Meetings by Remote Communication. Directors may participate in a regular or special meeting of the Board of Directors or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 9. 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.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and shall serve until the next annual meeting or until such director's successor is elected or appointed and qualified. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors at an annual meeting or at a special meeting called for that purpose.

Section 11. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No such payment shall preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 12. Action Without a Meeting. Whenever the vote of the Board of Directors at a meeting thereof is required to be taken in connection with any corporate action, the meeting of Directors may be dispensed with and the corporate action may be carried forward if each Director consents in writing to such action and if all such consents are filed with the Secretary.

### **ARTICLE III OFFICERS**

Section 1. Number. The officers of the corporation shall be a Chairperson, Vice Chair, Secretary, and a Treasurer. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary. The Board of Directors may provide for as many Vice Chairs as deemed necessary by the Board of Directors to act in the absence of the Chairperson as directed and defined by the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors, provided, however, that the Chief Executive Officer shall automatically be elected to the office of Secretary. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Subordinate Officers. The Board of Directors from time to time may appoint subordinate officers, including but not limited to Assistant Secretaries and Assistant Treasurers, each of whom shall hold office at the pleasure of the Board of Directors or for such term as the Board of Directors may designate. The Board of Directors may delegate to any officer the power to appoint any such subordinate officers and to prescribe their respective authorities, duties, and terms of office.

Section 4. Removal; Resignation. The Board of Directors, by a majority vote of the Directors at any meeting, may remove from office any officer or subordinate officer of the corporation, and at any meeting may accept the resignation of any officer of the corporation. The Board of Directors may delegate to any officer the authority to remove or accept the resignation of any subordinate officer.

Section 5. Vacancies. Any vacancies occurring in the office of Chairperson, Vice Chair, Secretary, or Treasurer by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term by the Board of Directors at a special meeting called for such purpose, but such vacancies need not be filled until the first annual meeting of the Board of Directors subsequent to the vacation of the office, if the Board of Directors does not deem it advisable to fill the vacancy prior to that meeting.

Section 6. Salaries. The salaries of the officers, if any, of the corporation shall be fixed from time to time by the Board of Directors. The Board of Directors may delegate to any officer the authority to fix the salary or other compensation of subordinate officers. No officer or subordinate officer shall be prevented from receiving such salary by reason of the fact that he or she also is a Director of the corporation. The Board of Directors may make provision for continuance, for a reasonable period, of a reasonable portion of the salary of any officer who may become disabled during the term of his or her office.

Section 7. Chairperson. The Chairperson shall preside over the Board of Directors and shall preside at all meetings of the Board of Directors.

Section 8. Vice Chair. A Vice Chair shall do and perform such other duties and responsibilities as are usually incident to the Chairperson's office when the Chairperson is

unable to perform such duties or as may from time to time be assigned by the Board of Directors or as may be provided in these Bylaws.

Section 9. Secretary. The Chief Executive Officer shall hold the office, duties, powers, and responsibilities of Secretary, concurrently without election with their tenure as Chief Executive Officer. The Secretary shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to him or her by these Bylaws, the Board of Directors, or the Chairperson. The Board of Directors or the Chairperson may delegate all or part of the authority and duties of the Secretary to Assistant Secretaries.

Section 10. Treasurer. The Treasurer shall have custody of the corporation's funds; keep full and accurate accounts of all receipts and disbursements of the corporation, an inventory of assets, and a record of the liabilities of the corporation; deposit all money and other securities in such depositories as may be designated by the Board of Directors, disburse the funds of the corporation as ordered by the Chairperson or the Board of Directors, taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the Chairperson, or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to him or her by these Bylaws, the Board of Directors, or the Chairperson. The Board of Directors or the Chairperson may delegate all or part of the authority and duties of the Treasurer to Assistant Treasurers.

#### **ARTICLE IV COMMITTEES**

The Board of Directors shall have full power to constitute such committees as it deems necessary or desirable to advise or assist it in the transaction of the business of the corporation. At least two (2) Directors shall serve on each committee. The remaining members of each Committee of the Board of Directors may include additional Directors and/or community members, who shall serve at the pleasure of the Board of Directors. Each such committee shall have only that authority and responsibility which is expressly delegated to it by the Board of Directors at the time the committee is organized or from time to time thereafter.

The act of the majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. Committee members may participate in meetings of the Committee or conduct the meeting through the use of any means of communication by which all Committee members participating may simultaneously hear each other during the meeting. A Committee member participating in a meeting by this means is deemed to be present in person at the meeting.

#### **ARTICLE V CHIEF EXECUTIVE OFFICER**

The Board of Directors shall hire a Chief Executive Officer, also referred to as the President, who, subject to the direction and under the supervision of the Chairperson, shall have general charge of the business affairs and property of the corporation and control of the employees of the corporation, if any. The Chief Executive Officer shall hold the office, duties, powers, and responsibilities of Secretary and shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the position or as from time to time may be assigned to him or her by these Bylaws or the Board of Directors.

## **ARTICLE VI FISCAL YEAR**

The fiscal year of the corporation shall end on December 31 of each year hereafter.

## **ARTICLE VII AGENTS AND REPRESENTATIVES**

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

## **ARTICLE VIII CONTRACTS**

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent 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 a specific instance, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

## **ARTICLE IX VOTING STOCK OWNED BY THE CORPORATION**

Unless otherwise ordered by the Board of Directors, the Chief Executive Officer shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

## **ARTICLE X PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No Director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

## **ARTICLE XI INVESTMENTS**

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a



Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Sections 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XII INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the extent permitted by law, the corporation shall indemnify any individual who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation and any other proceeding charging improper personal benefit in which the individual is or was adjudged liable on the basis that personal benefit was improperly received, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

The indemnity provided for by this Article XII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article XII be deemed to prohibit the corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

## **ARTICLE XIII POLICIES**

Section 1. Conflict of Interest Policy. In any instance where the corporation proposes to enter into an interested party transaction it shall follow the procedures and rules set forth in the corporation's Conflict of Interest Policy adopted by the Board and amended from time to time, which is attached hereto and incorporated into these Bylaws by reference.

Section 2. Document Retention Policy. In any instance where the corporation faces issues related to document retention, it shall follow the procedures and rules set out in the Document Retention Policy attached hereto and incorporated into these by-laws by reference.

Section 3. Whistleblower Policy. In any instance where the corporation faces issues related to serious violations of law or adopted policies of the corporation, it shall follow the procedures and rules set out in the Whistleblower Policy attached hereto and incorporated into these Bylaws by reference.

Section 4. Investment Policy. In order to comply with the Iowa Uniform Prudent Management of Institutional Funds Act, the corporation shall follow the procedures and rules set out in the Investment Policy attached hereto and incorporated into these Bylaws by reference.

#### **ARTICLE XIV ELECTRONIC COMMUNICATION**

To the maximum extent permissible under applicable law, all communications, approvals, signatures, and other acts involving the Board of Directors or officers of the corporation may be accomplished by electronic means governed by applicable provisions of the Uniform Electronic Transactions Act as adopted in the State of Iowa. Any action taken by electronic means shall be ratified at the next in-person meeting of the Board of Directors.

#### **ARTICLE XV AMENDMENT OF BYLAWS**

The Bylaws may be amended by resolution of the Board of Directors, adopted by vote of at least two-third (2/3) of the Directors in office at the time the amendment is adopted, or by unanimous written consent of the Board of Directors.

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The undersigned hereby certifies that the above and foregoing Bylaws were adopted by the Board of Directors of the Corporation on June 19th, 2019, at a duly called and noticed meeting of the Board of Directors at which a quorum was present.

By: \_\_\_\_\_

Secretary