

**BYLAWS  
OF  
THE IOWA DIGITAL DESIGN & ENGINEERING APPLICATIONS GROUP**

**Article I  
Name**

**The name of the corporation shall be THE IOWA DIGITAL DESIGN & ENGINEERING APPLICATIONS GROUP.**

**Article II  
Purpose**

**1. Purposes. Said corporation shall have unlimited power to engage in any activity, and all activities necessary and proper in pursuance thereof, to promote and maintain open communication among users of MicroStation and digital design or engineering related products and services; and all such activities or purposes lawful and not for pecuniary profit.**

**The corporation is a business league devoted to the improvement of business conditions within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or any corresponding provision of any future United States Internal Revenue Law. The purpose of the corporation is to share ideas, enhance user skills, continue dialog among members and vendors, and influence the development of CAD/GIS and related products and services. The organization may work for the enactment of laws to advance the common business interests of the organization's members.**

- 2. Restrictions. All policies and activities of the corporation shall be consistent with:**
- A. Applicable federal, state and local antitrust, trade regulations or other legal requirements;**
  - B. Applicable requirements, including the requirements that the corporation not be organized for profit and that no part of its net earnings inure to the benefit of private shareholder or individual; and**
  - C. The corporation is not organized for profit or organized to engage in an activity ordinarily carried on for profit.**

### **Article III Offices**

**The office of the corporation in the State of Iowa shall be located in the City of Ames, Story County. The corporation may have such other offices, within or without the State of Iowa, as the business of the corporation may require from time to time.**

**The registered office of the corporation required by the Iowa Nonprofit Corporation Act to be continuously maintained in Iowa shall be initially as provided in the Articles of Incorporation subject to change from time to time by resolution of the Board of Directors and filing of a statement of said change as required by the Iowa Nonprofit Corporation Act.**

### **Article IV Nonprofit Status**

**The corporation is organized exclusively for charitable purposes and shall operate in such a manner that no part of its earnings will inure to the benefit of any director, officer or other person.**

### **Article V Members**

**Membership in the corporation shall be open to any paid attendees of events who are users of MicroStation and digital design or engineering related products and services. Each member in attendance at the business session of a conference shall be entitled to a single vote. Requesting to be placed on the mailing list constitutes an application for membership. Members have the right to resign their membership at any time. General membership termination shall be accomplished by requesting the removal of a name from the mailing list.**

### **Article VI Directors**

***Section 1. General Powers.* All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. The Board of Directors shall consist of unpaid volunteers.**

***Section 2. Number, Classes and Election of Directors.* The number of directors shall be no less than one (1) and no more than twenty-five (25); but the Board of Directors may increase or decrease the number of directors by amendment to these Bylaws. Any increase in the size of the Board of Directors shall create a vacancy which may be filled immediately by the existing directors. No decrease in the number of directors shall have the effect of shortening the term of office of any incumbent director. The Board of Directors shall consist of the Past Chairperson, Chairperson, 1<sup>st</sup> Vice Chairperson, 2<sup>nd</sup> Vice Chairperson/Secretary, Executive Assistant/Treasurer, and Facilities/Equipment Coordinator. At each Fall**

Conference, the Board of Directors shall be elected to hold office until the next succeeding annual meeting or as determined by their officer position whichever is longer, and each director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified.

*Section 3. Annual Meeting.* The annual meeting of the Board of Directors shall be held at the time of the regular meeting of the Board held at the Fall Conference of each year. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the directors as soon thereafter as conveniently may be held.

*Section 4. Regular Meetings.* The Board of Directors may provide by resolution for the time and place, either within or without the State of Iowa, for the holding of regular meetings without other notice than such resolution.

*Section 5. Special Meetings.* Special meetings of the Board of Directors may be called by the Chairman of the Board, the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them.

*Section 6. Notice.* Notice of any special meeting shall be given (i) at least thirty (30) days previous thereto by written notice delivered personally or mailed to each director at his or her business or home address, or (ii) at least five (5) days previous thereto by telegram (including mailgram), at the same address or by electronic mail ("e-mail"). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed and postage prepaid. If notice be given by telegram (including mailgram), such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent by the sender. The attendance of a director at any 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 regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

*Section 7. Quorum.* A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business, unless the act of a greater number is required to take any particular action under the Iowa Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. If less than a majority of such number of directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

*Section 8. Manner of Acting.* The act of a majority of the directors holding office shall be the act of the Board of Directors, except that the affirmative vote of at least two-thirds (2/3)

of the directors holding office shall be required to (i) amend the Articles of Incorporation or the Bylaws, (ii) terminate the federal income tax exemption of the corporation, (iii) merge, consolidate, liquidate or dissolve the corporation, or (iv) sell all or substantially all of the assets of the corporation.

*Section 9. Vacancies.* Any vacancy occurring on 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, or the full term of a new directorship.

*Section 10. Compensation.* The Board of Directors, irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors or other persons for services to the corporation as directors, officers or otherwise. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board.

*Section 11. Presumption of Assent.* A director of the corporation who is present at a meeting of its 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 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 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 director who voted in favor of such action.

*Section 12. Informal Action by Directors.* Any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of directors of the corporation, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.

*Section 13. Resignation.* Any director may resign at any time by giving written notice of his or her resignation to the Chairman of the Board or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, it shall take effect immediately upon its receipt. Except as specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## Article VII Officers

***Section 1. Number.*** The officers of the corporation shall consist of a President, one or more Vice Presidents, and a Secretary and a Treasurer, and such Assistant Treasurers, Assistant Secretaries, or other officers as may be elected by a two-thirds majority vote of voting members present at the Fall Conference. Officers may hold only one office at a time, except the 2<sup>nd</sup> Vice Chairperson/Secretary.

***Section 2. Election and Term of Office.*** The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting. Each officer shall be elected to a one-year term. Terms of office shall be effective immediately following the adjournment of the Fall Conference. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

***Section 3. Removal.*** Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

***Section 4. Vacancies.*** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

***Section 5. President.*** The President shall hold the office of Chairperson of the corporation and shall supervise and control all of the business and affairs of the corporation subject to the general powers and policies as established by the Board of Directors. The Chairperson shall have general supervision over all affairs, may establish special committees as deemed necessary, and act as liaison between the group and other organizations. In the event of vacating office before his/her designated term has expired, the Chairperson shall prepare and submit to the officers a full report of activities and commitments being pursued. The Chairperson may sign, with the Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, notes, contracts or other instruments which the Board of Directors has authorized to be executed. The Chairperson shall perform all the duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time. The Chairperson shall cause all required notices to be given. The Chairperson shall be an advising member of the Board for one year after the expiration of his/her term.

***Section 6. Vice President(s).*** The Vice Presidents shall hold the offices of 1<sup>st</sup> Vice Chairperson and 2<sup>nd</sup> Vice Chairperson/Secretary. In the absence of the Chairperson, or in the

event of his or her inability or refusal to act, the 1<sup>st</sup> Vice Chairperson or the 2<sup>nd</sup> Vice Chairperson/Secretary in that order shall perform the duties of the Chairperson and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The 1<sup>st</sup> Vice Chairperson shall succeed to the office of Chairperson if the Chairperson is unable to continue to fulfill the duties or resigns. The 1<sup>st</sup> Vice Chair is responsible for the publication and distribution of the conference newsletters in a timely manner. The 2<sup>nd</sup> Vice Chairperson/Secretary shall succeed to the office of 1<sup>st</sup> Vice Chairperson if the 1<sup>st</sup> Vice Chairperson is unable to continue to fulfill the duties or resigns. The 2<sup>nd</sup> Vice Chair/Secretary is responsible for recording the meetings of the officers. The 2<sup>nd</sup> Vice Chair/Secretary shall be responsible for the notification and coordination of the vendors and the vendor booth display area in a timely manner.

*Section 7. Treasurer.* The Treasurer shall hold the office of Executive Assistant/Treasurer. The Executive Assistant/Treasurer shall receive and process all membership applications/requests to be added to the mailing list. Shall maintain a current list of members. Shall collect, expend and keep account of all moneys received and spent by the group. Shall deposit moneys in the name of The Iowa Digital Design & Engineering Applications Group. Shall prepare and present a financial report at a meeting following the last conference. Shall prepare and submit a financial statement at the termination of the current term of office, to be submitted to the officers within thirty days after the termination date. The Treasurer shall perform duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

*Section 8. Other Officers/Directors.* The Other Officers and Directors, in general, shall perform such duties as shall be assigned to them by the Treasurer or by the President.

## Article VIII Contracts, Loans, Checks and Deposits

*Section 1. Contracts.* The Board of Directors may by resolution authorize any officer or officers, agent or agents, 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 2. Loans.* No loans shall be contracted on behalf of the corporation and no evidence 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 3. Checks, Drafts, Etc.* All checks, drafts or other 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 shall from time to time be determined by resolution of the Board of Directors.

***Section 4. Deposits.* All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.**

**Article IX  
Fiscal Year**

**The fiscal year of the corporation shall end October 31<sup>st</sup> of each year.**

**Article X  
Seal**

**The corporation shall have no corporate seal.**

**Article XI  
Waiver of Notice**

**Whenever any notice is required to be given to any director 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 thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.**

**Article XII  
Amendments**

**These Bylaws may be altered, amended or repealed and new bylaws may be adopted at any meeting of the Board of Directors of the corporation by the affirmative vote of at least two-thirds of the members.**

**Article XIII**  
**Indemnification**

**Service on the Board of Directors of the corporation, or as an officer or employee thereof, or any such service at the request of the corporation in like position on behalf of any corporation, partnership, joint venture, trust or other entity, is deemed by the corporation to have been undertaken and carried on in reliance by such persons on the full exercise by the corporation of all powers of indemnification which are granted to it under Chapters 504A and 490 of the Code of Iowa, as amended from time to time. Accordingly, the corporation shall exercise all of its permissive powers as often as necessary to the fullest extent possible to indemnify such persons. Such indemnification provisions of Chapters 504A and 490 of the Code of Iowa (to the extent not otherwise governed by controlling precedent) shall be construed liberally in favor of the indemnification of such persons.**