

Section 3.14. Action by electronic communication. A conference among Board members by a means of communication through which the Board members may simultaneously hear and speak to each other during the conference is a Board meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of Board members participating in the conference is a quorum. Participation in a meeting by this means constitutes personal presence at the meeting.

Section 3.15. Open Meetings. Notwithstanding anything in these Bylaws to the contrary, the Board shall comply with the then current provisions of the open meetings laws of the State of Iowa with respect to its meetings.

Section 3.16. Compensation. The members of this Board shall serve without compensation. Members may be reimbursed for such reasonable expenses necessarily incurred by them in rendering such services as the Board may from time to time determine to be directly in furtherance of the purposes of, and in the best interests of, the Commission.

ARTICLE IV OFFICERS

Section 4.01. Officers. The officers of the Commission shall be elected by the Board and shall consist of a Chairperson, a Vice Chairperson, a Secretary and a Treasurer, or a Secretary-Treasurer. The Board may select such other officers as it shall deem advisable, each of whom shall hold office for such period and shall have such power and duties as the Board may from time to time authorize. One (1) person may hold two (2) or more offices.

Section 4.02. Election, Term of Office, and Qualifications. All officers shall be elected biennially by the Board, and, except in the case of officers appointed in accordance with the provisions of Section 4.10, each shall hold office until the next election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer.

Section 4.03. Resignations. Except as otherwise provided in an employment contract, an officer may resign by giving written notice to the Commission. The resignation is effective without acceptance when the notice is given to the Commission, unless a later effective date is named in the notice.

Section 4.04. Removal. An officer may be removed, with or without cause, by the affirmative vote of a majority of the Board.

Section 4.05. Vacancies. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for election to such office.

Section 4.06. Chairperson. The Chairperson shall preside at all meetings of the Board, and shall be responsible for seeing that the Board's responsibilities are fulfilled, including establishing the Board's agenda, priorities and work plan. The Chairperson shall exercise and perform such other powers and duties as may from time to time be prescribed by the Board.

Section 4.07. Vice Chairperson. In the absence of the Chairperson or in the event of the Chairperson's disability, inability, or refusal to act, the Vice Chairperson shall perform all of the duties of the Chairperson and, in so acting, shall have all of the powers of the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as may from time to time be prescribed by the Board or by the Chairperson.

Section 4.08. Secretary. The Secretary shall: (a) maintain records of and, when necessary, certify proceedings of the Board; (b) when directed to do so, give proper notice of meetings of the Board; and (c) perform such other duties as may from time to time be prescribed by the Board or by the Chairperson.

Section 4.09. Treasurer. The Treasurer shall: (a) keep accurate financial records for the Commission; (b) deposit money, drafts, and checks in the name of and to the credit of the Commission in the banks and depositories designated by the Board; (c) endorse for deposit notes, checks, and drafts received by the Commission as ordered by the Board, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the Commission, as ordered by the Board; (e) upon request, provide the Director and the Board an account of transactions by the Treasurer and of the financial condition of the Commission; and (f) perform such other duties as may from time to time be prescribed by the Board or by the Chairperson.

Section 4.10. Other Officers. The Secretary-Treasurer, who performs both duties as prescribed in 4.08 and 4.09. The Commission may have such other officers and agents as the Board considers necessary for the operation and management of the Commission, each of whom shall have the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board.

Section 4.11. Compensation. The officers of the Commission shall serve without compensation. The Director may be paid reasonable compensation for services rendered to the Commission in such capacity. In any event, officers, Director, and the members of the Board may be reimbursed for such reasonable expenses necessarily incurred by them in rendering such services as the Board may from time to time determine to be directly in furtherance of the purposes of, and in the best interests of, the Commission.

ARTICLE V DIRECTOR

The Board may select a Director who shall be the chief executive officer of the Commission, and shall: (a) have general active management of the business of the Commission; (b) see that orders and resolutions of the Board are carried into effect; (c) sign and deliver in the name of the Commission deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Commission, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Agreement or Bylaws or by the Board to another officer or agent of the Commission; and (d) perform such other duties as may from time to time be prescribed by the Board or the Chairperson.