

Bylaws of Hoover's Hometown Days

Article I – Name and Purpose

Section 1. Name. The name of the organization is *Hoover's Hometown Days*.

Section 2. Purpose. The corporation exists to plan, coordinate, and promote an annual community festival celebrating the heritage, culture, and civic pride of West Branch, Iowa, and to strengthen the community through volunteerism, partnerships, and public engagement. The corporation is organized exclusively for charitable, educational, and community development purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

Article II – Offices

Section 1. Principal Office. The principal office is located at 110 Bickford Drive, West Branch, Iowa 52358.

Section 2. Registered Agent. The registered agent is Jim Hoffman, or such other agent as designated by the Executive Board.

Article III – Executive Board and Officers

Section 1. Authority. The Executive Board shall manage the corporation's affairs, property, programs, and finances.

Section 2. Composition. The Executive Board shall consist of three (3) officers: President, Treasurer, and Secretary. The Board may appoint additional officers if needed.

Section 3. Terms. Officers/Board members shall serve **two-year terms**. All may be re-elected for successive terms.

Section 4. Duties of Officers.

- **President:** Presides over meetings, oversees operations, represents the corporation publicly, and ensures bylaws and policies are followed.

- **Treasurer:** Maintains financial records, oversees budgets, prepares financial reports, and ensures proper handling of funds.
- **Secretary:** Keeps minutes of meetings, maintains corporate records, and manages correspondence.

Section 5. Meetings and Voting.

- **Regular Meetings:** At least quarterly, at a time and place determined by the President. Meetings may be in person, by telephone, video, or other electronic means.
- **Special Meetings:** May be called by the President or any two Board members. Notice must be provided at least seven (7) days prior.
- **Quorum:** A majority of the Executive Board constitutes a quorum. For a three-member board, two members constitute a quorum.
- **Voting:** Decisions require a majority vote of members present at a meeting where a quorum is established.
- **Electronic/Email Voting:** The Board may conduct votes by email or other electronic means. All Board members must be notified of the proposed action, and votes must be documented. An email vote has the same force and effect as a vote taken at a duly called meeting and counts toward quorum.

Section 6. Vacancies. Vacancies may be filled by majority vote of the remaining Board members.

Section 7. Removal. Any Board member may be removed by majority vote of the remaining Board members for cause or at their discretion.

Section 8. Elections. Officers/Board members shall be elected every two years (odd years) in October by Committee Members (volunteers), with results ratified by the existing Board.

Article IV – Committee Members

Section 1. Membership. Any volunteer may serve as a Committee Member to assist in planning and executing programs and activities.

Section 2. Powers and Duties. Committee Members may participate in subcommittees, provide recommendations to the Board, and support events, but do **not** have legal voting rights or fiduciary authority.

Section 3. Appointment and Removal. Committee Members serve at the discretion of the Executive Board and may be removed at any time.

Article V – Fiscal Matters

Section 1. Fiscal Year. The fiscal year ends December 31 unless changed by the Executive Board.

Section 2. Financial Controls. Checks, drafts, and contracts require signatures of authorized officers as designated by the Board.

Section 3. Compensation. Board members and Committee Members serve without compensation, except for reasonable expense reimbursement approved by the Board.

Section 4. Audit. The Board may periodically review or audit the corporation's financial records.

Article VI – Conflict of Interest

Board members must disclose personal or financial interests in any transaction affecting the corporation and recuse themselves from voting on such matters. A formal conflict-of-interest policy shall be adopted by the Board.

Article VII – Indemnification

To the fullest extent allowed by Iowa law, the corporation shall indemnify its Board members, officers, and Committee Members against expenses and liabilities incurred in their official capacity, except for gross negligence or willful misconduct.

Article VIII – Amendments

These Bylaws may be amended by a majority vote of the Executive Board. Notice of proposed amendments must be given at least seven (7) days prior to the meeting. All amendments must be consistent with the Articles of Incorporation and Iowa law.

Article IX – Dissolution

Upon dissolution, after payment of liabilities, remaining assets shall be distributed exclusively for charitable, educational, or community development purposes consistent with Section 501(c)(3), preferably to nonprofit organizations located in or serving West Branch, Iowa. Remaining assets not so distributed shall be disposed of by a court of competent jurisdiction in the county of the principal office.