

**By Laws
Of
Waltonian Archers of Linn County**

**Article 1
Purpose(s)**

Section 1. Internal Revenue Code Section 501(c)(7) Purpose

The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(7) of the Internal Revenue Code, including, for such specific objectives and purposes as set out in Section 2 following.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be:

- A. To encourage the practice of archery by providing safe and proper instruction.
- B. To arrange formal and informal safe competition between archers.
- C. To aid in the understanding of wild life conservation relative to archery.
- D. To provide instruction in the safe hunting of game with bow and arrow.
- E. To promote archery as a social family activity.

**Article 2
Offices**

Section 1. Principal Office

The principal office of the corporation is located in Monroe Township in Linn County, State of Iowa.

Section 2. Other Offices

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.

Section 3. Registered Office

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

Article 3 Directors

Section 1. General Powers

The business, activities and affairs of the corporation shall be managed under the direction of its Board of Directors. All corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2. Duties

The duties of a director are in part, but not limited to, the following:

- a. To perform any and all duties imposed on them collectively or individually (i) by law, (ii) by the Articles of Incorporation or (iii) by these By-Laws.
- b. To appoint and remove, employ and discharge, and, except as otherwise provided in these by-laws, prescribe and supervise the duties and fix the compensation of all officers and executive directors.
- c. To meet at such times and places as required by these by-laws.
- d. To register their addresses with the Secretary of the corporation.
- e. To recommend matters relating as to the acquisition or disposal of real estate property to the membership.
- f. To recommend matters relating as to the construction or demolition of facilities to the membership.

Section 3. Number, Election, Term, Vacancy and Nominations

The number of directors shall be seven (7). Directors shall be elected by the voting membership each year in October and each director shall hold office for a term of twelve (12) months from November 1st through October 31st of the following year or until removed or is otherwise disqualified to serve, whichever occurs first. Any vacancy occurring in the Board of Directors may be filled by a private ballot vote of the general membership. Vacancies shall exist (i) upon the death of a director, (ii) upon resignation of a director or (iii) upon removal of any director. A person elected to fill a vacancy on the board shall hold office until (i) the next annual election, (ii) resignation or (iii) removal from office. A nominating committee composed of directors of the board shall make nominations for the Board of Directors. Members may make additional nominations to the nominating committee. The nominating committee will be responsible to insure that nominees recommended for board service meet the expected criteria.

Section 4. Resignation

Any director may resign at any time effective upon giving written notice to the Chair Person of the Board of Directors. 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.

Section 5. Removal

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of Iowa, or based on a documented recommendation by a Board of Review, created by the directors for the express purpose of examining any facts surrounding a request for removal of a director. Any director may be removed either with or without cause, at any time, by the affirmative vote of seventy-five (75) percent of the voting membership at any time a quorum of the voting membership is established, taken at a special meeting of directors called for that purpose. A director may be removed for conduct that is (i) a breach of such persons duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which such person derived an improper personal benefit, (iv) under Section 490.833 of the Code of Iowa or (v) for conduct not in the best interests of the corporation's purpose. Any director who is removed from the Board by a seventy-five (75) percent vote of the membership has the right to appeal in writing within seven (7) days to the Secretary of the Board of Directors. The Chair Person of the Board of Directors will then call a special meeting for the express purpose of voting on the appeal of the director. A director may be reinstated by the approval of seventy-five (75) percent of the entire voting membership at said special meeting providing a quorum is established.

Section 6. Regular Meetings

Regular meetings of the Board of Directors will be held the first Wednesday of every month. The Board of Directors may change by resolution the time and place for the holding of regular meetings, to be held at least once each month during the year. The Board of Directors may change any regular meeting date to a date and time approved by seventy-five (75) percent of the entire board. Notice of a change of regular meetings will be noticed to all directors seven (7) days in advance of the first new regularly scheduled meeting time, date and location.

Section 7. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of any four (4) directors. On receipt of such petition the President shall call a special meeting within seven (7) days. At least five (5) days prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine or by electronic mail, and shall state the place, date and time of the meetings and the matter(s) proposed to be acted upon at the meeting. In the case of facsimile or electronic mail notification, the director to be contacted shall acknowledge personal receipt of the facsimile or electronic mail notice by a return message within twenty-four hours.

Section 8. Meetings by Conference Telephone

Directors may participate in a meeting of the Board of Directors 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.

Section 9. Notice

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 any transaction of business because the meeting is not lawfully called or convened. The business to be transacted at and the purpose of any special meeting of the Board of Directors need to be specified in the notice or waiver of notice of such a meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed and postage prepaid.

Section 10. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chair Person of the Board or, if no such person has been so designated, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chair Person chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 11. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, except to the extent otherwise provided by the Articles of Incorporation, these by-laws or provisions of law.

Section 12. Presumption of Assent

A director who is present at a meeting of its Board of Directors at which action on any 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 a written dissent to such action with the person acting as secretary of the meeting before adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation postmarked within three (3) days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 13. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 14. Quorum

A quorum is constituted by four out of seven directors present at any duly noticed and convened meeting.

Section 15. Finances

The Board of Directors shall take timely measures to insure that the requirements of the budget are met.

Section 16. Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of board pre-approved duties.

Section 17. Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 18. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Iowa. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these by laws or provisions of law.

Article 4 Officers

Section 1. Designation of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2. Election and Term of Office

Officers shall be elected by the voting membership each year in October and each officer shall hold office for a term of twelve (12) months from November 1st through October 31st of the following year or until removed or is otherwise disqualified to serve, whichever occurs first.

Section 3. Removal and Resignation

Any officer may be removed by a 75% vote of the membership at any time a quorum of the voting membership is established. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer or agent may be removed by the voting membership whenever in its judgment the best interests of the corporation will be served.

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. Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of management. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these by laws or as may be assigned from time to time by the Board of Directors. Unless another person is specifically appointed as the Chair Person of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these by laws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors. He or she shall appoint committee chairmen and special committees except when provisions for such appointment are specified in these by laws. He or she shall be an ex-officio member of all committees or sub-committees. He or she shall become familiar with the duties of the other officers and instruct each officer concerning such duties.

Section 6. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of the President and be subject to all the restrictions thereon. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these by laws or as may be assigned from time to time by the Board of Directors. The Vice President shall take the President's place if it is necessary for the President to leave the chair or if a motion under consideration is one in which the President has a personal interest. He or she shall also handle all awards such as trophies, ribbons, medals and the like. He or she shall have a list of awards available and have them ready at the appropriate time and place.

Section 7. Duties of Secretary

The Secretary shall:

- a. Certify and keep at the principal office of the corporation the original, or a copy, of these by laws as amended or otherwise altered to date.
- b. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these by laws or as required by law.
- d. Be custodian of the records.
- e. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the by laws and the minutes of the proceedings of the directors of the corporation.
- f. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these by laws or as may be assigned from time to time by the Board of Directors.

Section 8. Duties of Treasurer

The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and supervise deposit of all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

- b. Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- f. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these by laws or as may be assigned from time to time by the Board of Directors.

Article 5 Members

Section 1. Annual Meeting

The annual meeting of members shall be held on the regularly scheduled October meeting of the membership which shall be the third Wednesday of the month of October. The agenda for the meeting shall be the installation of directors and officers as well as any other item of business that may properly be brought before the voting membership. In the event that meeting can not be held for whatever reason, the Board of Directors shall by resolution specify within a period commencing on October 1 and ending on October 31 establish a replacement meeting date for the annual meeting.

Section 2. Regular Meetings

Regular meetings of the members shall be held on the third Wednesday of each and every month.

Section 3. Special Meetings

Special meetings of the members may be called by the President, by the Board of Directors, or by not less than one-fourth of all the members entitled to vote at the meeting. Any fifteen (15) members may, by signed petition, instruct the President to call a Special Meeting, indicating in the petition the reason therefore. On receipt of such petition the President shall call a Special Meeting with the purpose or purposes published for which the meeting is called, such notice and a copy of the petition to be delivered not less than seven (7) nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, to each member of record entitled to vote at such meeting.

Section 4. Place of Meeting

The Board of Directors may designate any place within the State of Iowa as the place of meeting for any annual meeting or for any regular or special meeting called by the Board of Directors.

Section 5. Notice of Meetings

Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the membership books of the organization, with postage thereon prepaid.

Section 6. Determination of Members Entitled to Vote

For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the date on which the notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this Section 7, such determination shall apply to any adjournment thereof.

Section 7. Quorum

A quorum is constituted by fifteen (15) voting members.

Section 8. Agenda

The Secretary shall prepare an agenda of business to be transacted before each meeting. Members desiring to propose matters for consideration should notify the Secretary at least two days prior to any meeting at which it is proposed to bring such matter up.

Section 9. Voting

Each member on the membership roll is entitled to one vote on the affairs of the organization. Proxy votes or absentee ballots are not permitted. Voting privileges are accorded to Adult and Lifetime members. Honorary and Associate members and those in a Family membership having not yet reached adult classification may have a voice at a meeting but can not vote.

Section 10. Membership Criteria

All applicants for membership shall make their application through one or more of the members of the Board of Directors. Applicant must be present at a regularly scheduled meeting (unless excused by the Board of Directors) and must have paid their dues. Voting for an applicant's membership will be at any regularly scheduled monthly meeting at which time the prospective members application must be approved by three-fourths of the voting members present. A quorum must exist in order for the business of voting on an applicant to be conducted. An applicant is to be notified by a member of the Board of Directors prior to the regular scheduled meeting that a vote will occur on their membership application. An applicant may retire from the meeting room at his or her option during the time period the vote is being taken.

Section 11. Membership Classification

The age classifications for membership shall be the same as those set out by the National Field Archery Association. The voting membership classifications shall be adult and lifetime. The non-voting membership classifications shall be honorary and associate, which shall have a voice without a voting privilege.

Section 12. Removal for No Payment of Dues

Dues are paid annually. When a member's dues become in arrears 30 days or more, that member is suspended and expected to turn in any keys for the facilities or grounds to a member of the Board of Directors. A member may be automatically reinstated in the event they pay their delinquent dues before same become over three months or more in arrears. Such a member must have the approval of the Board of Directors to qualify to be reinstated by a vote of the membership. Any member whose dues exceed two years in arrears may exercise an option to apply as a new member to one or more members of the Board of Directors.

Section 13. Removal for Cause

A specific charge must be filed with the Secretary in writing and signed by one or more members. The President shall, within one week of the delivery of the charge to the Secretary, notify the accused member by registered mail at their last known address of the charge. The President will also at that time set the date, hour and location for a meeting at which meeting the member may chose to defend himself personally or be defended by another member in good standing. The notice of the date of the meeting to review the charge shall be no less than one week or more than one month from the date of the notice. All voting members shall be notified by First Class mail of said meeting and the reason at least one week in advance of the meeting. Any member may be removed at a specially called meeting of the membership for that purpose by the affirmative vote of three-fourths majority of the voting members present who also must constitute a quorum of the membership.

Article 6

Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these by laws, may by resolution authorize any officer or agent of the corporation 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 confirmed to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or encouragement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer or by the President of the corporation.

Section 3. Deposits

All funds of the corporation 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.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation. The Board of Directors will authorize a receipt letter in acknowledgement of a gift, but will restrain from any notice as to the value of said gift.

Article 7

Corporate Records and Reports

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof.
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c. A copy of the corporation's Articles of Incorporation and By laws as amended to date, which shall be open to inspection by (i) the members of the Board of Directors, (ii) donor's who contribute annual gifts greater than ten thousand (\$10,000.00) dollars, (iii) authorized representatives of the prior stated parties and (iv) any party who is authorized access by a vote of seventy-five (75) percent of the then sitting members of the Board of Directors.

Section 2. Director's Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these By laws and provisions of law.

Section 3. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

Section 4. Periodic Reporting Requirements

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

Section 5. Audit

Financial records of the corporation shall be audited annually by the Board of Directors, or their authorized representatives, and such audit shall be made available to the directors upon request. The type of audit may be established by the Board of Directors, the scope of which may be as detailed as an opinion audit or as summary as may be prepared and approved by a committee and then the full Board of Directors.

Article 8 Committees

Section 1. Committee of Directors

The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate and appoint one or more committees. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon him or her by law.

Section 2. Term of Office

Except as otherwise provided by the Board of Directors in the resolution appointing a committee director, each director of a committee shall continue as such until his or her successor is appointed, unless the committee shall be terminated sooner.

Section 3. Vacancies

Vacancies in the directorship of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. Quorum

A majority of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules

Each committee may adopt rules of procedure not inconsistent with these By-laws or with rules adopted by the Board of Directors. (See Article 14).

Section 6. Meeting By Conference Telephone

Directors 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. Records of the meeting shall be kept as required by Article 7; Section 1 (a) of these By Laws.

Section 7. Standing Committees

The Board of Directors will establish nine standing committees. They are to be:

- a. Conservation Committee. The committee shall:
 1. Be comprised of a committee chair and no less than three total committee members.
 2. Plan and aid in the conservation of wildlife in all its aspects.
 3. Supervise such efforts as may be approved by the general membership.

- b. Finance Committee. The committee shall:
 - 1. Be comprised of the Treasurer of the corporation and no more than two additional members with one qualified as a preparer of financial reports.
 - 2. Prepare budgets for capital needs and operational needs.
 - 3. Perform any functions as set out in the By Laws.
 - 4. Assist the Treasurer in the creation of financial daily operational policies.
 - 5. Create a development plan that includes fund-raising, grant writing and development of a donor base.
- c. Legal Committee. The committee shall:
 - 1. Be comprised of the Secretary of the corporation and no less than two additional committee members with one qualified in writing of By Laws.
 - 2. Review the By Laws on a periodic basis.
 - 3. Identify various legal counsels for the different needs of the corporation.
- d. Planning Committee. The committee shall:
 - 1. Be comprised of one board member and no less than five total committee members.
 - 2. Plan future development of club property.
- e. Hospitality & Social Committee. The committee shall:
 - 1. Be comprised of a committee chair and no less than three total committee members.
 - 2. Contact new members and aid their sponsors in explaining privileges, duties and responsibilities of membership.
 - 3. Secure favorable publicity for all forms of archery.
 - 4. Plan and supervise all social events.
 - 5. Solicit volunteers to serve refreshments at monthly meetings and club work days.
- f. Maintenance Committee. The committee shall:
 - 1. Be comprised of a committee chair and no less than three total committee members.
 - 2. Supervise the care and maintenance of the Enders Field facilities.
 - 3. Supervise the care and maintenance of the mechanical equipment.
- g. Target & Field Committee. The committee shall:
 - 1. Be comprised of a committee chair and no less than three total committee members.
 - 2. Plan and supervise the construction and maintenance of target shooting ranges and the acquisition and maintenance of equipment related to target archery.
 - 3. Plan and supervise the construction and maintenance of field shooting ranges and acquisition and maintenance of equipment related to field archery.
- h. Bow Hunter Committee. The committee shall:
 - 1. Be comprised of a committee chair and no less than three total committee members.
 - 2. Plan and supervise the construction and maintenance of Bow Hunter shooting ranges and acquisition as well as maintenance of equipment related to bow hunting.

- i. Ways and Means Committee. The Committee shall:
 1. Be comprised of a committee chair and no less than two total committee members.
 2. Responsible for securing financial projects.
 3. Responsible for inventory and sale of club sundries.

Section 8. Temporary Committees and Appointments

The Board of Directors will give temporary approval to the establishment of any committee proposed by the President, or by a member of the board, upon the completion of the purpose, scope and duration of said committee by the Board of Directors. The Board shall nominate at least one member in good standing to stand for appointment as State Representative. The person appointed shall represent the club at meetings of the Board of the Iowa State Archery Association. The Board shall appoint a News Editor who is to print and distribute the monthly newsletter.

Article 9

Internal Revenue Code 501 (c) (7) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these By Laws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article 10

Fiscal Year

Section 1. Calendar Year

The fiscal year of the corporation shall begin on the first day of January in each year and shall end on the last day of December in each year for tax and reporting purposes.

Article 11

Waiver of Notice

Section 1. Requirements for Waiver of Notice

Whenever any notice is required to be given under the provisions of the Iowa Nonprofit Corporation Act of these By Laws, 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 deemed equivalent to the giving of such notice.

Article 12
Nondiscriminatory Policy

Section 1. Nondiscrimination Policies

The corporation admits participants of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admission policies, scholarship programs and other administered programs.

Article 13
By Laws Amendment, Operation, Conflict and Validity

Section 1. Amendment

These By Laws may be altered, amended or repealed and new By Laws adopted by approval of the Board of Directors by a two-thirds majority vote of all sitting members of the Board of Directors. The By Law change(s) approved by the Board of Directors shall then be ratified by a seventy-five (75) percent vote of no less than fifteen (15) voting members present at a duly convened meeting of the membership.

Section 2. Operation of Law

Any By Law contrary to law, whether in whole or in part shall be superseded by such law, but will not invalidate any other By Laws.

Section 3. Conflict

If there is any conflict between the provisions of these By Laws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Section 4. Validity

Should any of the provisions of these By Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By Laws shall be unaffected by such holding.

Article 14
Parliamentary Law

Section 1. Amendment

Meetings of the organization shall be governed and conducted by the accepted rules of parliamentary procedure as set forth in "Robert's Rules of Order".

Adoption of By Laws

We, the undersigned, the directors of this corporation, consent to, and hereby do, adopt the foregoing By Laws, consisting of fourteen (14) Articles and fourteen (14) preceding pages, as the By Laws of this corporation.

Calvin Struchen, President

Randall Beelner, Treasurer

David Mason, Vice President

Kathleen Waite, Secretary

Arthur Foster, Director

Craig Waite, Director

Joe Sherbon, Director

Updated and approved by the Board of Directors on this ____ day of September, 2005.

(cb)(Waltonian Archers By-Laws)