

ARTICLES OF INCORPORATION
OF
IOWA EXTENSION COUNCIL ASSOCIATION

KNOW ALL PEOPLE BY THESE PRESENTS:

That we, the undersigned, have associated ourselves together for the purpose of forming and becoming an association under the laws of the State of Iowa, and for that purpose we do hereby make, execute and adopt the following Articles of Incorporation:

Article 1
NAME

The name of this association shall be:
IOWA EXTENSION COUNCIL ASSOCIATION

Article 2
EXISTENCE

The Iowa Extension Council Association shall have perpetual existence unless dissolved in the manner provided by law.

Article 3
NONPROFIT CORPORATION

The Iowa Extension Council Association shall exist under and by virtue of and in compliance with Chapter 504A, Code of Iowa titled Iowa Nonprofit Corporation Act.

Article 4
PURPOSES

The purposes of the Iowa Extension Council Association, Inc. are to:

1. Serve as a coordinating organization between County Extension Councils of Iowa.
2. Serve as a resource to the officers and members of County Extension Councils of Iowa concerning programs and activities of such County Extension Councils.
3. Facilitate communication and cooperation among County Extension Councils of Iowa and Iowa State University and government leaders.
4. Promote a general knowledge and understanding of Cooperative Extension with the general public, the State of Iowa and United States departments and agencies directly or indirectly involved in or related to agriculture, families, youth, communities, business and industry, and extended and continuing education.
5. Serve as a vehicle for exploring issues affecting County Extension Councils of Iowa.
6. Provide a means for County Extension Councils of Iowa to have a greater impact and voice for issues being addressed by local and state government.

Article 5

MEMBERS

Any County Agricultural Extension Districts of Iowa represented by the County Extension Council duly organized and existing under and by virtue of the laws of Iowa will be eligible for membership within the Iowa Extension Council Association, Inc. Participation within this association will be open to all individuals elected to serve extension councils in Iowa. County Extension Councils who have paid their dues prior to the annual meeting shall be considered members in good standing.

Article 6*

MEMBERSHIP DUES

The Board of Directors will determine the annual dues to become members of the Iowa Extension Council Association.

Article 7*

BOARD OF DIRECTORS

The management of the Iowa Extension Council Association shall be vested in and controlled by a Board of Directors. The Board of Directors shall consist of equal representation from all administrative regions as determined by the Board of Directors.

At the time of his/her first term each member of the Board of Directors shall be a current member of a County Extension Council which is a member in good standing of the Iowa Extension Council Association.

Members of the Board of Directors shall hold office until their successors are selected.

The method of selecting the members of the Board of Directors and the terms they shall serve shall be provided for in the By-Laws.

Article 8

OFFICERS

The officers of the Iowa Extension Council Association shall be a President, a President-Elect, a Secretary and a Treasurer. Said officers shall be selected for terms of one year at the annual meeting of the Board of Directors with the exception of President-Elect. In the normal course of events the person who becomes President shall be the person who served as President-Elect the previous year. In the event that normal succession is not possible, the Board of Directors shall select a new President-Elect. Officers shall be selected from the membership of the Board of Directors. No person shall hold more than one of said offices at any one time. Said officers shall serve until their successors are selected.

Article 9
BY-LAWS

The Board of Directors is authorized to make and prescribe By-Laws governing the conduct and actions of the Iowa Extension Council Association in conformity with the objectives and purposes set forth herein: the requirements for membership in this association, the selection of members of this association, and the power and duties of the officers of this association, and may alter and amend such By-Laws.

Article 10
MEETINGS

The Board of Directors shall provide the times and places for all regular and special meetings of the membership and Board of Directors. They will also provide for the rules of conduct to be used for all meetings.

Article 11*
OFFICE AND REGISTERED AGENT

The naming of the registered agent shall be provided for in the by-laws of this association. The initial registered agent shall be Terry Maloy in Monroe County, 6363 196th St. Albia, IA 52531-8520.

Article 12
NONLIABILITY AND INDEMNIFICATION

Section 1. NONLIABILITY. A director, officer, employee, member or other volunteer of the Association is not liable on the Association's debts or obligations and a director, officer, employee, member or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of duty of loyalty to the Association, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

Section 2. INDEMNIFICATION. This Association shall indemnify directors, officers, employees, members or other volunteers of this Association, and each director, officer, employee, member or other volunteer of this Association who is serving or who has served, at the request of this Association, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such director, officer, employee, member or other volunteer relating to such person's conduct as a director, officer, employee, member or other volunteer of this Association or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of such director's, officer's, employee's, member's or other volunteer's duty of loyalty to the Association, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which such director, officer, employee, member or other

volunteer derived an improper personal benefit or against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Association, or against expenses in any such case where such director, officer, employee, member or other volunteer shall be adjudged liable to the Association.

Article 13 DISSOLUTION

In the event of dissolution, the assets of the Iowa Extension Council Association shall be applied and distributed as follows:

1. All liabilities and obligations of the association shall be paid, satisfied and discharged, or adequate provision shall be made thereof.
2. Assets held by the association upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
3. Assets held for a charitable, religious, eleemosynary, benevolent, educational or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or other organizations engaged in charitable, religious, eleemosynary, benevolent, educational or similar activities.
4. Any remaining assets may be distributed to the Iowa State University Foundation providing that no part of the assets shall be distributed to members of the Iowa Extension Council Association.

Article 14 AMENDING ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as follows:

1. Any member in good standing of the Iowa Extension Council Association may propose an amendment to the articles of incorporation. This proposition may be made either at a meeting of the full membership or of the Board of Directors.
2. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the members at the annual meeting or special meeting of the members.
3. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby and setting forth the time and place of the meeting at which such proposed amendment shall be considered and voted upon shall be given to each member not less than ten nor more than fifty days before the date of the meeting, either personally or by mail. If such notice is mailed it shall be deemed to have been delivered when deposited in the United States mail addressed to the member at his/her or its address as it appears on the records of the association, with postage thereon prepaid.
4. The proposed amendment shall be adopted if it receives at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast.

INCORPORATORS

The names and places of residence of each of the incorporators are as follows:

Rex Wilcox, Storm Lake, IA
Diane Kleinhesselink, Alton, IA
Greg Zellmer, Atlantic, IA
Julie Weisshaar, Creston, IA
Harlen Schurr, Davenport, IA
Louise Van Ersvelde, Brooklyn, IA
John Bossard, Jefferson, IA
Becky Eckhoff, Indianola, IA
Vickie Striegel, Delta, IA
John Appler, Moulton, IA
Donna Fisher, Spencer, IA
Kevin Rasmussen, Goldfield, IA
Neil Lansing, West Union, IA
Linda Chmelar, Dubuque, IA

IN WITNESS WHEREOF we have signed and executed the foregoing Articles of Incorporation as of January, 1998.

IACEC Board members on 1/12/02:

Becky Eckhoff, Indianola, IA 50125
Doris Stotts, Boone, IA 50036
Carol Hans, Secretary, Cedar Rapids, IA 52402
Rosemary Krutzfeldt, Keystone, IA 52249-0205
Marlene Bartlett, Rockwell, IA 50469-8732
Jayne Lupkes, President Elect, Kensett, IA 50448
Neil Lansing, West Union, IA 52175
Sue Sedgwick, Charles City, IA 50616
LaDon Grotjohn, Schaller, IA 51053
Fred Sick, President, Sioux Center, IA 51250-1130
Mike Fowler, Delta, IA 52550
Margaret Mordan, Albia, IA 52531
John Michael, Treasurer, Corning, IA 50841
Greg Zellmer, Atlantic, IA 50022

IACEC Board members on 1/28/06:

Connie Cannon, Newton, IA 50208
Joe Van Ginkel, Cumming, IA 50061
Pat Griffin, Jefferson, IA 50129
Jayne Lupkes, Joice, IA 50446
Sybil Soukup, Clear Lake, IA 50428
Steve Abma, Rock Valley, IA 51247
Sue Boettcher, Spirit Lake, IA 51360
Brian Waldstein, Sioux Rapids, IA 50585
Margaret Mordan, Albia, IA 52531
Ron Fransen, Cantril, IA 52542
Denise Maier, Iowa City, IA 52240
Ralph Lents, Menlo, IA 50164
Gary Smith, Emerson, IA 51533
Cindy Shelley, Corydon, IA 50060

IACEC Board members on 3/14/12:

Fred Sick, Sioux Center, IA 51250
Jennifer Penning, Algona, IA 50511
Jayne Lupkes, Joice, IA 50446
Dave Turner, Arlington, IA 50606
Tom Ullrich, Sloan, IA 51055
Steve Determan, Early, IA 50535
Gayle Olson, Woolstock, IA 50599
Scott Bahr, Iowa Falls, IA 50126
Don Moore, Waterloo, IA 50701
Judi Hertle, Vinton, IA 52349
Kim Snook, Dubuque, IA 52001
Jo Kenkel, Defiance, IA 51527
Jim Ed Beach, Van Meter, IA 50261
Randy DeHeer, Oskaloosa, IA 52577
Kathy Ebert, Washington, IA 52353
Frank Kelly, Muscatine, IA 52761
Diann Anderson, Shenandoah, IA 51601
John Thorpe, Mount Ayr, IA 50854
Terry Maloy, Albia, IA 52531
John Dockendorff, Danville, IA 52623

Iowa Extension Council Association Board members on 3/1/16

Tim Hibma, Harris, IA 51345
Jennifer Penning, Algona, IA 50511
Jayne Lupkes, Joice, IA 50446
Peggy Sparrgrove, Castalia, IA 52133
Al Ralston, Merville, IA 51039
Steve Determan, Early, IA 50535
Kellie Blair, Dayton, IA 50530
Mary Giese, Marshalltown, IA 50158
Don Moore, Waterloo, IA 50701
Brian McNulty, Watkins, IA 52354
Barb Sauser, Cascade, IA 52033
Pam Olerich, Jefferson, IA 50129
Charles Ertzinger, Cumming, IA 50061
Joy Prothero, Oskaloosa, IA 52577
Lori Donahoe, Coralville, IA 52241
Michael Ryan, Davenport, IA 52807
Kerry Aistrophe, Randolph, IA 51649
Mike Stocker, Albia, IA 52531
John Dockendorff, Danville, IA 52623