

THE MONTICELLO SCHOOL DISTRICT FOUNDATION BY-LAWS AND AMMENDMENTS

ARTICLE I Corporation

- Section 1.** The name of this corporation is: The Monticello School District Foundation.
- Section 2.** The corporation is organized under the authority of the Iowa Non-Profit Corporation Act, being Chapter 504A of the 1991 Code of Iowa, and has perpetual existence under the Certificate of Incorporation issued in 1988 by the Secretary of the State of Iowa.
- Section 3.** The registered office of the corporation and the registered agent shall be as stated in Articles of Incorporation or as either or both may subsequently be changed as provided by law. The principal office of the corporation shall be PO Box 2, Monticello, Iowa, 52310-0002.

ARTICLE II Directors

- Section 1.** The Foundation's Board of Directors shall consist of twelve to eighteen (12-18) Directors. Any person of legal age, regardless of sex, race, or religious persuasion, shall be eligible for membership on the Monticello School District Foundation. Members of the board that wish to carry out the mission of the Foundation, but due to time restraints or work restrictions and are unable to attend monthly meetings on a regular basis will still maintain their voting privileges when present or when asked to vote by email.
- Section 2.** The Foundation's Board of Directors shall be a policy making body. No member of the Foundation's Board of Directors shall receive any wage or salary or other compensation of any sort for serving as a member of the Board, nor for any services performed as an officer of the corporation.
- Section 3.** The annual meeting of the Foundation's Board of Directors shall be held the third Wednesday of March at 12:00 pm at the same location as the Foundation's regular monthly meeting, unless announced otherwise and the board members are made aware at least five (5) days prior to the meeting by email.
- Section 4.** Meetings of the Foundation's Board of Directors will be monthly or on the call of the President or any two (2) other officers of the corporation, provided that notice of time and place for such meetings shall be given to all members of the board. Such notice shall be in writing and shall be emailed to the last known email address of each member at five (5) days prior to such meeting date.
- Section 5.** A quorum at any annual or other meeting of the Foundation's Board of Directors shall consist of 50% of the current number of members of the Foundation's Board of Directors. A quorum shall be required to conduct any business of the corporation. Except as may be otherwise provided in these by-laws, the vote of a simple majority of those present at any meeting shall be required for the approval of any action.

ARTICLE III

Elections

Section 1. The Foundation's Board of Directors shall be elected to a three-year term by a majority of the Foundation's members at any regular meeting, without limitation as to number of terms. One third of the board shall be up for election each year.

Section 2. At any meeting of the Foundation's Board of Directors, new members may be appointed to membership on the foundation's Board of Directors as determined by the number of vacancies in Directorships.

Section 3. A Board member can be removed from the board at any time for cause by a majority vote of all the board members.

ARTICLE IV

Officers

Section 1. The officers of the corporation shall be the President, President-elect, Secretary and Treasurer.

Section 2. Election of officers shall be held at each annual meeting; and the officers then elected shall hold office for a term of two (2) years and until their successors are elected and qualify in their position. No board member shall hold a particular office for more than two consecutive years. Election shall be by secret ballot.

Section 3. The officers of the corporation shall have the following duties and responsibilities:

a. The President is elected by the Foundation's Board of Directors from its membership and is the chief executive officer. The President operates under the policies established by the board. The President will also perform such other duties as may be prescribed from time to time by the Foundation's Board of Directors.

b. The President-elect shall perform such duties as may be assigned by the President. In the event of the absence of the President he or she will act as President. In the event of a vacancy in the Presidency, The President-elect shall succeed the President and fill out the unexpired term.

c. The Secretary shall be responsible for keeping the minutes of the meetings of the Foundation's Board of Directors. The Secretary shall give notice to each member of the Foundation's Board of Directors of both regular and special meetings as required by these by-laws. In the event that the Secretary is absent from any meeting of the Board of Directors, the presiding officer at such meeting shall appoint any member present to act as Secretary for that particular meeting and such person so appointed shall keep the minutes of that meeting and comply with the requirement herein of sending copies of such minutes to the members of the Foundation's Board of Directors.

d. The Treasurer shall be the custodian of all the funds, securities, evidences of indebtedness, books of account and other similar property belonging to the corporation. The Treasurer shall keep, or cause to be kept, under supervision at all times full and complete books of account showing accurately and in convenient form all business transactions of the corporation and see that a financial audit by an outside source is performed, annually. Upon receipt of any funds belonging to the corporation, shall cause same to be deposited in the

corporation's account in such bank or other depository as may have been designated therefore by the Foundation's Board of Directors.

The Treasurer shall keep or cause to be kept, a sufficient and proper record of all such checks, drafts, and negotiable instruments. Whenever requested by the Foundation's Board of Directors, shall submit these records for its information and inspection shall make an annual report and such other reports Directors may prescribe and such as are usually incident to the office.

ARTICLE V

Honorary Board

Section 1. The Board of Directors may at any time establish an "Honorary Board of Directors". In establishing such an honorary board, the Board of Directors may, by resolution, set forth whatever standards or guidelines it might determine to be appropriate for membership upon such an honorary board; and may also, by such resolution, establish in what manner persons are to be selected or elected to membership on such an honorary board; and also, may by such resolution, establish more than one such honorary board, having such guidelines or standards for membership as the Board of Directors might establish or determine. In establishing such an honorary board or boards, the Board of Directors may use the term "Honorary Board of Directors" or any other name or title which the Board of Directors deems appropriate. The Board of Directors may establish any terms for membership on any such honorary board or boards as it may deem appropriate, except the membership on such board or boards shall have no voting rights in any affairs of the corporation; and no discrimination based on religion, sex, race, color, or national origin shall be used in determining membership.

ARTICLE VI

Administrative Assistant

Section 1. Employment: In accordance with the purposes and goals of the corporation, the Board of Directors shall employ a qualified person designated as the Administrative Assistant. The terms of such employment may be determined by contract. The Administrative Assistant shall serve as an ex-officio member of all committees in an advisory capacity. The Administrative Assistant is responsible for recommending policies and plans to the proper committees and to the Board. The Administrative Assistant shall at all times be subject to and accountable to the Board of Directors.

The Administrative Assistant may have been a former member of the Board of Directors; provided, however, that such membership on the Board shall have terminated prior to employment negotiations and prior to actual employment of such person as Administrative Assistant.

Section 2. Duties and Responsibilities: The Administrative Assistant shall also have these specific duties and responsibilities:

- a. Attendance at all committee meetings and the Board of Directors;
- b. Shall, with the cooperation of the Treasurer and the Finance Committee, prepare an annual budget for consideration by the Board of Directors, and shall administer the budget as enacted by the Board;
- c. Shall be purchasing agent for the Board, and shall have authority to purchase supplies and equipment under such terms and regulations as might be prescribed by the Board;
- d. Shall make such rules and regulations regarding routine matters in the operation of the foundation which have not otherwise been specifically proved by in the by-laws or otherwise by the Board;
- e. Shall perform such duties as the Board may require;
- f. Shall have authority to pay regular routine monthly operating expenses of the corporation.
- g. Check Foundation's Post Office Box on a daily basis, record all donations, send a thank-you to the donor, preferably same day as donation is made, make monthly report on the status of the perpetual fund, and prepare reports for an annual audit.
- h. Take notes at monthly meetings and send minutes out in advance with a reminder of the next meeting.

ARTICLE VII

Fiscal Year

Section 1. The fiscal year of the corporation shall be the calendar year, January 1 through December 31.

ARTICLE VIII

By-Laws

Section 1. These by-laws may be altered or amended by a simple majority vote of the members of the Foundation's Board of Directors present at any annual meeting or at any other meeting of the Foundation's Board of Directors called for that purpose.

ARTICLE IX

Compensation-Performance

Section 1. The corporation shall issue no capital stock, nor shall any person at any time, either upon a dissolution of the corporation or in any other event, be considered to be the owner or entitled to any extent to any of the assets, funds, and property of the corporation; all of which assets, funds and property being devoted exclusively to the purposes set forth in the Articles of Incorporation. No salary or remuneration of any kind shall be paid to any officer or any member of the corporation. No dividend of any kind shall be paid from any income or capital funds of the corporation.

Section 2. The Foundation's Board of Directors may require that the President, the Administrative Assistant, and the Treasurer and any other person post bonds for the faithful performance of their duties in connection with the handling of the financial matters of the corporation. The amount of such bonds shall be determined from time to time by the Foundation's Board of Directors.

ARTICLE X

Finance

Section 1. This corporation is organized and shall operate as a not-for-profit corporation for the sole purpose of bettering the Monticello School District. Any income received shall be applied only for the non-profit purposes and objectives of the school district, and no part of the income shall inure to the benefit of any Director or officer.

Section 2. Income from The Monticello School District Foundation will be used exclusively for the benefit of the Monticello School District. Invasion of the principle can only be done with the advance approval of The Monticello School District Foundation.

THESE AMENDED BY-LAWS are duly adopted by the Foundation's Board of Directors on the 19th day of June 2019. (06/19/19 plh)

ADDENDUM I
INVESTMENT & FINANCIAL MANAGEMENT POLICY OF FOUNDATION

The foundation shall engage the services of Citizens Investment Center, Monticello, Iowa, and use the following procedures and guidelines:

As monies, or funds, come in they will flow into a money market account until there is sufficient amount to efficiently make investments. When investments are made, no less than 80% shall be invested in fixed income securities which are considered to be prudent or of investment grade. No investment will be made in securities that have a maturity date beyond thirty (30) years.

The remaining shall be invested in a no load, index mutual fund. All income and dividends from this fund shall be reinvested in the same fund. If and when, through growth and reinvestment, this account shall become more than 25% of the combined funds (original 80-20) then monies shall be transferred to the fixed income fund until it reverts back to the original 80-20 ratio.

All income from investments in the fixed income account shall flow into a separate money market account and these funds shall be used for all expenses, distributions or grants.

Decisions for all investments shall be made by the Investment Committee.

All records and transaction papers shall be held by the Administrative assistant and complete monthly reports shall be given to the board. The Administrative assistant shall also maintain all financial records and prepare all checks for signature by the Treasurer, Vice-President, or President.

Investment & Financial Management Policy Amended and Approved May 19, 2003, First Paragraph, "The foundation shall engage the services of Citizens Investment Center, Monticello, Iowa, and use the following procedures and guidelines."
Amended and Approved October 18, 2017.

Procedure 1

Welter Property

Section 1. The property located in Monticello, Iowa, consists of forty-one point two three (41.23) acres m/1 (*Parcel 2012-105, being a part of the NW ¼, SW ¼, a part of the NE ¼, SW ¼, a part of the SW ¼, SW ¼, and a part of the SE ¼ SW ¼, all lying East of Military Road in SECTION 33, TOWNSHIP 86, NORTH RANGE 3, West of the 5th p.m.*) The purpose of the property is to maintain the crop trees (black walnut, red oak, white oak, shagbark hickory, bur oak, black oak, hard maple, basswood and black cherry) to harvest at maturity and sell.

Section 2. The foundation also maintains ownership of a DR Field and Brush Mower (1), a STIHL D25, 25 inch chainsaw (model number 311Y) (1), and two small buildings (2) which are currently located on the Monticello Community School Foundation property. These items are to be used to maintain the property trails and trees.

Section 3. 22.23 acres are enlisted in Conservation Reserve Program (CRP) and 17.18 acres are enlisted in the National Forestry Reserve. CRP payments to the foundation will be deposited in the Welter Property account.

Section 4. The Foundation shall manage the ground as foster the growth and health of the crop trees (black walnut, red oak, white oak, shagbark hickory, bur oak, black oak, hard maple, basswood and black cherry), which may include collaborating with the Department of Natural Resources District Forester and contracting services for tree management services.

Procedure 2

Scholarships

Section 1. The Foundation shall engage in supporting scholarships for the Monticello Community School District students. The Foundation shall manage the funds for such scholarships and pay scholarships directly to the post-secondary institution.

Section 2. The Foundation may accept new scholarships with a majority vote of the board members.

Section 3. The Foundation supports fund management and supports the selection of scholarship recipient(s) for the Edwin H. and Eloise Sutherland-Helgens Scholarship, John McDonald Health Professions Scholarship, Byrdena Folkers Math Scholarship, Dr John Randolph Memorial Scholarship, Dr. Tim Dose Memorial Scholarship, Fred Faust Scholarship, George and Frieda Burcher Scholarship, Laura Lehmann Hinrichs Scholarship, Lois L. and John C. Shover Memorial scholarship.

The Foundation supports only fund management for the Ellen Hanken Scholarship, Kitty Creek Kids scholarship, Pine Grove Scholarship and WBH Builders Scholarship.