

# IowaWINS Bylaws

## ARTICLE I. NAME OF ORGANIZATION

The name of the organization is IowaWINS (Iowa Welcomes Immigrant Neighbors). IowaWINS is a commission of the First Presbyterian Church of Mt. Pleasant, Iowa. This commission will hereafter be referred to as IowaWINS.

## ARTICLE II. CORPORATE PURPOSE

The purpose of IowaWINS is to establish a connection between immigrant families and other Mount Pleasant and Southeast Iowa residents. We will encourage community discussion to develop solutions to common problems that residents face. We will provide educational forums to foster the integration of our communities, including advocating in both social and political arenas. We will work to be a recognized safe space.

## ARTICLE III. MEMBERSHIP

### Section 1. Eligibility for Membership in the IowaWINS Organization

Membership shall be open to any person who supports the purpose statement in Article II.

### Section 2. Non-voting Membership

The Board (see Article IV) shall have the authority to establish and define non-voting categories of membership for those people who express interest in becoming a non-voting member of IowaWINS. Examples of non-voting categories would include Committee Chairs, Advisors and other subject matter experts. All non-voting members are welcome to attend Board meetings and offer perspective to any motion.

## ARTICLE IV. BOARD OF DIRECTORS

### Section 1. General Powers

The affairs of IowaWINS shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of IowaWINS.

### Section 2. Number, Tenure, Requirements, and Qualifications

- a. The Board of Directors shall consist of:
  1. Directors, including two that also serve as At Large members on the Executive Committee
  2. Officers - President/Chair, Vice-President, Secretary, Treasurer IowaWINS, and Treasurer Nutrimos
  3. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than six nor more than fifteen, including the Officers and two additional Board members.
  4. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.
- b. Each member of the Board of Directors shall be a member of IowaWINS and shall hold office for a three-year term. This three-year term can be renewed as often as desired. There are no term limits for the Board of Directors.

**Section 3. Regular and Annual Meetings**

An Annual Meeting of the Board of Directors shall be held at a time and day in the month of October of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten days, prior to the meeting date.

**Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President/Chair or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

**Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two days in advance of the meeting by email or by written notice.

**Section 6. Quorum**

The presence, in person, of at least one-third of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

**Section 7. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

**Section 8. Compensation**

Members of the Board of Directors are volunteers so shall not receive any compensation for their services as Directors.

**Section 9. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of all of the Directors following notice of the intended action to all members of the Board of Directors.

**Section 10. Confidentiality**

Directors shall not discuss or disclose information about IowaWINS or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of IowaWINS' purposes, or can reasonably be expected to benefit IowaWINS. Directors shall use discretion and good business judgment in discussing the affairs of IowaWINS with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of IowaWINS, including but not limited to accounts on deposit in financial institutions.

**Section 11. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President/Chair by reference to Robert's Rules of Order or governance of parliamentary procedure of Board Meetings.

**Section 12. Removal**

Any member of the Board of Directors, an Advisor, a Committee Chair or member, or a Subject Matter Expert may be removed with or without cause, at any time, by vote of three-quarters of the members of the Board of Directors if, in their judgment, the best interest of IowaWINS would be served thereby. Each member of the Board of Directors, the Advisor, Committee Chair or member, or Subject Matter Expert must receive written notice of the proposed removal at least ten days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

**ARTICLE V. OFFICERS****Section 1. Overview**

The Officers of this Board shall be the President/Chair, Vice-President, Secretary, Treasurer IowaWINS, and Treasurer Nutrimos. All Officers must have the status of active members of the Board.

The President/Chair and Vice-President shall be elected for three-year terms for up to two consecutive terms upon re-election. They must then retire for one year before serving as an officer again. The Secretary, Treasurer IowaWINS, and Treasurer Nutrimos will also have three-year terms but they can continue in that role if re-elected. There shall be no term limits for the Secretary, Treasurer IowaWINS, and Treasurer Nutrimos positions.

**Section 2. President/Chair**

The President/Chair shall preside at all meetings of the membership and Board. He/She shall submit a report of the operations of the program for the fiscal year to the members at their October Annual meetings, and from time to time, shall report to the Board all matters that may affect this program.

**Section 3. Vice-President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President/Chair during the absence of the latter.

**Section 4. Secretary**

The Secretary shall attend all meetings of the membership and Board and will act as a clerk thereof. He/She shall record all votes and minutes of all. He/She, in concert with the President/Chair, shall make the arrangements for all meetings of the Board, including sending meeting Agendas. He/She shall send notices of all meetings to the members of the Board. He/She shall also create and file Press Releases, maintain IowaWINS social media sites, and oversee creating and sending IowaWINS Newsletters.

**Section 5. Treasurer IowaWINS**

The Treasurer IowaWINS shall submit for approval all expenditures of IowaWINS funds. He/She shall present a complete and accurate report of the IowaWINS finances. It shall be the duty of the IowaWINS Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

**Section 6. Treasurer Nutrimos**

The Treasurer Nutrimos shall submit for approval all expenditures of Nutrimos funds. He/She shall present a complete and accurate report of the Nutrimos finances. It shall be the duty of the Treasurer Nutrimos to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

**ARTICLE VI. COMMITTEES****Section 1. Committee Formation**

The Board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Executive Committee will appoint all committee chairs. All Nutrimos projects will have Committee names that begin with 'Nutrimos' (i.e., Nutrimos Meals by Nutrimos, Nutrimos Microloan Program, Nutrimos Garden Projects)

**Section 2. Executive Committee**

The five Officers - President/Chair, Vice-President, Secretary, Treasurer IowaWINS, and Treasurer Nutrimos plus two At Large members will serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

**ARTICLE VII. CONFLICT-OF-INTEREST AND COMPENSATION****Section 1: Purpose**

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, At Large member, or Director of IowaWINS or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2: Definitions****a. Interested Person**

1. Any director, principal officer, At Large member, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**b. Financial Interest**

1. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a) An ownership or investment interest in any entity with which IowaWINS has a transaction or arrangement or
  - b) A compensation arrangement with IowaWINS or with any entity or individual with which IowaWINS has a transaction or arrangement or
  - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which IowaWINS is negotiating a transaction or arrangement.
2. Compensation includes direct and indirect remuneration as well as gifts or favors valued at more than \$25.

- c. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

- a. Duty to Disclose.
  1. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists.
  1. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
  1. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the governing Board or committee shall determine whether IowaWINS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in IowaWINS's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
  1. If the governing Board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 4. Records of Proceedings**

The minutes of the governing Board and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's

decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 5. Compensation**

- a. A voting member of the governing Board who receives compensation, directly or indirectly, from IowaWINS for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from IowaWINS for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from IowaWINS, either individually or collectively, is prohibited from providing information to any committee regarding compensation

### **Section 6. Annual Statements**

Each director, principal officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands IowaWINS is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7. Periodic Reviews**

To ensure IowaWINS operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to IowaWINS's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews, Iowa WINS may, but need not, use outside advisors. If outside

experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE VIII. INDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the law, the First Presbyterian Church of Mt. Pleasant, Iowa shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of IowaWINS, against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Session of the First Presbyterian Church of Mt. Pleasant, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be covered by the insurance policy of the First Presbyterian Church of Mt. Pleasant, as IowaWINS is a commission and ministry of the Church, in advance of the final disposition of such action, suit, or proceeding, if authorized the Session of the First Presbyterian Church of Mt. Pleasant, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

First Presbyterian Church of Mt. Pleasant, Iowa may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not IowaWINS would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE IX. GOVERNMENT**

**Section 1. Government** – IowaWINS has a broad membership of people interested in immigration issues. Anyone in this membership is eligible to join the Board that determines the governance and actions of IowaWINS. The Board of Directors shall elect as officers a President/Chair, Vice-President, Secretary, Treasurer IowaWINS, and Treasurer Nutrimos under the terms specified in Article V. Members of the same household may sit on the board at the same time, but they cannot hold Officer positions at the same time.

In addition, an Executive Committee, consisting of the Officers and two At Large members. shall be established to handle day-to-day operations.

**Section 2. Meetings** - Board meetings will be held at least once a month. The date of the next meeting shall be set at the end of each meeting. Executive Board meetings will be held at least once a quarter. Additional meetings can be requested by any member of the Executive Board. Special meetings may be called by the President/Chair or by 20 percent of the Board members.

**Section 3. Delegation**- The Board may delegate duties to whatever committees or individuals it

designates; except that such committees and individuals must serve under the authority of and at the pleasure of the Board.

**Section 4. Election of Officers** -All Board members in good standing shall have the right to one vote at the election of the Officers and the Board. The Board may establish a nominating committee to present nominees for Officers and Executive Committee members.

## **ARTICLE X. AMENDMENTS**

Proposed amendments to these bylaws may be submitted to any Executive Board member. Suggested amendments will be discussed at the next membership meeting. A simple majority of chapter members present is required for approval.

## **ARTICLE XI. APPROVAL OF BYLAWS**

These bylaws will be presented to First Presbyterian Church of Mount Pleasant Session for initial approval. Upon receiving that approval, they will be presented to the Board where a simple majority is required to adopt these bylaws.

## **IowaWINS Bylaws – Board Member Acknowledgment for Period October 1, 2021 through September 30, 2022**

Each IowaWINS Board Member shall review the Bylaws annually and sign that they are aware of their obligations regarding Officer, At Large member and Board Member responsibilities as well as their responsibilities under the Conflict of Interest/Compensation section. Your signature below confirms that you have read and understood the Bylaws and your obligations under them.

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Board Member Name (Printed)

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Board Member Signature

Date