

THE PRESERVATION OF RURAL IOWA ALLIANCE
BYLAWS

Article I
Names and Offices

Section 1—Name: The Alliance name shall be "THE PRESERVATION OF RURAL IOWA ALLIANCE."

Section 2—Offices: The location of the principal office of The Preservation of Rural Iowa Alliance ("the Alliance") shall be determined by the Board of Directors. The Alliance may have such other offices as the affairs of the Alliance may from time to time require.

Article II
Membership

Section 1—Regular Members: Any individual, family, corporation, firm, company, partnership, or other legal entity, or a division thereof, with a legal interest in any real property in Iowa and opposed to or concerned about the electric transmission line across Iowa proposed by the by Rock Island Clean Line LLC, shall be eligible to become a Regular Member of the Alliance. The Board of Directors may establish additional criteria for membership in its discretion.

Section 3—Rights of Membership: Each Regular Member shall be entitled to one vote on those matters submitted to a membership vote by the Board of Directors, and as otherwise mandated by these bylaws or by law. Each Regular Member shall also be eligible to serve on the Board of Directors.

Section 4—Obligations of Membership: Each Regular Member shall be required to abide by these Bylaws and the policies and rules established by the Board of Directors, and to pay all membership dues and assessments

Section 5—Resignation: A Regular Member may resign from the Alliance at any time. Such resignation shall be in writing, addressed to the President, and shall be effective upon receipt by the President without further action by the Board of Directors. The resignation of a member shall not relieve the member of the obligation to pay any dues, assessments or other charges accruing and unpaid prior to resignation.

Section 6—Termination of Membership: Any Regular Member ceasing to meet the requirements of membership shall cease to be a Regular Member. Any member that fails to pay dues, assessments, or other financial obligations within 14 days of receipt of invoice, may be terminated by the Board of Directors. Finally, the Board of Directors may suspend or terminate the membership of any Regular Member for cause, after providing the Regular Member reasonable notice of the charges, and the opportunity to respond to the charges at a hearing.

Specific procedures for consideration of suspensions and terminations shall be established by the Board of Directors.

Section 7—Other Membership Categories: The Board of Directors may establish additional membership categories and designate the qualifications, rights, and obligations of the members of each such category.

Article III Dues, Fees, and Assessments

Section 1—Annual Dues and Assessments: The Board of Directors may determine from time to time the amount of annual dues payable to the Association. In addition, the Board of Directors shall have the authority to determine whether to collect special assessments and to establish the amount of such assessments.

Section 2—Payment of Dues: Dues shall be payable for the following year by December 31 of each year or by such other date as the Board of Directors may direct. The Board of Directors may determine a payment schedule (including pro ration of dues) for the payment of dues.

Article IV Membership Meetings

Section 1—Annual Meeting: There shall be an Annual Meeting of the Alliance at such time and place as the Board of Directors shall determine, for election of persons of the Board of Directors, for receiving the annual reports of officers, directors and committees, and for the transaction of any other business as determined by the Board of Directors. Notice of the meeting shall be sent by any lawful means to each Member at least five (5) days and not more than fifty (50) days before the time appointed for the meeting.

Section 2—Special Meetings: Special meetings may be called by the Board of Directors to consider a specific subject. Notice for any special meeting is to be given at least two (2) days in advance. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members.

Section 3—Voting: Each Regular Member shall be entitled to one vote on each matter submitted to the membership for a vote.

Section 4—Quorum: Presence in person or by proxy of one-tenth of the Regular Members shall be necessary to constitute a quorum for the transaction of business.

Section 5—Proxies: Every Regular Member may vote by proxy when authorized by the Board of Directors. The form of proxies shall be prescribed by the Board of Directors.

Section 6—Action Without a Meeting: Any action which may be authorized or taken at a meeting of the members may be authorized or taken without a meeting if a consent in writing,

setting forth the action so taken, shall be signed by the members constituting not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members were present and voted.

Article V
Board of Directors

Section 1—General Powers; Number: The business and affairs of the Alliance shall be managed by or the Board of Directors of not less than five (5) and not more than ten uncompensated (10) Directors elected by and from the Regular Members of the Association.

Section 2—Term of Office: The term of office for Directors shall be one (1) fiscal year. Directors elected for full terms shall assume office at the beginning of the next succeeding fiscal year of the Alliance following their election, and the Directors named to fill unexpired terms shall assume office immediately following their election. Directors may serve no more than three (3) terms in direct succession.

Section 3. Elected Initial Board of Directors. An initial Board of Directors of not fewer than five (5) nor more than ten (10) Directors shall be elected by the Membership as follows: Nominations shall be accepted from the floor. No more than three nominees shall be accepted for each of the Directorships. A majority of all those Members voting shall be required for election to the Board. A run-off election between those two receiving the highest number of votes for any one Directorship shall be conducted if necessary. Elections of Directors shall continue until all ten (10) Directorships are filled or until all nominations have ceased, whichever comes first. The initial Board of Directors shall serve until June 30, 2014 or until the Alliance is dissolved, whichever comes first

Section 4—Election of Subsequent Boards of Directors.

- a. Nominations: A Nominating Committee consisting of the Chairman of the Board, the Vice Chairman, and the Secretary/Treasurer, shall annually select a slate of nominees. The Nominating Committee shall submit its selections to the Board of Directors for approval. If any selection of the Nominating Committee is rejected by the Board of Directors, the Board of Directors may designate a replacement or may direct the Nominating Committee to present another nominee.
- b.—Election: At least five (5) days prior to the Annual Meeting, the President shall notify all Regular Members of the slate of nominees for the Board of Directors. The election shall be held at the Annual Meeting in accordance with rules and procedures established by the Board of Directors.

Section 5—Board Meetings: The Board of Directors shall hold at least two (2) regular meetings during each fiscal year of the Association. Regular meetings shall be held at such time and place as shall be determined by the Board of Directors. Special meetings may be called by the Chairman of the Board or by any four (4) other members of the Board. Notice of such special

meeting shall be provided to each Director not less than two (2) days before the meeting and shall state the purpose of the meeting.

Section 6—Quorum and Voting: At each meeting of the Board of Directors a majority of voting members of the Board shall constitute a quorum, and a majority vote of those present and voting shall be necessary for any official action.

Section 7—Removal of Directors: Any Director may be removed from the Board of Directors for cause, including the absence of the Director from three (3) consecutive regular meetings of the Board, by the Board of Directors.

Section 8—Vacancies: The Board of Directors may fill any vacancy on the Board until the next Annual Meeting.

Section 9—Attendance Other Than In Person: Any Director may attend a meeting via conference telephone or by other electronic means as allowed by law.

Section 10—Action Without a Meeting: Any action required, or permitted to be taken, at any meeting of the Board of Directors may be taken without a meeting if written consent thereto is signed by all members of the Board, and such written consent is filed with the minutes of proceedings of the Board.

Article VI Officers

Section 1—Officers: The officers of the Alliance shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers of the Alliance shall be members of the current Board of Directors. If the term of office of one of the Association's officers extends beyond the expiration of the term for which he or she was elected as a Director, his or her term as Director shall be extended automatically to expire concurrently with the expiration of his or her term as an officer.

Section 2—Election, Qualifications, and Term of Office: All officers, with the exception of President and any assistant officers, shall be elected at the meeting of Board of Directors following the Annual Meeting of the members, for one year terms.

Section 3—Removal: Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Alliance can be served thereby.

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—President: The President is the Chief Elected Officer of the Alliance and shall preside at all meetings of the Board of Directors, Executive Committee, and members and shall perform all duties assigned under these Bylaws or assigned to him or her by the Board of Directors.

Section 6—Vice-President: In the absence of the President, the Vice-President presides at all meetings. The Vice President shall also carry out all duties assigned by these Bylaws and by the President of the Board or the Board of Directors.

Section 7.—Secretary. The Secretary shall: (1) keep the minutes of the members and Board of Directors meetings; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (3) conduct such other duties as are prescribed by the President or the Board of Directors.

Section 8 – Treasurer. The Treasurer shall: (1) chair the Association's Finance Committee; (2) submit all annual financial statements, audits, and reports to the Board of Directors and (3) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9—Bond: Any officer or agent of the Alliance shall, if required by the Board of Directors, give to the Alliance such security for the faithful discharge of his or her duties as the Board may direct.

Article VII Indemnification

Each person who was or is a defendant or respondent, or is threatened to be made a defendant or respondent, in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter, "Proceeding"), by reason of the fact that he or she is or was a director or officer of the Association, shall be indemnified and held harmless by the Alliance to the fullest extent permitted by the laws of the State of Iowa, though not in excess of the actual amount of the Association's available insurance coverage for such action, suit or proceeding, against all costs, charges, expenses, liabilities and losses (including reasonable attorneys' fees, judgments, fines, taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, except in the event of willful misconduct or a knowing violation of criminal law, and such indemnification shall continue as to a person who has ceased to be a director, officer, or employee and shall inure to the benefit of his or her heirs, executors and administrators. However, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association.

Article VIII Alliance Assets

Section 1—Rights of Proprietorship: Membership in the Alliance is a privilege and not a property right. No member shall have any ownership or property right in the funds, property, or other assets of the Association.

Section 2—Dissolution of the Association: In case of dissolution of the Association, the funds, property, and other assets, if any, remaining after paying or providing for the payments of all liabilities, obligations and expenses of the Association, shall be distributed as determined by the Board of Directors in a manner consistent with the law, except that no such assets shall inure to the benefit of any private individual.

Article IX Committees

Section 1—Executive Committee: The Executive Committee shall consist of the officers of the Association, which Committee between Board meetings shall exercise all the powers of the Board in the management of the affairs of the Alliance except as limited by law. A majority of the Executive Committee shall constitute a quorum. The Executive Committee shall keep minutes of its meetings and shall report all actions taken by it to the Board of Directors at the first meeting of the Board following the taking of such action. The Executive Committee shall meet at the call of the President or any two officers.

Section 2—Other Committees: The Board of Directors shall determine what standing and special committees are necessary and shall appoint such committees and their chairmen. The Board of Directors also may dissolve such committees in its discretion.

Article X Electronic Transmissions and Transactions

Any communication from the Alliance to the members or from members to the Association, including meeting notices, proxies, and ballots, may be made using electronic means if permitted by the Board of Directors and if allowed by law. In addition, any meeting may be conducted electronically, in whole or in part, if so directed by the Board of Directors and if allowed by law.

Article XI. Fiscal Year

The fiscal year of the Corporation shall begin July 1 and end June 30.

Article XII Bank Accounts; Signatories

Accounts. The Board shall establish one or more accounts at such bank as is designated by the Board. The authorized signatories for any Corporation account shall be: The members of the Executive Committee and any staff members designated by corporate resolution.

Checks below and above \$1,000: Checks above \$1,000. Any one authorized signatory is authorized to write checks below One Thousand Dollars (\$1,000). Two authorized signatories are required to sign any check of One Thousand Dollars (\$1,000) or more.

Article XIII
Law Governing

Matters not otherwise provided for in the Articles of Incorporation or these Bylaws shall be governed by the Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa, 2013, as the same or any substitute provision therefore may be adopted from time to time, and by Robert's Rules of Order.

Article XIV
Amendments

Except as otherwise provided in applicable statutes, these Bylaws of this corporation, including this Article XIV, may be amended, repealed, or altered in whole or in part by a majority vote of the Board of Directors.

Bylaws virtually identical to these were endorsed by unanimous voice vote of prospective Members of the Alliance at a mass meeting held Thursday July 25, 2013 at the Community Center in Ayrshire, Iowa. The above Bylaws were adopted by the Board of Directors at meeting duly convened the 30 th day of July, 2013 in Ayrshire, Iowa, a quorum being present and all Directors having waived Notice.

Cindy Kassel
Cindy Kassel, Alliance Secretary