

**AMENDED AND RESTATED BYLAWS OF
PROFESSIONAL DEVELOPERS OF IOWA, INC.
Amended & Restated 10/15/09**

**ARTICLE I
DEFINITIONS**

For the purposes of these Amended and Restated Bylaws (the “Bylaws”), terms shall have the following meanings:

“Articles of Incorporation” means the articles of incorporation of the Corporation as amended or restated from time to time.

“Board” or “Board of Directors” means the Board of Directors of the Corporation, and the term “Director” means an individual member of the Board.

“Corporation” means Professional Developers of Iowa, Inc., an Iowa nonprofit corporation, unless, from its context or use, it clearly has a different meaning.

“Member” or “Members”, as the context requires, means a member of the Corporation, including a Regular Member, Associate Member, Corporate Member, Student Member, Life Member or Honorary Member, all as described in Article III.

**ARTICLE II
NAME; PURPOSES**

Section 2.1 Name. The name of this Corporation is Professional Developers of Iowa, Inc. (“PDI”) and shall, when used on letterhead, other printed matter, and for promotion, publicity and public relations purposes, be accompanied by the phrase, “An Association of Economic Development Professionals”.

Section 2.2 Purposes. The Corporation is composed of a group of professional economic development personnel affiliated for the purpose of furthering the development of the economic base of the State of Iowa. Primary among the purposes of the Corporation are:

- (a) Fostering cooperation and mutual support among the Members;
- (b) Using the collective expertise of the Members to provide guidance and direction to the policymakers concerning matters related to economic development;
- (c) Working consistently to enhance the long-term competitive posture of the State of Iowa with respect to economic development;
- (d) Providing the means for the Members to informally exchange ideas and development techniques; and
- (e) Affording Members the opportunity to enhance their knowledge, expertise, confidence, and professionalism through a varied program of educational activities.

ARTICLE III MEMBERSHIP

Section 3.1 Membership Criteria. Individuals who are prominently active in economic development may be considered for membership in the Corporation. A candidate for membership will be proposed by the Membership Committee, and upon review of the application, membership may be extended by the Board of Directors. In the event of a contested membership, the matter will be resolved by a majority vote of the Board of Directors.

Section 3.2 Categories of Members. Members shall be categorized in one of six (6) categories:

- (a) Regular Member. A Regular Member shall be professionally employed in an economic development related position, either full or part-time, in the State of Iowa. Membership dues are paid by the employer or organization they represent. In the event of a change in employment, membership remains with the organization and the replacement employee would assume the existing PDI membership, subject to Section 3.1, Membership Criteria.
- (b) Individual Regular Member. An Individual Regular Member is professionally employed in an economic development related position either full or part-time who personally pays his or her own dues. These Individual Regular Members maintain their membership regardless of employer, subject to Section 3.1, Membership Criteria.
- (c) Associate Member. An Associate Member shall be an individual interested in economic development, or part of an economic development organization, but who is not professionally employed in economic development activity in Iowa.
- (d) Student Member. A Student Member shall be an undergraduate or graduate student enrolled in an economic development related field of study and interested in pursuing economic development as a profession.
- (e) Life Member. A Life Member shall be a former Member retired from the profession and recognized by the Corporation for previous contributions to the organization and profession. Life Members will not pay dues and will not have voting rights or hold office.
- (f) Honorary Member. An Honorary Member shall be a person not directly engaged in economic development, but who espouses the overall cause and direction of economic development in Iowa. The nominee shall be recommended by the Membership Committee to the Board of Directors. The Board of Directors shall make nominations and reasons known to the Members sixty (60) days prior to the Annual Business Meeting. The Board shall make the decision of inclusion of the nominee for Honorary Member based upon Member feedback. An Honorary Member shall not pay dues, hold office, or have voting rights.

Section 3.3 Annual Membership; Dues. Membership in the Corporation shall be on a calendar year basis with annual dues to be determined by the Board of Directors.

Section 3.4 Termination of Membership. Membership in the Corporation may be terminated or changed in one or more of the following ways:

- (a) Resignation;
- (b) By request of the Board of Directors for just and appropriate reasons, based upon a seventy-five percent (75%) or greater vote of the entire Board of Directors; or
- (c) For non-payment of dues. At least two (2) notices of nonpayment must be given to the Member, including the annual billing and sixty (60) days allowed for payment after the due date. If payment is not received within thirty (30) days after the date of the second notice, the Member may be terminated as provided in Section 3.5.

Section 3.5 Procedure prior to Termination. Prior to a Member's termination pursuant to Section 3.4 (b) or (c), the Corporation shall provide the Member with at least fifteen (15) days prior written notice of the proposed termination, the reasons for the termination, and the effective date of the termination. Such notice shall be given by first class or certified mail to the Member's address as shown on the Corporation's records. The Member shall then have an opportunity to present information to the Board of Directors, either orally or in writing, not less than five (5) days prior to the effective date of the termination. In any proposed termination, the Board of Directors shall consider all of the facts and circumstances surrounding the proposed termination prior to making a final decision concerning termination.

ARTICLE IV **MEETINGS OF THE MEMBERS**

Section 4.1 Regular Meetings. The Corporation shall hold its Annual Business Meeting at a date that shall be specified by the Board of Directors.

Section 4.2 Special Meeting. A special meeting of the Members may be called by the Board of Directors or by Members representing at least 5% of the Members entitled to vote, by written request that is signed and dated and states the purpose for which the meeting is being called. The Board of Directors shall call the special meeting within thirty (30) days of being presented with a demand for the same.

Section 4.3 Place of Meeting. Meetings of the Members shall be held at such time, date and place, both within or without the State of Iowa, as shall be specified by the Board of Directors.

Section 4.4 Notice. The Corporation will provide Members with written notice of each regular meeting or special meeting of the Members not more than sixty (60) but not less than ten (10) days prior to the meeting. Notice shall be mailed by first class or registered mail, unless provided electronically. Notice of regular meetings shall include a description of any matter or matters to be considered and/or approved by the Members and notice of special meetings shall include the purpose of the meeting.

Section 4.5 Waiver of Notice. A Member may waive notice required by these Bylaws before or after the date and time stated in the notice. The waiver must be in writing, be signed by the Member and be delivered to the Corporation for inclusion with the Corporate minutes or records. A Member's attendance at a meeting shall result in a waiver of objection to lack of notice, and of the consideration of a particular matter not described in the meeting notice, if the Member does not object at the beginning of the meeting or when the particular issue is presented.

Section 4.6 Action by Written Consent. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if consents in writing setting forth the action so taken are signed by Members representing at least 80% of the Members entitled to vote thereon and are delivered to the Corporation for inclusion in the Corporation's records. A consent may be revoked in writing, if at the time the consent is revoked, the Corporation has not already received the number of consents required to take the action. If any action is taken by the written consent of the Members, each Member who has not signed a consent to the taking of the action, if any, shall be provided with written notice of the action. In such case, the approval of the action taken will become effective ten (10) days after notice is given.

Section 4.7 Action by Written Ballot. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter. Each written ballot must include:

- (a) a statement of each proposed action;
- (b) an opportunity to vote for or against each proposed action;
- (c) indicate the number of responses needed to meet the quorum requirements, which is 10% of the Members entitled to vote on a matter, unless otherwise provided;
- (d) state the percentage of approvals necessary to approve each matter, which is 51% unless otherwise provided; and
- (e) state the time by which the ballot must be received by the Corporation in order to be counted.

Section 4.8 Quorum Requirements. Unless otherwise provided, the presence of 10% of the Members entitled to vote on a matter shall be a quorum.

Section 4.9 Communication Equipment. Members may participate in a meeting by means of teleconference, video conference or similar communications equipment by virtue of which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE V **BOARD OF DIRECTORS**

Section 5.1 Powers and Responsibilities. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 5.2 Number. The number of Directors on the Board of Directors shall be at least thirteen (13), but such number may be increased as provided herein by action of the Board of Directors or by amendment to the Bylaws. Any increase in the size of the Board shall create a vacancy, which may be filled immediately by the existing directors. No decrease in the number of directors shall have the effect of shortening the term of office of any incumbent director. The immediate past President shall serve as a member of the Board of Directors for the calendar year after his/her term expires.

Section 5.3 Term. Twelve 12 directors shall be elected for three (3) year terms with a maximum of one-quarter of the Board of Directors being elected each year at the Annual Business Meeting. Terms shall run beginning November 1 through October 31. One Board of Director position shall be held by a representative of the Iowa Department of Economic Development, who shall be appointed by the Board of Directors. No member of the Board of Directors shall be re-elected until the lapse of one (1) year from the end of their previous term, with the exception of the director position held by the IDED or a Board Member who is moving onto the Executive Committee as an Officer. A director fulfilling the unexpired term of a resigned director shall be eligible for election to a full term.

Section 5.4 Election. The Vice President shall chair and appoint, subject to Board of Director approval, a nominating committee, not less than sixty (60) days prior to the date of the Annual Business Meeting. The nominating committee's slate of candidates shall be presented at the Annual Business Meeting and its selections may be supplemented by nominations from the floor. Candidates receiving the highest number of votes cast shall be elected to the Board of Directors.

Section 5.5 Meetings. A regular meeting of the Board of Directors shall be held without other notice than proper resolution of the Board. Special meetings of the Board may be called by or at the request of the President or any three (3) directors. Notice of any special meeting shall be given at least five (5) days prior to the date of the meeting by written notice delivered electronically or mailed to each director by first class mail. A notice of special meeting shall specify the purpose of the special meeting.

Section 5.6 Attendance at Meetings; Removal. Each member of the Board of Directors shall participate in regularly scheduled meetings of the Board or committee meetings as requested by the President. If a member of the Board of Directors should miss three (3) consecutive meetings, or change employment to a position not related to economic development, the President may request the Board member's resignation, which shall be promptly given.

Section 5.7 Vacancies. Vacancies in the Board of Directors shall be filled by the remaining members of the Board of Directors for the unexpired term of the director whose departure created the vacancy.

Section 5.8 Waiver of Notice. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice also may be waived in writing, either before or after the meeting by delivering a written waiver, dated and signed by the Director, to be filed with the Corporation's records.

Section 5.9 Quorum and Valid Director Action. At all meetings of the Board, a simple majority of the Directors then in office shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present and voting at any meeting at which a quorum is present shall constitute the act of the Board, unless the vote of a larger number is specifically required by law, or by the Articles of Incorporation or these Bylaws.

Section 5.10 Written Consents. Any action required or permitted to be taken by vote at any meeting of the Board or of any committee thereof may be taken without a meeting, if before or after the action, all members of the Board or committee consent in writing. The written consents shall be filed with the minutes of proceedings of the Board or committee. Such consents shall have the same effect as a vote of the Board or committee for all purposes.

Section 5.11 Communication Equipment. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of teleconference, video conference or similar communications equipment by virtue of which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE VI **OFFICERS; COMMITTEES**

Section 6.1 President. The President shall preside at all meetings of the Corporation and of its Board of Directors, shall perform specific duties which the Board of Directors may designate to him/her, shall supervise and direct any staff hired to administer the affairs of the Corporation, and shall discharge such other duties as ordinarily pertain to the office.

Section 6.2 Vice President. The Vice President shall act for the President in the event of his or her absence, and shall perform other duties as ordinarily pertain to the office or as designated by the Board of Directors or the President.

Section 6.3 Secretary/Treasurer. The Secretary/Treasurer of the Corporation shall issue, or cause to be issued, notices of all Board meetings, shall be responsible for the keeping and the reporting of adequate records of all transactions of the Board, and shall record the minutes of all meetings of the Board of Directors. The Secretary/Treasurer shall be responsible for all funds of the Corporation, shall make reports to the Board of Directors as requested by the Board of Directors, and shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation. The Secretary/Treasurer shall make a report to the Members at the Annual Business Meeting, and shall make an annual financial report to the Members, which shall be available for inspection by any Member. The Secretary/Treasurer shall further perform such other duties incident to his or her office and as the Board of Directors may from time to time determine.

Section 6.5 Staff. To assist the Corporation in the performance of duties, staff may be employed or contracted to perform such duties as deemed necessary and appropriate by the Board of Directors.

Section 6.6 Committees. The Board of Directors may by resolution create an Executive Committee and one or more ad hoc committees from its Members, each of which shall have and may exercise all the authority of the Board of Directors, except as pertains to amending these Bylaws. The Executive Committee shall be composed of the officers of the corporation and the Immediate Past President. The Executive Committee's specific responsibility includes exercising powers of the Board between regularly scheduled meetings. Actions of the Executive Committee and any ad hoc committee shall be reported to the Board of Directors at its regular meetings.

Section 6.7 Quorum, Meetings, Rules and Procedures. Quorum for any meeting of a committee shall be a simple majority of the committee members, except that any ex officio members of the committee shall not be included in calculating the quorum requirement unless they are present at the meeting, in which event they shall be included towards meeting the quorum requirement. The affirmative vote of a majority of the quorum is necessary to take action of the committee, including the affirmative vote of at least one member of the Board present at the meeting of the committee in order to take any action other than recommendation by the committee to the Board or Executive Committee. Minutes of all committee meetings shall be kept and forwarded to the Board. Each committee shall adopt rules for its own governance not inconsistent with these Bylaws or the acts of the Board.

ARTICLE VII **MISCELLANEOUS**

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January each year and end on the 31st day of December of each year.

Section 7.2 Amendment of Articles of Incorporation. The Board of Directors may from time to time review the Articles of Incorporation and propose amendments to the Members. Amendments may be proposed at the Annual Business Meeting of the Members, or if necessary, at a special meeting of the Members. Members shall be provided with written notice of the proposed amendments, and the text of each proposed amendment in accordance with the requirements for notice of the Annual Business Meeting or a special meeting of the Members, as applicable, provided herein. Action may also be taken by written consent or by written ballot as provided in these Bylaws. Approval of amendments to the Articles of Incorporation requires a 2/3 vote of the Members present at the meeting. If action is taken by written consent or by written ballot, the requirements of Sections 4.6 or 4.7 shall apply.

Section 7.3 Amendment of the Bylaws. The Board of Directors may from time to time review these Bylaws and propose amendments to the Members. Amendments may be proposed at the Annual Business Meeting of the Members, or if necessary, at a special meeting of the Members. Members shall be provided with written notice of the proposed amendments, and the

text of each proposed amendment in accordance with the requirements for notice of the Annual Business Meeting or a special meeting of the Members, as applicable, provided herein. Action may also be taken by written consent or by written ballot as provided in these Bylaws. Approval of amendments to the Bylaws requires a simple majority vote of the Members present at the meeting. If action is taken by written consent or by written ballot, the requirements of Sections 4.6 or 4.7 shall apply.

Dated: _____

Secretary/Treasurer