

BY-LAWS OF IOWA ASSOCIATION OF FSA COUNTY OFFICE EMPLOYEES

ARTICLE I

Name

This corporation shall be known as the Iowa Association of FSA County Office Employees.

ARTICLE II

Principal Office

Section 1. The registered office and principal place of business of this corporation shall be at 2827 Denver Ave., New Market, Iowa 51646. The corporation may have such other offices, either within or without the State of Iowa as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2. The Board of Directors may, at any time or from time to time, change the location of the principal office.

ARTICLE III

Powers and Purposes

Section 1. The objects, powers and purposes of this corporation shall be to aid and assist and to the best of our ability give at all times the best service that is within our power to provide the farmers of the State of Iowa, and aid them in understanding the programs we are charged to administer.

Section 2. In each and every instance that is within our power to do so promote the programs which are most applicable to Iowa agriculture and the Iowa farmer.

Section 3. To cooperate to the best of our ability and so far as we are able with other agricultural and civic organizations of the State of Iowa in furthering the cause of making the State a better place to live.

Section 4. To see that adequate training facilities are provided for all County Office Employees.

Section 5. To assist in the organization of a National Association that will in no way be contradictory to the principles and beliefs of this corporation.

Section 6. To promote the general welfare of the members of this corporation.

Section 7. To sue and be sued in its corporate name, to make contracts, to take by gift, purchase, devise or bequest real and personal property for the purposes appropriate to its creation and establish by-laws and make proper rules and regulations necessary for the management of its affairs.

Section 8. To purchase, lease, own, let, sell or exchange property either real or personal, to purchase, lease, own, operate, and control real estate in the State of Iowa, for the purposes appropriate to the business of this corporation.

Section 9. All instruments affecting the title to real estate owned by the corporation shall be executed upon the direction of the Board of Directors by the President and countersigned by the Secretary. All releases of mortgages, liens, judgments or other instruments required by law to be made of record may be executed upon the direction of the Board of Directors by the President and the Secretary.

Section 10. The corporation may borrow money for the purposes appropriate to its purposes, and the real estate of the corporation may be mortgaged or otherwise encumbered to secure loans made by the corporation subject to the approval of the Board of Directors.

ARTICLE IV Membership

Section 1. To be Eligible for membership in this corporation, a person must be classed as a leave-earning employee of an FSA County Office in the State of Iowa, or adjoining state to Iowa per National Association rule.

Section 2. He or she must show in good faith that he or she is interested in the purposes and objectives of this corporation.

Section 3. He or she must not be a member of any organization that asserts the right to strike against or advocate the overthrow of the government of the United States, and should he or she become a member of such an organization, membership in this corporation shall be immediately suspended.

Section 4. Retired FSA or ASCS County Office employees may be invited to become associate members of this corporation. Associate Membership invitations are also extended to all GS FSA employees and Retired GS FSA employees, all Iowa County Committee Members and to spouses of members.

ARTICLE V Board of Directors

Section 1. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. The Board of Directors shall consist of eighteen (18) members. There shall be nine (9) districts as determined by the Board of Directors from time to time. The Board of Directors shall include two (2) directors from each of the nine (9) districts. One (1) of the two (2) directors shall represent County Executive Directors and one (1) of the two (2) directors shall represent all other employees in the County Office. The immediate past president shall be an ex-officio member of the Board of Directors.

Section 3. There shall also be elected alternate directors. Two (2) alternate directors shall be elected from each of the nine (9) districts. One (1) of the two (2) alternate directors shall represent County Executive Directors and one (1) of the two (2) alternate directors shall represent all other employees in the County Office. Alternate directors shall serve in the absence of a director at any meeting requiring the directors' presence.

Section 4. The Board of Directors shall have the authority to appoint a director or alternate director, if necessary, until the next election.

Section 5. The Board of Directors will initially (After the 2017 IASCOE Convention) appoint four Directors at Large to serve on the Board of Directors (two coming from Districts 1, 3, 5, 7 or 9 and two coming from Districts 2, 4, 6 or 8). After the initial year (2017) of appointment, the Board of Directors will appoint two

Directors at Large from Districts 2, 4, 6, 8 in the even numbered years and the Board of Directors will appoint two Directors at Large from Districts 1, 3, 5, 7, 9 in the odd numbered years there after the initiation of the Directors at Large in the 2017 calendar year at the 2017 IASCOE Convention

The Director at Large will be appointed by a vote of the entire Board of Directors at a meeting held by the seated president of the association and a minimum of one half of the seated directors for the year. The vote will be a majority vote with a minimum of a quorum (one half) of the seated Directors present. If there is a tie there will be an alternate election until an appointment is agreed upon by the vote of the directors present. The election of the individual to be appointed to the Director at Large position will be noted fully in the minutes of the meeting.

The Director at Large will serve as a full voting director for the length of their term with no restrictions. There are no term limits to the amount of time that an individual can serve.

If a Director at Large is unable to serve, then an appointment of another individual will take place at the next meeting of the Board of Directors. All rules will need to be followed as in the original appointment process.

ARTICLE VI

Officers

Section 1. The officers of the corporation shall be (a) a President, (b) a Vice President, (c) a Secretary, (d) a Treasurer or (c) and (d) may be combined into one officer, a Secretary- Treasurer. The officers shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. The Board of Directors shall elect a President, Vice President, Secretary and Treasurer or a Secretary-Treasurer at the first meeting after the directors assume office. The officers shall be elected from the membership of the Board of Directors. The manner of nomination and election shall be by secret ballot.

Section 3. Neither the President nor the Vice President shall serve for more than two (2) consecutive terms.

Section 4. All of the officers shall be from a different district.

Section 5. The Treasurer or Secretary-Treasurer shall be bonded for a minimum of \$5,000, issued by an accredited firm and all funds of the Corporation shall be deposited in an accredited bank in the State of Iowa in the name of the Corporation. The Secretary or Treasurer or Secretary-Treasurer shall conduct the official correspondence of the Corporation, keep an accurate record of all transactions of the Corporation and keep an accurate record of the meetings of the Board of Directors. The Secretary or Treasurer or Secretary-Treasurer shall preside at meetings during the absence of the President and Vice President, collect dues from all members and disburse all moneys subject to the approval of the Board of Directors. The Treasurer or Secretary-Treasurer shall give an accurate financial report of the Corporation at each regular meeting and perform such duties as the Board of Directors may prescribe. The record books kept by the Treasurer or Secretary-Treasurer shall be audited by three (3) members of the Board of Directors, appointed by the President at the last annual meeting of the Board of Directors each year.

ARTICLE VII

Dues

Section 1. The annual dues for membership in the corporation shall be determined by the Board of Directors, provided, however, that the annual dues shall not exceed an amount determined by the general assembly at its annual meeting. The dues shall be payable in advance in annual installments payable by July 1, or paid by payroll deduction.

Section 2. Any member in arrears one month in payment of dues shall be suspended from the corporation and any member whose dues are in arrears for a period of three (3) months shall automatically cease to be a member of the corporation. Such member must reapply for membership as provided herein.

Section 3. Honorary Lifetime Members shall not be subject to the payment of dues.

ARTICLE VIII

Dividends

No dividends shall be declared, nor shall any distribution of property among the members be made until the dissolution of this corporation.

ARTICLE IX

Corporate Life

The legal life of this corporation began on January 7, 1960, by authority of the Secretary of State of State of Iowa. This corporation shall continue to operate as a not for pecuniary profit corporation and will have perpetual life unless sooner dissolved by a three-fourths vote of all members thereof, by an Act of the General Assembly, or by operation of law.

ARTICLE X

Meetings

Section 1. The annual meeting of the members shall be held during the month of April (unless otherwise established by the Board of Directors) of each year at a place and time determined by the Board of Directors. Notice of said meeting shall be given by mail, by electronic mail, or via webpage posting to all of the members by an officer of the corporation not less than ten (10) days prior to the annual meeting.

Section 2. Special meetings of the members may be called at any time by the President or by written petition of twenty (20) members. The time and place of such special meeting shall be at the discretion of the President, provided, however, that the President shall determine the time and place within ten (10) days from the time the petition is received. Special meetings may be held via electronic conference call.

Section 3. There shall be at least three (3) regular meetings of the Board of Directors at such time and place as the Board of Directors shall designate, provided, however, that the first meeting each year shall be held during the annual meeting of the members and shall be called to order by the immediate past president.

Section 4. Special meetings of the Board of Directors may be called at any time by the President or by written petition of four (4) directors. An officer of the corporation shall notify all directors at least three (3) days prior to the meeting.

Section 5. Any Notice required under this Article shall be delivered either personally, by mail, by electronic

mail, by facsimile or posted to the corporation's website. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereto prepaid. Any director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such 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 conveyed. Except for special meetings, neither the business to be transacted at the meeting nor the purpose of the meeting need to be specified in the notice or waiver of notice such meeting unless specifically required by law or by these By-Laws.

Section 6. Ten (10) directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each director shall be entitled to one (1) vote and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is specifically required by these By-Laws, by the corporation's Articles of Incorporation or by law. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. No director or alternate director may vote at any meeting of directors without a quorum.

Section 7. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail, return receipt requested, to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 8. Directors shall not receive compensation for their service to this board as such, however the directors shall be compensated for reimbursable as set forth by ARTICLE XIII of this document.

Section 9. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, is signed by all the directors or committee members entitled to vote upon such action at a meeting. Such consent (which may be signed in counterparts) shall have the same force and effect as the unanimous vote of the directors or committee members.

Section 10. The term of elected directors and alternate directors shall be two (2) years on a staggered basis, except for appointments made under Section 4 of Article VI herein.

Section 11. All members of the Board of Directors shall be elected by the members of the corporation in their district. This election shall be by mail. Notice of such election shall be given by the Secretary or Secretary-Treasurer of the corporation on or about the 1st of November each year with ballots to be returned by December 15th. The elected Board Members shall take office immediately following the annual meeting.

Section 12. The Board of Directors so elected shall elect a President, Vice President, Treasurer, and Secretary or Secretary-Treasurer at the first meeting after the directors assume office. The officers so elected shall be from the membership of the Board of Directors. The manner of nomination and election shall be by secret ballot. All of the officers shall be from a different district.

ARTICLE XI

Exemption of Private Property

The private property of the officers and members of this corporation shall not be liable for the debts or liabilities of this corporation but shall be exempt therefrom.

ARTICLE XII

Seal

The corporation shall have no seal.

ARTICLE XIII

Policies of the Board of Directors

Section 1. The President and Vice President are the delegates to both the National Convention and the Midwest Area Rally. The Treasurer, Secretary or Board of Directors designee is the alternate delegate to both the National Convention and the Midwest Area Rally. Delegates and alternate delegate shall be compensated for reimbursable as set forth by ARTICLE XIII Section 3 & 4 of this document.

Section 2. Membership is based on the number of regular full-time employees on the rolls July 1. Since policy regarding membership at the National level considers membership at 100% when an employee retires or resigns after July 1, but before December 31, the policy will be the same as that of the National (example: employee on county office payroll July 1, resigns, hired at state level or retires July 2, but before December 31, the county shall be considered 100% for that year).

Section 3. The corporation shall pay the smaller of one-half of the government mileage rate rounding down to the whole cent or airfare; plus registration, banquet ticket and lodging for two (2) delegates and one (1) alternate delegate to the National Convention and Midwest Area Rally. For out-of-state conventions the corporation shall pay one-half of the government mileage rate round down to the whole cent for one (1) vehicle, lodging for two (2) directors at a single room rate. If two (2) or more directors drive, mileage can be divided. The same policy shall apply for lodging. If no director attends but a member does, he or she can be reimbursed the same rate as a director.

Section 4. The corporation shall pay one-half of the government mileage rate rounding down to the whole cent to all directors and alternate directors attending regular meetings of the Board of Directors, any Special meetings of the Board of Directors.

Section 5. Board of Directors attending the IASCOE State Convention the corporation shall pay one-half of the government mileage rate round down to the whole cent for one (1) vehicle, lodging at a single room rate. If no director attends from the designated district but a member does in their place, he or she can be reimbursed the same rate as a director. IASCOE Committee members attending the IASCOE State Convention the corporation shall pay them lodging at a single room rate for one night. If no committee member attends from the designated district but a member does in their place, he or she can be reimbursed the same rate as the committee member.

Section 6. NASCOE award winners- the corporation shall pay for all of the expenses that NASCOE does not reimburse them for. Examples are: pay smaller of one-half of the government mileage rate rounding down to the whole cent or airfare, registration fee, banquet ticket and lodging (one (1) room).

Section 7. Area Committee Chairs will be reimbursed for the difference between the expenses they occur at the National Convention and the Area Rally that NASCOE does not reimburse them for. Examples: NASCOE pays \$250 for attending the entire National Convention, providing reports and participating in the Committee and Area Meetings. NASCOE pays \$150 for attending the entire Area Rally, participating and providing reports.

ARTICLE XIV

Severability

The invalidity of any provision of these By-Laws shall not affect the other provisions hereof, and in such event these By-Laws shall be construed in all respects as if such invalid provisions were omitted.

ARTICLE XV

Amendments

Section 1 These By-Laws may be amended at any regular or special meeting of the Board of Directors by a vote of two-thirds of the directors present, provided, however, that a copy of the proposed amendment shall be sent to; by mail, by electronic mail, or by facsimile, to all managers of each county, or made available via IASCOE website and/or IASCOE Newsletter, not later than two weeks immediately preceding the meeting at which the proposed amendment is voted on.