

**AMENDED AND RESTATED BYLAWS
OF
SIOUXLAND HUMAN INVESTMENT PARTNERSHIP**

ARTICLE ONE - OFFICES

1.1 Principal Office. The principal office of the Corporation in the State of Iowa shall be located in the city of Sioux City, County of Woodbury. The Corporation may have other offices, either within or outside of the State of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

1.2 Registered Office and Registered Agent. The Corporation shall maintain in the State of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE TWO - MEMBERS

The Corporation shall have no members.

ARTICLE THREE - BOARD OF DIRECTORS

3.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Iowa.

3.2 Number and Terms. The Board of Directors shall consist of not less than eight (8) or more than twenty-five (25) members as determined by resolution of the Board of Directors from time to time. Except as provided below, each Director shall be elected to a three (3) year term commencing at the annual meeting when elected and continuing until a successor is elected and qualified at the annual meeting held at the end of the Director's term. Directors elected to serve three-year terms shall serve staggered terms so that one-third (1/3) of the elected Directors shall be elected annually for a term of three years. A Director may not serve more than two consecutive full terms. A Director who has served two consecutive full terms is eligible to be elected again following a one-year absence from the Board.

In addition, the immediate past chairperson, if his or her term as a member of the Board of Directors has expired, shall continue as a voting member of the Board for one year. The Executive Director of the Corporation shall also be an ex-officio non-voting member of the Board. An ex-officio Director shall be permitted to participate on the Board but shall not be permitted to vote on any matter nor be counted as a Board member for purposes of a quorum, for any voting requirements or for other manner of acting.

3.3 Qualifications. The membership of the Board of Directors shall satisfy the statutory requirements that are necessary for the Board to be a decategorization governance board as defined under Iowa law. This includes, but is not limited to, the individuals holding the following positions: (1) Service Area Manager - Iowa Department of Human Services and (2) Chief - Juvenile Court Services. The individuals serving on the Board as the Service Area Manager - Iowa Department of Human Services and

as the Chief - Juvenile Court Services may serve as long as each person holds such position and shall not be subject to the term limits imposed on Board members. The individuals serving on the Board as a representative of the Woodbury County Board of Supervisors or as a representative from Ida County shall be subject to the term limits imposed upon Board members.

The membership of the Board of Directors shall also satisfy the statutory requirements that are necessary for the Board to be a community early childhood Iowa board as defined under Iowa law. This includes, but is not limited to, individuals representing the following areas: (1) early care, (2) education, (3) health, (4) human services, (5) business, (6) faith, and (7) parent, grandparent or guardian of a child that is a newborn through age 5. The individuals serving on the Board as representatives of the required positions for Early Childhood Iowa shall be subject to the term limits imposed upon Board members.

In addition, the membership of the Board of Directors shall include (1) a representative of the Woodbury County Board of Supervisors, and (2) two representatives from Ida County. The individuals serving on the Board as a representative of the Woodbury County Board of Supervisors or as a representative from Ida County shall be subject to the term limits imposed upon Board members.

3.4 Recruitment. Any Director, the Executive Director or any employee may nominate candidates for a seat on the Board of Directors. The Executive Committee shall review and contact candidates and make a recommendation to the Board of Directors.

3.5 Election. The election of Directors shall be at the annual meeting of the Board of Directors. The election of a Director shall be by the affirmative vote of the Directors then in office and qualified to vote. A Director shall always be qualified to vote for a Director unless voting for him or herself. Each Director shall hold office until the annual meeting of the Board of Directors at the expiration of his or her term and until his or her successor shall have been elected and qualified.

3.6 Annual Meeting. The annual meeting of the Board of Directors shall be held each year in the month of June at a time, place and date as fixed by the Board of Directors in a previous meeting. At each annual meeting, the election of the Directors shall take place and such other business shall be transacted as may be properly presented to such meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the Board as soon thereafter as conveniently may be held.

3.7 Regular Meetings. The regular meeting of the Board of Directors shall be held at least quarterly on such date as the Board of Directors shall by resolution specify. The Board of Directors may provide by resolution the date, time and place, either within or outside of the State of Iowa, for the holding of additional regular meetings of the Board.

3.8 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Chairperson or any three Directors. The persons authorized to call special meetings of the Board may fix any place, either within or outside of the state of Iowa, as the place for holding any special meeting of the Board called by them.

3.9 Notice to Directors. Notice of any special meeting of the Board of Directors shall be given at

least two days previously by written notice delivered personally or sent by mail, fax or other electronic means to each Director at the Director's address as shown by the records of the Corporation. 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 prepaid. If notice is given by fax or other electronic means, it shall be deemed to be delivered when successfully transmitted to the recipient. Any Director may waive notice of any 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 convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

3.10 Notice to Public. Notice of any meeting of the Board of Directors shall be posted on the bulletin board in the hall outside of the SHIP office (located in Suite 200 of the Northwest AEA, 1520 Morningside Avenue, Sioux City, Iowa 51106) and will be given by written notice delivered personally or sent by mail, fax or other electronic means to media outlets in Ida County and Woodbury County at least 24 hours prior to the meeting. Meeting agendas will also be posted to the Corporation's website at least 24 hours prior to the meeting: <http://siouxlandship.org/ship-board/>.

3.11 Place of Meetings, etc. The Board of Directors may hold its meetings at such place or places within or without the State of Iowa, as the Board may from time to time determine. The Board of Directors shall hold at least one meeting annually in Ida County or Correctionville, Iowa. A Director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

3.12 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.13 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. The following matters shall require the affirmative vote of at least two-thirds (2/3) of the total membership of the Board of Directors:

- A. The purchase, sale or mortgage of real estate (or the decision to undertake the construction or major remodeling of any real estate).
- B. The removal of a member from the Board of Directors.
- C. Amending or repealing the Bylaws.
- D. The removal of the Executive Director.
- E. Awarding a contract to a for profit agency.

3.14 Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. If the vacant seat is a position required by Section 3.3 of these Bylaws (decategorization governing board or an early childhood Iowa board), the Board shall fill such vacancy within sixty (60) days of the event creating the

vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

3.15 Resignation. Any Director of the Corporation may resign at any time by delivering written notice to the president, the Board of Directors, or the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

3.16 Removal. A Director may be removed from office, with or without cause at a meeting called specifically for that purpose by the affirmative vote of not less than two-thirds (2/3) of the total membership of the Board of Directors. The Director being considered for removal shall not be allowed to vote on such matter. For determining the number of Directors that make up two-thirds (2/3) of the Board of Directors, the total number of Directors then in office less the Director being considered shall be used.

3.17 Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing contained here shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for such services.

3.18 Informal Action by Directors. Any action required by law to be taken at a meeting of 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 out the action so taken, shall be signed by all of the Directors. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the Corporation prior to the delivery to the Corporation of unrevoked written consents signed by all of the Directors. The Director consent or revocation may be transmitted electronically.

3.19 Attendance. All Directors are expected to exercise appropriate due diligence in preparing for and attending all meetings of the Board of Directors. A Director that encounters a conflict that prevents the Director from attending a meeting shall immediately notify a member of the Executive Committee. The Executive Committee may recommend appropriate action, including removal, if necessary, to the Board.

ARTICLE FOUR - OFFICERS

4.1 Officers. The officers of the Corporation shall be a President (also may be referred to as Chairperson), one or more vice-presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint the other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person.

4.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been elected and shall have qualified.

4.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served by such Director's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4.4 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.

4.5 President. The President shall be the chief executive officer of the Corporation and, subject to the direction and under the supervision of the Board of Directors, shall have general supervision and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall be responsible to the Board of Directors for the proper performance of the President's duties and shall be appointed by and serve at the pleasure of the Board of Directors.

4.6 Vice-President. The Vice-President(s) shall be selected by the President and employed by the Corporation to assist the President. In the event of the President's inability or refusal to act, the Vice-President (or in the event there be more than one vice-president, the vice-presidents in the order of their appointment) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as may be assigned by the President or by the Board of Directors.

4.7 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source; and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws (Contracts, Checks, Deposits and Funds); and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by the President or by the Board of Directors.

4.8 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office, fax and electronic mail address of each member of the Board of Directors which shall be furnished to the Secretary by that Board member; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

ARTICLE FIVE - COMMITTEES

5.1 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of

two or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to authorized distributions; approve or recommend dissolution, merger, or sale, pledge, or transfer of all or substantially all of the Corporation's assets; elect, appoint, or remove Directors or fill vacancies on the Board or any of its committees; or adopt, amend, or repeal the articles or bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law. The Board of Directors shall have the following standing committees:

- A. Executive Committee. The Executive Committee shall be composed of the officers of the Corporation and the immediate past chairperson. It shall have the duty and authority to act between Board meetings in the management of the Corporation, and in cases of emergency, and to make recommendations to the Board. A member of the Board of Directors may be appointed by the President to serve on this Committee as a member at large. The Committee shall be accountable to the Board of Directors for all interim action taken and will make written report thereof to the Board. The Executive Committee shall have the authority to determine if sufficient cause exists for requesting the resignation of a director and, if so, to make such recommendation to the Board of Directors for its consideration.
- B. Decategorization Committee. This Committee is responsible for recommending to the Board of Directors the programs to receive funding in Woodbury County and the allocation of funds to such programs.
- C. Woodbury County Early Childhood Iowa Committee. This Committee is responsible for recommending to the Board of Directors the programs to receive funding in Woodbury County and the allocation of funds to such programs.
- D. Ida County Early Childhood Iowa Committee. This Committee is responsible for recommending to the Board of Directors the individuals to serve on the Board of Directors as the representatives of Ida County. It shall be responsible for evaluation of the Board members representing Ida County and may also recommend removal of either representative. Except for the two Directors appointed by the Board, this Committee shall select its own members. The Committee shall recommend to the Board of Directors the programs to receive funding in Ida County and the allocation of the funds to such programs.

5.2 Other Committees. Other committees may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, the President of the Corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

5.3 Term of Office. Each member of a committee shall continue as a member until the next annual meeting of the Directors of the Corporation and until the member's successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

5.4 Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

5.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5.7 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE SIX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

6.2 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by those officers or agents of the Corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or a Vice-President of the Corporation.

6.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the Board of Directors may select.

6.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE SEVEN - BOOKS AND RECORDS

7.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

7.2 Director's Access to Records. A Director is entitled to inspect and copy the books, records, and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

7.3 Public's Access to Records. Every person shall have the right to examine and copy a public record (as defined by Iowa Code Chapter 22, the Iowa Open Records Law) and to publish or otherwise disseminate a public record or the information contained in a public record. Any member of the public

may make a request by phone (712-222-6389) to see public records during normal business hours (8-4:30, Monday through Friday) at the Corporation's office, located in Suite 200 at the Northwest AEA, 1520 Morningside Avenue, Sioux City, Iowa 51106. The examination and copying of public records shall be done under the supervision of the Corporation or its authorized designee. To the extent permitted by the Iowa Open Records Law, the Corporation may charge a reasonable fee for the services of the Corporation or the Corporation's authorized designee in copying and supervising the examination and copying of the records.

ARTICLE EIGHT - INDEMNIFICATION

8.1 Actions Against Directors, Officers, Employees and Volunteers. Except for any prohibition against indemnification set forth in these Bylaws or Iowa Code Chapter 504, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (other than an action by or in the right of the Corporation) by reason of the fact the person is or was a director, officer, employee or volunteer of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer or employee of another corporation, partnership, joint venture, limited liability company, employee benefit plan, trust or other enterprise, to the fullest extent possible, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding.

8.2 Standard for Permissible Indemnification. The Corporation may indemnify a director, officer, employee or volunteer of the Corporation if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

8.3 Mandatory Indemnification. To the extent that a director, officer, employee or volunteer of the Corporation has been successful on the merits or otherwise, in the defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, that person shall be indemnified against reasonable expenses (including attorneys' fees) actually incurred in connection therewith.

8.4 Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the member, director, trustee or officer to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

8.5 Right Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, statute, vote of disinterested directors or otherwise. The right of indemnification provided by

this Article shall continue as to a person who has ceased to be a member, director, trustee or officer, and shall inure to the benefit of the heirs, executors and administrators of any person indemnified under this Article.

8.6 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or volunteer of the Corporation, or who was serving at the request of the Corporation as a member, director, officer or employee of another corporation, partnership, joint venture, limited liability company, employee benefit plan, trust or other enterprise, against any liability asserted against that person and incurred in any such capacity or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article. The Corporation's obligation to make indemnification and pay expenses under this Article shall be in excess of any insurance purchased and maintained by the Corporation, but such insurance, if any, shall be the primary source of indemnification. To the extent that indemnity or expenses of a person entitled to indemnification are paid on behalf of or to such person by insurance, such payments shall be deemed in satisfaction of the Corporation's obligations to such person under this Article.

8.7 Actions Covered. This Article shall be applicable to all claims, actions, suits or proceedings whether arising from acts or omissions occurring before or after the adoption hereof.

ARTICLE NINE - CONFLICT OF INTEREST

9.1 Abstention From Discussion and Voting. No Director or committee member shall vote on any matter which would involve a conflict of interest.

9.2 Definition. Conflict of interest shall be considered to exist only when a Director or committee member has a financial interest in the matter being considered, is an employee of the organization under consideration, is a relative to the third degree of consanguinity, or may otherwise derive benefit from the matter under consideration.

9.3 Procedure. Whenever a Director or Committee member has cause to believe that a matter to be voted upon would involve him or her in a possible conflict of interest, the Director shall announce such possible conflict of interest. Any person may raise the question of conflict of interest or possible conflict of interest with respect to any Director or committee member present. The question so raised shall be decided by a majority vote of the remaining Directors or Committee members who do not have a conflict of interest in the question so raised.

9.4 Recusal. Whenever a conflict of interest is found to exist with respect to any Director or committee member, such Director or committee member shall recuse himself or herself until the matter at hand has been concluded.

ARTICLE TEN - MISCELLANEOUS

10.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

10.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of the

Revised Iowa Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

10.3 Electronic Transmission. “Electronic transmission” or “electronically transmitted” means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

10.4 Amendments to Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of at least two-thirds (2/3) of the Directors then in office and qualified to vote at any two consecutive regular and/or special meetings of the Board of Directors.

10.5 Annual Review of Bylaws. The Board of Directors shall review the Bylaws, at least annually, at any regular or special meeting of the Board of Directors as determined by the Directors.

10.6 Iowa Code Reference. The Amended and Restated Bylaws were prepared in accordance with Iowa Code Chapters 21, 22 and 69.

These Amended and Restated Bylaws have been adopted by the Board of Directors of the 21st day of JUNE, 2021.

SIOUXLAND HUMAN INVESTMENT PARTNERSHIP

By: Amy Bloch
President

6/21/2021
Date

By: [Signature]
Secretary

6/21/21
Date