

# BYLAWS OF

Ankeny Alumni Association, Inc.

**COPY**

## ARTICLE I

### OBJECTS

Ankeny Alumni Association, Inc., (hereinafter call the "Corporation"), will conduct its activities to promote the purposes for which it was organized as set forth in the Articles of Incorporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in the Articles of Incorporation. No Substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on:

- a. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or
- b. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

## ARTICLE II

### OFFICES

**Section 2.1. Principal Office.** The principal office of the Corporation in the State of Iowa shall be located in the City of Ankeny, County of Polk. 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 2.2. Registered Office.** The registered office of the Corporation required by the Iowa Nonprofit Corporation Act, Iowa Code Chapter 504A, to be maintained in the State of Iowa 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.

**Section 3.6. Fixing of Record Date.** For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, the date on which notice of the meeting is mailed shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this Section 3.6, such determination shall apply to any adjournment thereof not in excess of one hundred twenty (120) days.

**Section 3.7. Voting List.** For any annual or special meeting, the Secretary shall prepare an alphabetical list of the names of all Members who are entitled to notice of the Members' meeting. The list must show the address of each Member. The Members' list must be available for inspection by any Member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, or a member's agent or attorney, is entitled on written demand to inspect and, subject to the requirements of law, to copy the list, during regular business hours and at the person's expense, during the period it is available for inspection. The Corporation shall make the Members' list available at the meeting, and any Member, or a Member's agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment.

**Section 3.8. Quorum.** One-tenth (1/10) of the number of the Members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If a quorum is present, the affirmative vote of a majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number or voting by classes is required by the Iowa Nonprofit Corporation Act, the Articles of Incorporation, or by these Bylaws. If less than one-tenth (1/10) of the Members are represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time.

When a meeting is adjourned to another place, date or time, notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than one hundred twenty (120) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, notice of the place, date and time of the adjourned meeting shall be given in conformity herewith, at such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

**Section 3.9. Organization.**

- a. Such person as the Board of Directors may have designated, or, in the absence of such a person, the President, or in his or her absence, such person as shall be designated by a majority of the Members present at the meeting, shall call meetings of the members to order and shall act as Chairperson of such meetings.
- b. the Secretary of the Corporation shall act as Secretary at all meetings of the Members, but, in the absence of the Secretary at any meeting of the Members, the presiding officer may appoint any person to act as Secretary of the meeting.

**Section 3.10. Proxies.** At all meetings of members, a Member may vote either in person or by proxy appointed in writing by the member or by their duly authorized attorney in fact. Such appointment of a proxy is effective when received by the secretary of the Corporation, or other officer or agent authorized to tabulate votes, before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the appointment form.

**Section 3.11. Voting of Members.**

- a. Every Member, who has paid their dues in any given year, entitled to vote may vote in person or by proxy. Except as otherwise provided by law or the Articles of Incorporation, each Member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of Members.
- b. The Members having the right to vote at any meeting shall only be those of record on the books of the Corporation, on the record date fixed pursuant to the provisions of Section 3.6 of these Bylaws or by law.
- c. A membership interest of the Corporation held by another corporation, if a majority of the shares or membership interests entitled to vote of the election of directors of such other corporation is held by the Corporation, shall not be voted at any meeting.
- d. Voting by Members on any questions or in any election may be viva voce unless the Chairperson of the meeting shall order or any Member shall demand that voting be by ballot. On a vote by ballot, each ballot shall be signed by the member voting, or in the member's name by proxy, if there be such proxy.

**Section 3.12. Inspectors.** The Board of Directors in advance of any meeting of Members may (but shall not be obliged to) appoint inspectors to act as such meeting or any adjournment thereof. If inspectors are not so appointed, the officer or person acting as Chairperson of any such meeting, and on the request of any Member or his proxy, shall make such appointment. In case any person appointed as inspector shall fail to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting, or at the meeting by the officer or person acting as Chairperson. The inspectors shall register proxies, determine the number of Members represented at the meeting, the voting power of each, the existence of a quorum, the authenticity, validity and effect of proxies, receive votes, ballots, assents or consents, hear and determine all challenges and questions in any way arising in connection with the vote, count and tabulate all votes, assents and consents, determine and announce the result, and do such acts as may appear proper to conduct the election or vote with fairness to all Members. The maximum number of such inspectors appointed shall be three (3), and no inspector, whither appointed by the Board of Directors or by the officer or person acting as Chairperson, need be a member.

**Section 3.13. Action by Consent of Members in Lieu of Meeting.** Any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, describing the action so taken, shall be signed by all the Members entitled to vote at a meeting at which all Members entitled to vote on the action were present and voted, and are delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

**Section 3.14. Conduct of Business.** The Chairperson of any meeting of Members shall determine the order of business and procedure at the meeting, including such regulation of the conduct of business as seem to him or her to be in order.

## ARTICLE IV

### BOARD OF DIRECTORS

**Section 4.1. General Powers.** Subject always to the authority of the Members, the business and affairs of the Corporation shall be managed by its Board of Directors, and the Board of Directors shall have authority to establish methods of contributions, accept or reject contributions, or to provide for any other restrictions, qualifications or levels relating to contributions which it in its discretion deems necessary, subject to applicable legal requirements.

In accepting gifts, bequest, and devises it is the intention that the directors will manage the affairs in such a manner so as to comply with the meaning of the terms and limitations of the Articles of Incorporation and these Bylaws so that such actions will not jeopardize the federal income tax exemption of this Corporation pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or as may be amended.

**Section 4.2. Number, Tenure and Qualifications.** The number of directors of the Corporation shall be not less than five (5) nor more than nine (9), as the Board of Directors may from time to time determine by resolution. Each shall serve until his or her successor shall have been appointed and qualified, subject to resignation or removal as provided in the Articles of Incorporation. Each director shall be elected to a term of one (1) year. The Directors shall be Members of the Corporation.

**Section 4.3. Annual and Regular Meetings.** An annual meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Iowa, for the holding of additional regular meetings without other notice than such resolution.

**Section 4.4. Special Meetings.** Special Meetings of the Board of Directors may be called by or at the request of the President, Chairperson of the Board, or twenty percent (20%) of the directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Sate of Iowa, as the place for holding any special meeting of the Board of Directors called by them.

**Section 4.5. Notice.** Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally or mailed to each director at his or her personal or business address. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when 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. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 4.6. Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

**Section 4.7. Vacancies.** Any vacancy occurring in the Board of Directors and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of directors may be filled by election by a majority of the then sitting Directors of the Corporation. A director so elected shall serve the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be.

**Section 4.8. Presumption of Assent.** 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 registered mail 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 4.9. Informal Action by Directors.** Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. For purposes hereof, facsimile signatures shall be adequate to show consent.

**Section 4.10. Resignation and Removal.** Resignation or removal of directors shall only be by procedure therefore provided in the Articles of Incorporation.

**Section 4.11. Compensation.** Directors shall serve without compensation, except reasonable expenses may be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain the services of a director other than in his or her capacity as a director and the director may be compensated for services so rendered as the Board of Directors may from time to time deem appropriate.

## ARTICLE V

### OFFICERS

**Section 5.1. Officers' Appointment and Term of Office.** The Officers of the Corporation shall be a President, Vice President, Secretary, and a Treasurer. They shall be elected annually at the annual meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly appointed and shall have qualified or until his or her death, resignation or removal.

**Section 5.2. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in accordance with the provisions of these Bylaws with respect to the original appointment to such office.

**Section 5.3. President.** The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto 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 thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 5.4. Executive Vice president and Vice President.** In the absence of the President or in the event of the President's death, inability or refusal to act, the Executive Vice president 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. In the absence of the President and the Executive Vice President, or in the event of their deaths, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all the restrictions upon the President.

**Section 5.5. Secretary.** The Secretary shall:

- a. keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose;
- b. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c. be custodian of the corporate records;
- d. keep a register of the post office address of each member of the Board of Directors which shall be furnished to the Secretary by such member; and
- e. in general perform all duties incident to the office of Secretary 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 5.6. Treasurer.** The Treasurer shall be the chief financial officer of the Corporation and shall:

- a. have charge and custody of and be responsible for all funds and property of the Corporation;
- b. receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies 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;
- c. compile and distribute annually to each director a report of the activities of the Corporation, including a statement of receipts and expenditures; and
- d. in general, perform all of the 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 Board of Directors.

The Treasurer may be required to give a bond at the expense of the Corporation for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**Section 5.7. Resignation.** Any officer may at anytime resign by serving written notice thereof on the Board of Directors. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and, unless otherwise specified therein, acceptance thereof shall not be necessary to make it effective.

**Section 5.8. Removal.** Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

**Section 5.9. Assistant and Acting Officers – Executive Director.** The Board of Directors or any officer, duly authorized by the Board of Directors, may appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever it is impractical for such officer to act personally, and such assistant or acting officer may perform all the duties of the office to which appointed as assistant, except as such power may otherwise be defined or restricted by the Board or the appointing officer.

The Board of Directors is hereby explicitly authorized to, in its discretion, appoint a full or part-time Executive Director to assist each of the Corporation's officers in the conduct of their duties and the business of the Corporation. An officer or director of the Corporation or any other person may serve as Executive Director. The Executive Director shall manage the regular business and affairs of the Corporation and shall have other such powers and duties as the Board of Directors shall specify.

**Section 5.10. Salaries.** The President, Executive Vice President, Vice President, Secretary and Treasurer shall serve without compensation, except that reasonable expense shall be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain the services of the President, Secretary and Treasurer other than in their capacity as such officers and they may be compensated for services so rendered as the Board of Directors may from time to time deem appropriate.

The salaries of all assistant officers and acting officers, including an Executive Director if appointed, shall be fixed from time to time by the Board of Directors.

## ARTICLE VI

### INDEMNIFICATION

**Section 6.1. Indemnification.** Except for any prohibition against indemnification specifically set forth in these Bylaws or in Iowa Code Chapter 504A, at the time indemnification is sought by any Member, director, officer, employee, volunteer or agent of the Corporation, the Corporation shall indemnify any person who was or is a part or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Member, director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise (such serving as a member, director, officer, employee or agent of the

Corporation or at the request of the Corporation referred to herein as "serving on behalf of or at the Corporation's request"), against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding 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 interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or conduct was unlawful.

**Section 6.2. Indemnification: Further Provisions.** If a member, director, officer, employee, volunteer or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Any other indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of such person is proper because he or she has met the applicable standard of conduct set forth in Section 1; such determination shall be made:

- a. by the Board of Directors by a majority vote or a quorum consisting of directors not parties to such action, suit or proceedings, or
- b. in a written opinion by special independent counsel selected by the Board of Directors by a majority vote or a quorum consisting of directors not parties to such action, suit or proceedings, or
- c. if the requisite quorum of the full Board of Directors cannot be obtained through disinterested directors, in a written opinion by special independent legal counsel selected by a majority vote of the full Board of Directors in which directors who are parties may participate. Expenses incurred by defending a civil or criminal action, suit or proceedings as authorized in the manner provided in this Section 2, upon receipt of an undertaking by or on behalf of such person that such person believes in good faith that he or she has met the applicable standard of conduct set forth in Section 1 and that such person will repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized herein, shall be advanced by the Corporation. The indemnification and advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any provision in the Articles of Incorporation or Bylaws, any agreement, any vote of Members or disinterested directors, or otherwise, both as to actions in the person's official capacity entitling the person to indemnification and advancement of expenses under these provisions and as to actions in other capacities concurrently held by those seeking indemnification or advancement of expenses. However, no person shall be provided indemnification by any provision of the Articles of Incorporation or Bylaws, by any agreement, or otherwise, for any breach of a duty of loyalty to the Corporation or its Members, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit. The indemnification provided herein shall

continue as to a person who has ceased to be a Member, director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the Corporation's request against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions hereof.

## ARTICLE VII

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

**Section 7.1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, 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.

**Section 7.2. Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The Corporation shall make no loan to any officer or director of the Corporation.

**Section 7.3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or such other officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 7.4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE VIII

### WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or director of the Corporation under the provisions of the Articles of incorporation or under the provisions of the Iowa Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. For purposes hereof, facsimile signatures shall be adequate to show consent for such waiver.

## ARTICLE IX

### FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

## ARTICLE X

### SEAL

The Corporation shall have no corporate seal.

## ARTICLE XI

### AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of all members of the Board of Directors at any regular meeting or any special meeting of the Board of Directors called for that purpose.

## ARTICLE XII

### COMMITTEES FO THE BOARD OF DIRECTORS

**Section 12.1. General.** The Board of Directors by resolution may establish and appoint standing and special committees as shall be deemed desirable for the endeavors of the Corporation. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers, except those specifically conferred by action of the Board of Directors. Upon the completion of the task(s) assigned to any special committee, the special committee shall be discharged. The establishment or appointment of committees and any delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him or her by law.

**Section 12.2. Committee Membership.** Persons who are not directors or officers of the Corporation may be appointed to serve on standing or special committees. All standing or special committee members shall serve at the pleasure of the Board of Directors. The Board of Directors shall review and reappoint persons to membership on all standing and special committees at the Board of Directors' annual meeting..

**Section 12.3. Reports.** Except as otherwise provided in the Board of Directors' resolution approving the establishment and appointment of a standing or special committee, all committees shall maintain written minutes of their meetings which shall be available to the Board of Directors. Each committee shall report in writing to the Board of Directors as necessary and shall, at a minimum, submit a written report of the committee's activities at the Board of Directors' annual meeting.

**Section 12.4. Meetings.** All committees shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties.

## ARTICLE XIII

### EXECUTIVE COMMITTEE

**Section 13.1. Appointment.** An Executive Committee may be appointed by the Board of Directors and shall consist of the following persons: President, Secretary and Treasurer, so long as each is a director of the Corporation.

**Section 13.2. Authority.** The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such powers and authority shall be limited by resolution of the Board of Directors and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the Members the sale, lease or other disposition of all or substantially all of the assets of the Corporation otherwise than in the usual and regular course of its business, recommending to the Members a voluntary dissolution of the Corporation or a revocation thereof, or amending the Bylaws of the Corporation.

**Section 13.3. Meetings.** Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time. Special meetings of the Executive Committee may be called by any member thereof upon not less than three (3) days' notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her personal or business address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

**Section 13.4. Quorum.** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and any action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

**Section 13.5. Action Without a Meeting.** Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee.

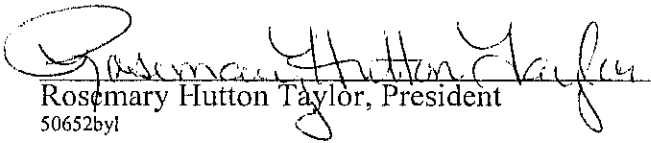
**Section 13.6. Procedure.** The Executive Committee may establish its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

The foregoing are the Bylaws of Team Focus, Inc., duly adopted at the organizational meeting of the Board of Directors of the Corporation held on the 5<sup>th</sup> day of May, 2004.

**Ankeny Alumni Association, Inc.**

  
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Tammy Reese Gray, Secretary

Attest:

  
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Rosemary Hutton Taylor, President  
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