



**BYLAWS OF  
RONALD McDONALD HOUSE CHARITIES (RMHC)  
OF EASTERN IOWA & WESTERN ILLINOIS, INC.**

**ARTICLE I**

**OFFICES**

Section 1.1. Principal offices. The principal office of the corporation shall be 730 Hawkins Drive, Iowa City, Iowa 52246.

Section 1.2. Registered Office. The registered office of the corporation shall be 730 Hawkins Drive, Iowa City, Iowa 52246.

**ARTICLE II**

**PURPOSES**

Section 2.1. The purposes and objects for which the Corporation is organized and the powers of the Corporation shall be:

2.1.1. To operate exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to other Section 501(c)(3) organizations as a nonprofit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law, with all of its activities so conducted;

2.1.2. To establish, maintain, operate and support either directly, through subsidiary organizations, or in cooperation with other organizations, such activities, facilities and programs as a nonprofit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as amended from time to time; and

2.1.3. To possess and exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations by the Iowa Revised Nonprofit Corporation Act, Chapter 504 of the Code of Iowa (2013), as amended from time to time.

## **ARTICLE III**

### **LIMITATIONS AND CONDITIONS**

Section 3.1. The Corporation shall be subject to the following limitations and conditions:

3.1.1. The Corporation shall be operated exclusively for those purposes allowed an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or the corresponding provisions of any future United States Internal Revenue Tax Law;

3.1.2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered;

3.1.3. 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;

3.1.4. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other 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 provisions 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 provisions of any future United States Internal Revenue law; and

3.1.5. If at any time this Corporation is dissolved or liquidated, wholly or partially, all of the assets of the Corporation remaining after payment of all liabilities and obligations shall be disposed of exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), or to a local, state or Federal Government to be used exclusively for public purposes, as the Board of Directors shall determine.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

Section 4.1. General Powers. The property, business and affairs of the

Corporation shall be managed under the direction of the Board of Directors (the "Board"). The Board shall have full power, authority, responsibilities and obligations given the Board of Directors of a nonprofit corporation under the laws of the State of Iowa, provided, however, that the following actions shall not be authorized or implemented until approved by the Member:

4.1.1. the interpretation of or any change in a statement of mission, philosophy, role, or purpose of the Corporation or any affiliate;

4.1.2. the adoption of amendments to the Articles of Incorporation, Bylaws or other governing documents of the Corporation or any affiliate;

4.1.3. the merger, dissolution, consolidation or reorganization of the Corporation or any affiliate;

4.1.4. the formation or restructuring of affiliates;

4.1.5. the acquisition, sale, lease, transfer, encumbrance, or other alienation of property of the Corporation or any affiliate, other than in the usual and regular course, when such acquisition, sale lease, transfer, encumbrance, or other alienation is above specified financial levels set in accordance with policies established by the Member;

4.1.6. the adoption or authorization of annual capital and operating budgets of the Corporation or any affiliate or the making of non-budgeted expenditures (including donations, contributions, grants or gifts) in excess of financial levels set in accordance with policies established by the Member;

4.1.7. the incurrence of debt or the guarantee of the debt of another by the Corporation or an affiliate which is in excess of such limits as are established by the Member;

4.1.8. the adoption of a plan of distribution or disposition of the assets of the Corporation or any affiliate at the time of its dissolution;

4.1.9. the adoption or approval of strategic and long-range financial plans for the Corporation or any affiliate;

4.1.10. the adoption of an internal auditing program for the Corporation or any affiliate;

4.1.11. the adoption of or amendment to any grant making policy, procedure or practice which provides for the approval or making of grants and

gifts under terms which vary from any financial control policy or other policy of the Member; and

4.1.12. any action which is reserved as the right and power of the Member in the Articles of Incorporation or these Bylaws.

For purposes of these Bylaws, an affiliate means any corporation, association, partnership, trust, joint venture or other entity directly or indirectly controlled by the Corporation, either through the ability to elect, appoint or approve the appointment of a majority of the members of the board or other governing body of the entity or through the ability to elect, appoint or approve the appointment of a majority of the corporate members thereof.

Section 4.2. Number. The number of Directors of the corporation shall be between three (3) and seventeen (17). The number of Directors, within the limits prescribed, shall be determined annually by the Executive Committee. Any Director may be removed from office at any time, with or without cause, upon a vote of two-thirds (2/3) of the other Directors then in office, at a general or special meeting called for such removal purpose.

Section 4.3. Appointment, Tenure and Qualification. The term of all Directors shall be three (3) years. A Director currently serving as President may serve one additional three-year term. Directors may serve two (2) consecutive three (3) year terms. A director having served two (2) consecutive three (3) year terms may be eligible for nomination to the Board of Directors after a one-year absence from membership on the Board of Directors. The one-year absence requirement does not apply to categories (1) and (2) below: McDonald's Corporation owners, operators, employees or representatives OR professional, medical or administrative staff members employed by hospitals located in the geographic region served by RMHC.

Terms shall be staggered. The length of term for the Board of Directors constituted May 14, 1996, will be staggered one-, two- and three-year terms, as determined by the drawing of lots. A Director elected May 14, 1996, shall be eligible for re-election to two (2) three (3) year terms.

Appointment to the Board of Directors is a privilege which shall be extended only to Citizens of the United States who have attained the age of eighteen (18) years and whose background, experience, community reputation and abilities would significantly contribute to their fulfillment of the Board of Directors responsibilities as the governing board of the Corporation. Directors need not be residents of the State of Iowa. Appointment to the Board of Directors shall not be denied solely on the basis of race, color, sex, creed or national origin.

Members of the Board of Directors may be selected from one or more of the following categories of individuals:

1. McDonald's Corporation owners, operators, employees or representatives.
2. Professional, medical, or administrative staff members

employed by hospitals located in the geographic region served by RMHC.

3. Parents, guardians, or immediate family members of current or former House guests and/or current, active volunteers for RMHC.
4. Community members- at-large interested in furthering the goals and purposes of the corporation, irrespective of where they are employed.
5. The Executive Committee shall have the power to appoint advisory members to the Board of Directors. Such advisory members shall not have the power to vote on any matter and shall not be part of any closed session as determined by the Executive Committee.

Section 4.4. Stewardship. Individuals serving as directors are expected to demonstrate stewardship for the corporation through furthering the goals and purposes of the corporation and its Committees. Expectations for responsible stewardship include advocacy, timely review of Board and Committee materials, participation in RMHC events, financial and in-kind support, and regular attendance and participation at Board and Committee meetings.

Board Members are expected to participate on at least one (1) Committee.

Prior notification to the RMHC Chief Executive Officer, Board President, or Committee Chair regarding the inability to attend a scheduled meeting is expected courtesy and will be deemed an excused absence. A failure to notify as described above will be deemed an unexcused absence. Three consecutive unexcused absences from meetings of the Board and/ or Committees shall constitute automatic cause for removal from membership on the Board. This requirement may be waived by the Board for good cause.

Section 4.5. Annual Meeting. An annual meeting of the Board of Directors shall be held each year at such time and place as determined by the Board of Directors. Such meeting may, by vote of the board members present, be adjourned to any subsequent date.

Section 4.6. Regular Meetings. 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 4.7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors.

Section 4.8. Notice. Notice of any special meeting shall be given at least

twenty-four (24) hours previous thereto by written or oral notice delivered or telephoned to each director at his or her business address. A record of the delivery of notice shall be made at the meeting for which the notice was given. Alternatively, notice may be given by mail, posted at least two (2) days previous to the meeting, addressed to each director's business address and with postage prepaid. Any director may serve notice of any meeting and the attendance of a director at a meeting shall constitute his waiver of notice thereof. Neither the business to be transacted at any meeting, nor the purpose thereof, need be specified in the notice or waiver of notice of such meeting.

Section 4.9. Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business. After a quorum has been established at a meeting of the Board, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board at the meeting or any adjournment thereof so long as at least one-third (1/3) of the Directors in office are present when any such action is taken. However, the President may but is not required to, adjourn any meeting where the number of Directors present falls below a quorum.

Section 4.10. Manner of Acting. Each Director shall be entitled to one vote on each matter presented to the Board. Except as otherwise required by law or these Bylaws, 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.

Section 4.11. Proxies. Proxy voting is prohibited. A Director unable to attend a meeting of the Board of Directors may participate via conference call or convey in writing to the Board of Directors a position on an issue that may come before the Board; however, votes of record will be confined to those directors actually participating (in attendance or by conference call) in the meeting.

Section 4.12. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his 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 4.13. 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.

Section 4.14. Committees. The Board of Directors may appoint such committees as it deems desirable to assist it in its duties, which committees may,

in the discretion of the Board of Directors, contain members who are not members of the Board of Directors.

Section 4.15. Indemnification. This Corporation shall indemnify any present or former director, officer, employee, or volunteer of the Corporation, and each such person who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or employee benefit plan to the fullest extent possible against expense, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, or volunteer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply:

1. to a breach of the duty of loyalty to the Corporation;
2. for acts or omissions in good faith or which involve intentional misconduct or knowing violation of the law; or
3. for a transaction from which such person derived an improper personal benefit.

Section 4.16. Personal Liability. A Director or Officer, of this corporation is not liable on the corporation's debts nor obligations; a Director, Officer, or other volunteer is not personally liable in any capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

Section 4.17. Compensation. Each Director may be reimbursed for actual expenditures reasonably incurred in connection with business of the corporation. No Director shall be entitled to any salary or other compensation from Directorship services.

Section 4.18. Conflict of Interest. Avoidance of and declaration of Conflict of Interest is required. Any Board member shall abstain from voting upon any issue involving any other entity or individual in which or with whom the Officer or Director (or his/her family members) may be involved financially, or otherwise interested in.

Section 4.19. Informal Action by Directors. Any action required to be taken at a meeting of the 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 for the action so taken, shall be signed by all of the Directors.

## **ARTICLE V**

### **OFFICERS**

**Section 5.1. Number.** The Officers of the corporation shall be President, Past President, Vice President, Secretary, Treasurer and such other officers as may be determined and prescribed by the Board of Directors.

**Section 5.2. Election and Term of Office.** The Officers of the corporation shall be elected by the Board of Directors at the Annual Meeting. The term of the President and Vice President is two years; the term of the Past President, Treasurer, and Secretary is one year.

**Section 5.3. Removal.** Any Officer may be removed by a majority vote of Directors present at any regular meeting or special meeting called for such purpose.

**Section 5.4. Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5.5. President.** The President shall be the principal executive officer of the corporation, and subject to the control of the Board of Directors of the corporation. The President shall, when present, preside at all meetings of the Board of Directors. 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 5.6. Past President.** Following the term as President, the President will serve a one-year term as Past President. The Past President will serve as advisor to the President, a member of the Executive Committee, and a member of the Board of Directors.

**Section 5.7. Vice President.** In the absence of the President, or the inability or refusal of the President to act, the 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. The Vice President shall perform, from time to time, duties as assigned by the President or by the Board of Directors.

**Section 5.8. Treasurer.** The Treasurer shall have charge and be responsible for all funds of the corporation, receive and give receipts for moneys due and payable to the corporation, deposit all such moneys in the name of the



corporation in such depositories as shall be selected in accordance with Article V of the Bylaws, and perform other duties as assigned by the President.

Section 5.9. 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 all Corporation 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 the Secretary by the President or by the Board of Directors.

Section 5.10. Compensation. No Officer shall receive compensation for any services rendered to the corporation in performance of duties. Each Officer shall be reimbursed for actual expenditures reasonably incurred in connection with the business of the corporation.

## **ARTICLE VI**

### **CONTRACTS, LOANS, CHECKS, DRAFTS, DEPOSITS, GIFTS**

Section 6.1. Contracts. The Board of Directors may authorize any Officer(s) or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance.

Section 6.2. Loans. No loans or extensions of credit of any kind shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a vote of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.3. 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 such Officer(s) or employee(s) or agent(s) of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.4. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such depositories as the Board of Directors may select.

Section 6.5. Gifts. The Board of Directors may accept on behalf of the corporation any contributions, gifts, bequests, or devises. Acceptance of certain unusual, tangible or cash gifts may require review by the Executive Committee as determined by the Chief Executive Officer of the corporation.

Section 6.6. Real Estate. All documents relating to real estate shall be

executed by the President and counter-signed by the Secretary. The corporation has no seal.

## **ARTICLE VII**

### **COMMITTEES**

**Section 7.1. Designation.** The Committees of the Board of Directors shall be standing or special. Standing committees shall be an Executive Committee, Board Development Committee, Programs and Services Committee, Finance and Investment Committee, Operations Committee, Resource Development Committee, and such other standing committees as the Board of Directors may authorize. The Board shall adopt a Charter for each standing committee, describing the composition, duties and manner of acting for the committee. Except for those committees for which the composition is expressly set forth in committee's Charter, the Chair shall annually appoint the chair and members of each committee subject to approval by the Board.

**Section 7.2. Executive Committee.** The Executive Committee shall be composed of the Officers of the Board of Directors, Past President, and Directors so appointed by the President. The Executive Committee shall be responsible for general oversight of the operations of the corporation, financial oversight and planning. The Executive Committee shall meet at least four (4) times per year.

**Section 7.3. Special Committees.** Special committees may be appointed by the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board.

**Section 7.4. Term of Office.** Each member of a committee shall continue as such until the next Annual Meeting of the members of the corporation, or, in the event of a vacancy, until a successor is appointed by the President.

**Section 7.5. Chair.** One member of each Committee shall be appointed Chair by the President. Committee Chairs shall be Board members.

**Section 7.6. Resignation or Removal of Committee Members.** A member of any committee may resign at any time by tendering a resignation in writing to the Chair of such committee. Resignation as a Director shall also constitute resignation as a member of all committees of the Board of which the Director was a member. The Board may at any time remove any member from any committee, with or without cause.

**Section 7.7. 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.

Section 7.8. Quorum. A majority of the committee members present shall constitute a quorum.

Section 7.9. Proxies. Proxy voting is prohibited. A committee member unable to participate in a meeting may convey in writing to the Committee Chair a position on an issue that may come before the Committee; however, votes of record will be confined to those committee members actually participating (in attendance or by conference call) in the meeting.

## **ARTICLE VIII**

### **BOOKS AND RECORDS**

Section 8.1. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees, and shall keep at the registered office or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by any Director for any proper purpose at any reasonable time.

## **ARTICLE IX**

### **FISCAL YEAR**

Section 9.1. The fiscal year of the corporation shall be identical to the calendar year.

## **ARTICLE X**

### **WAIVER OF NOTICE**

Section 10.1. Whenever any notice is required to be given to any Director of the corporation under the provisions of the Bylaws, the Articles of Incorporation, the Iowa Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of the notice.

## **ARTICLE XI**

### **SEAL**

Section 11.1. The Corporation shall not have a corporate seal.

## **ARTICLE XII**

### **DISSOLUTION**

Section 12.1. The Corporation may be voluntarily dissolved in the manner provided in the Iowa Revised Nonprofit Corporation Act. In the event of liquidation or dissolution of the Corporation, whether voluntary or involuntary, the assets of the Corporation received from any source whatever, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the laws of the State of Iowa, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for recreation, pleasure, or other non-profitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine.

### **ARTICLE XIII**

### **AMENDMENTS**

Section 13.1. The Bylaws of the Corporation may be altered, amended, or repealed by a two-thirds (2/3) vote of the Board at any regular or special meeting with concurrent approval of the Member, or upon action initiated by the Member in the manner provided by law. In no event shall an amendment be adopted which deprives the Corporation of its tax-exempt status of the Internal Revenue Code of 1986, as amended.

\_\_\_\_\_ Secretary

ATTEST: \_\_\_\_\_ President

Approved May 14, 1996

Amended:

October 21, 2004

April 19, 2007

October 18, 2007

July 17, 2008

January 15, 2009

October 20, 2011

July 26, 2012

January 17, 2013

January 15, 2020

July 25, 2022