BYLAWS

OF

IOWA FOUNDATION FOR PARKS & RECREATION

ARTICLE I

Name

The name of the Corporation shall be:

IOWA FOUNDATION FOR PARKS & RECREATION

and it is sometimes referred to in the Bylaws as the Corporation.

ARTICLE II

Purposes

1. The purpose for which the Corporation is formed are those set forth in its ARTICLES OF INCORPORATION, as from time to time amended. Namely, it is to be organized and operated exclusively for the benefit of and to carry out the purposes of the leisure movement in Iowa by (1) promoting and improving leisure opportunities and amenities in Iowa; (2) furthering the course of research and development in all areas of leisure in Iowa; (3) providing scholarships on a nondiscriminatory basis regardless of race, color, creed, religion, sex or national origin to unrelated worthy students enrolled in professional development programs in parks and recreation or related fields of study at post-secondary institutions of higher learning in Iowa; (4) facilitating the availability of technical assistance to

leisure organizations in Iowa; and (5) promoting leisure awareness among the general public of Iowa. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its Directors or officers except to the extent permitted under the Non-Profit Corporation Act of the State of Iowa. 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.

ARTICLE III

Basic Policies

The following are basic policies of the Corporation:

1. The Corporation shall be noncommerical, nonsectarian, and nonpartisan.

2. The name of the Corporation, or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

3. The Corporation shall cooperate with any and all agencies, whether private, public, or commercial, to serve the best interests of the leisure movement.

ARTICLE IV

Officers and Their Election

1. Officers.

(a) The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer.

(b) Officers shall be elected by ballot at the annual meeting. However, if there is but one (1) nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the Corporation for the nominee.

(c) Officers shall assume their official duties following the close of the annual meeting and shall serve for a term of one (1) year and until the election and qualification of their successors.

2. Vacancy. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the members of the Executive Committee or, if there is no such Committee, by the Board of Directors, notice of such election having been given. In case a vacancy occurs in the

office of President, the Vice President shall serve notice of the election.

ARTICLE V

Duties of Officers

1. The President shall preside at all meetings of the Corporation and of the Board of Directors at which he or she may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to him or her by the Corporation or by the Board of Directors and shall coordinate the work of the officers and Committees of the Corporation in order that the purposes may be promoted.

2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.

3. The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to him or her.

4. The Treasurer shall maintain a liaison with the Financial Manager, and shall present a Financial Statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting.

5. The Financial Manager shall keep a full and accurate account of receipts and expenditures; shall invest the assets of the Corporation; shall make disbursements in accordance with the approved budget, as authorized by the Board of Directors; and shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws.

The Financial Manager's accounts shall be examined annually by an auditor or Auditing Committee of not less than three (3) members, who, satisfied that the Financial Manager's annual report is correct, shall sign a statement of that fact at the end of the report. The Auditing Committee shall be appointed by the Board of Directors at least two (2) weeks before the annual meeting.

6. All officers shall:

(a) Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

(b) Deliver to their successors all official material not later than ten (10) days following the election of their successors.

ARTICLE VI

Board of Directors

1. The initial Board of Directors, selected by the members of the Board of Directors of the Iowa Park and Recreation Association, shall consist of nine (9) members.

2. The initial nine (9) Directors shall serve terms of one, two or three years, respectively, or until successors have been appointed to complete their terms, with the following Directors serving the indicated number of years:

DIRECTOR	LENGTH OF INITIAL TERM
JOE HERRITY	One (1) Year
HARRY OSTRANDER	One (1) Year
CRAIG WILLIS	One (1) Year
DANIEL D. McLEAN	Two (2) Years
KATHERINE KRIEG	Two (2) Years
MARK JENNINGS	Two (2) Years
SONYA ROOT	Three (3) Years
CHRIS LARSON	Three (3) Years
DEAN MYHR	Three (3) Years

Thereafter, new Directors shall take office immediately after their appointment and shall serve for a term of three (3) years or until their successors have been appointed.

3. New Directors shall be appointed at the time of the annual meeting of the Board of Directors.

4. At least three (3) in number of the Board of Directors shall be professional members of the Iowa Park and Recreation Association. The initial Board members representing the Iowa Park and Recreation Association shall be selected by the Board of Directors of the Iowa Park and Recreation Association as provided in Paragraph 1 above. In the future, nominations for these positions shall be requested of the Iowa Park and Recreation Association by the Corporation.

5. In addition to the voting members of the Board of Directors, the individual serving as Executive Director of the Iowa Park and Recreation Association shall be an "Associate", ex-officio, non-voting member of the Board of Directors.

6. Any member of the Board of Directors may withdraw his or her membership by a notice in writing to the President or Secretary of the Corporation. The resignation shall become effective upon the date specified therein or if no date is specified, upon receipt thereof. Acceptance shall not be necessary to render the resignation effective.

7. Any vacancy among the Directors by reason of death, resignation, inability to act or any other circumstances, may be filled for the unexpired portion of the term by the Board of Directors at any meeting of the Board.

8. The duties of the Board of Directors shall be (a) to transact all business of the Corporation; (b) to create Standing Committees; (c) to approve the plans of work of the Standing Committees; (d) to appoint an auditor or an Auditing Committee at least two (2) weeks before the annual meeting to audit the Treasurer's accounts; (e) to prepare a budget for the fiscal year; and (f) to approval all bills within the limits of the budget.

9. Regular meetings of the Board of Directors shall be held semiannually, the time to be fixed by the Board at its first meeting of the year.

ARTICLE VII

Standing and Special Committees

1. The Board of Directors may create such Standing Committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each Chairman shall be one (1) year and until the election and qualification of his or her successor, subject to earlier termination by the Board of Directors.

2. The Chairman of each Standing Committee shall present a plan of work to the Board of Directors for approval. No Committee work shall be undertaken without the consent of the Board of Directors.

3. The power to form Special Committees and appoint their members rests with the Board of Directors.

4. The President shall be a member ex officio of all Committees except the Nominating Committee.

ARTICLE VIII

Annual Meeting

1. The annual meeting of the Board of Directors (constituting the sole voting membership) shall be held to coincide with the Annual Conference of the Iowa Park and Recreation Association.

2. At each such meeting, the Board of Directors shall, among other actions to be taken, determine the number of members to serve as such during the ensuing year.

3. Written notice of all meetings of the Board of Directors, annual or special, unless otherwise provided by law, shall be given not less than ten (10) days nor more than thirty (30) days prior to the date thereof, and, unless otherwise specified by law, it shall not be necessary to specify in the notice the character of the business to be transacted.

4. At all meetings of the Board of Directors, the members thereof may vote in person. Proxy voting is not permitted.

5. Special meetings of the Board of Directors may be called at any time upon the written request of any three (3) Directors or at the request of the President or the Secretary of the Corporation.

6. The annual or special meetings of the Board may be held at such places, within or without the State of Iowa, as may be designated in the notice thereof.

7. Quorum. At any time when the Board consists of less than ten (10) members, a majority shall constitute a quorum. When more than ten (10) members are then serving on the Board, one-third (1/3) of said membership shall constitute a quorum, except in those instances where by law a larger number of Board members are required to be present to constitute a quorum.

8. Attendance without objection at any meeting shall constitute waiver of notice thereof. Waiver of notice executed in writing before or after the date of the meeting shall be equivalent to receipt of notice by the individual Board member executing the waiver.

9. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a

written consent stating the action so taken shall be signed by two-thirds (2/3) of the members of the Board of Directors who are entitled to vote with respect thereto.

ARTICLE IX

Fiscal Year

1. The fiscal year of the Corporation shall end on the thirtieth day of June of each year.

ARTICLE X

Indemnification

1. The Corporation shall indemnify and hold harmless each member of the Board of Directors and officer now, heretofore or hereafter serving the Corporation, and the heirs, executors, administrators and personal representatives of such Directors and officers, from and against all costs and expenses which may be imposed upon or incurred by them in connection with or resulting from any claim, demand, action, suit, prosecution, administration or Court proceeding, in which they or any of them may be involved by reason of any such Director or officer having been a Director or officer of the Corporation, whether or not he or she continues to be a Director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but not be limited to, counsel fees, costs of investigation and preparation, amounts of judgments,

decrees, fines or penalties against and the amounts paid in settlement by any such Director or officer, provided, however, that no such Director or officer shall be indemnified:

(a) with respect to any matter as to which such Director or officer shall, in any action, suit or proceeding, be finally adjudged guilty of negligence or willful misconduct in the performance of his or her duties as a Director or officer, or

(b) in the event of settlement of any such claim, demand, action, suit or proceeding unless: (i) such settlement shall with the knowledge of the indemnification provided for hereby, be approved by the Court having jurisdiction of such action, suit or proceeding or by any other Court of proper jurisdiction in an appropriate action, or (ii) such settlement shall have been determined by the Board of Directors and/or the Executive Committee to be for the best interests of the Corporation and shall have been made upon the written opinion of legal counsel selected by or in a manner determined by the Board of Directors and/or the Executive Committee to the effect that there is no reasonable ground of liability for negligence or willful misconduct on the part of such Director or officer and that the entire cost of such settlement

will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion.

2. The foregoing right of indemnification shall not be deemed exclusive of any other right to which such Director or officer may otherwise be entitled and shall inure to the benefit of his or her heirs, executors, administrators and personal representatives. The Corporation shall have the right to intervene in, defend, hire counsel and incur reasonable expense in the defense of all such actions, suits, proceedings or claims brought or asserted against any such Director or officer of the Corporation arising out of his or her acting or having acted as such Director or officer.

ARTICLE XI

Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Corporation, provided any such amendment or alteration is not inconsistent with the ARTICLES OF INCORPORATION or the laws of the State under which the Corporation was incorporated.