

BYLAWS OF
THE IOWA NETWORK AGAINST HUMAN TRAFFICKING AND SLAVERY

ARTICLE 1 - NAME AND PURPOSE

Section 1 - Name: The official name of the organization shall be "The Iowa Network Against Human Trafficking," which may be abbreviated on second reference as "Iowa NAHT," as in these bylaws. The Iowa NAHT is also known as "The Iowa Network Against Human Trafficking and Slavery," however the official name and abbreviation remain the same.

Section 2 - Structure, Purpose, Composition and Methods: Iowa NAHT is organized exclusively for charitable, scientific and educational purposes. It is a nonprofit organization incorporated into the laws of the State of Iowa.

The purpose of the Iowa NAHT is to be a statewide platform for collaboration among non-profit organizations, regional coalitions, faith based institutions, volunteers and others working to end human trafficking. The Iowa NAHT will raise public awareness, volunteer involvement, and promote human trafficking prevention and education. The NAHT advocates for effective local, state, and federal legislation and public policy. The Iowa NAHT will advocate for the growth of intervention, rescue, and best practice survivor recovery services. The NAHT advocates for the training of law enforcement, the judicial system, hotel/motel employees, state employees, non-profit agencies, and the general public. The Network encourages the establishment and expansion of funding for both state agencies and nonprofits to fight trafficking. In addition, the organization coordinates the public and private response to end trafficking in all forms.

In view of its purpose, the Iowa NAHT board shall include representatives of the regional coalitions and non-profit anti-trafficking organizations in Iowa as well as faith-based institutions and volunteers committed to the fight against human trafficking.

In general, the methods of the Iowa NAHT include statewide coalition-building, raising awareness, providing education, public policy advocacy, training, and advocating for victim services. Other approaches may be pursued as needed in light of the Iowa NAHT's purpose.

ARTICLE II - MEMBERSHIP

Section 1 - Membership: Board membership shall consist of three types of memberships: active, honorary, and emeritus. There shall be certain privileges for each of the three types of membership.

The active directors are the voting members. The active board members should include at least one representative from each regional human trafficking coalition within Iowa. The board should also consider members representing law enforcement, attorneys, major anti-human trafficking provider agencies, child welfare, victim services, the faith community, survivors of trafficking, educators, healthcare providers and concerned citizens.

The honorary directors are strong allies of Iowa NAHT who have not served on the board of directors. Honorary members shall be elected to this position in a manner and number

determined by the active voting board. Such honorary directors should be notified of all board meetings and shall have the privilege of voice in all proceedings of the board.

Emeritus board members are former directors and may be elected to that position in a manner and number determined by the active voting board. Such directors shall be notified of all board meetings and shall have the privilege of voice in all proceedings of the board.

ARTICLE III - TAX EXEMPTION

Section 1 - Internal Revenue Code classification: The Iowa NAHT 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 applicable United States Internal Revenue code provisions.

Section 2 - Lobbying: The Iowa NAHT shall elect tax treatment status under Section 501(h) of the Internal Revenue code of 1986. The Iowa NAHT shall not support or oppose any candidate for public office.

Section 3 - Use and disposition of funds: No part of the net earnings of the Iowa NAHT shall inure to the benefit of, or be with distributable to, its directors, officers or other private persons, except that the Iowa NAHT shall be authorized and empowered to pay reasonable compensation to Iowa NAHT consultants, researchers and others for services rendered. Board members may be reimbursed for out-of-pocket expenses such as travel or printing but will not be paid for time. If at anytime the Iowa NAHT is dissolved or liquidated, wholly or partially, all of the assets of the Iowa NAHT remaining after payment of all liabilities or obligations shall be disposed of exclusively for the purposes of the Iowa NAHT 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 provisions), as the board of directors shall determine.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Board role, size and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility for the day-to-day operations to paid consultants, the chair, and executive committee. The board will have up to 20 but not fewer than 11 directors. The board receives no compensation other than reasonable expenses.

Section 2 - Terms: All directors shall serve two-year terms, but are eligible for re-election for a total of no more than three consecutive terms. The immediate past chair of the board may serve as a member ex-officio with the full privileges for up to one fiscal year following completion of the final term in office for which that officer was then eligible.

Section 3 - Meeting Schedule: The board shall meet at least nine times per year.

Section 4 - Conduct of Meetings: The chair shall preside at meetings. The agenda will be developed by the chair in consultation with the executive committee prior to the meeting. Meetings may be conducted in-person, by conference call, or Skype. When necessary, voting may be conducted by e-mail between meetings. Meetings shall be conducted according to the latest edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure.

Section 5 - Board elections: During the last quarter of each calendar year, the board shall elect directors to replace those whose terms will expire at the end of the calendar year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 6 - Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next calendar year.

Section 7 - Quorum: A quorum must be attended by at least a simple majority of directors for business transactions to take place and motions to pass. A proxy may substitute for a board member but the name of the proxy voter must be submitted to the chair prior to the meeting.

Section 8 - Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary, and treasurer. Officers are elected annually for one-year terms at the first monthly meeting of each calendar year.

The major duties of the officers are:

The chair shall prepare and distribute agendas and convene regularly scheduled board meetings. The chair shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer, committee chairs.

The vice-chair Shall preside as chair in the absence of the chair.

The secretary shall be responsible for overseeing the following: taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes to each director, and assuring the corporate records are maintained. These responsibilities may be delegated to a technology consultant; however, the secretary shall remain responsible for overseeing said functions.

The treasurer shall make a report at each board meeting. The treasurer will process and sign expenditure checks and shall deposit donations and other income and assist with thank you letters. The treasurer will make financial information available to directors. The treasurer is also responsible for filing any necessary tax returns and other reports required by law and ensuring Iowa NAHT compliance with tax laws governing 501(c)(3) organizations including form 990-N Electronic Notice (e postcard) for tax-exempt organizations and the bi-annual report to the Iowa Secretary of State. Annual reports are required to be submitted to the board showing income,

expenditures, and pending income. The financial records of the organization are public information and shall be made available to the directors and to the public.

Section 9 - Vacancies: When a vacancy on the board exists mid-term, the chair must receive nominations for new directors from present directors in advance of a board meeting. These nominations and qualifications shall be sent out to directors prior to the regular board meeting at which the voting is to take place. These vacancies will be filled only to the end of that particular director's term.

Section 10 - Resignation, termination, and absences: Resignation from the board must be in writing and/or email and received by the secretary. A director may be terminated from the board due to excessive absences defined by more than three unexcused absences from board meetings in a year. A director may be removed for other reasons by three-fourths vote of the remaining directors.

Section 11 - Special meetings: Meetings of the board shall be called upon the request of the chair, or one-third of the board. Notice of the special meeting should be sent out by the secretary to each director at least two weeks in advance.

Section 12 - Conflicts of Interest: No director or staff member may have a direct or indirect financial interest in the assets or leases of the corporation. The organization shall not purchase goods or services from a director or from an organization with which the director is affiliated. The board must approve any transaction that financially benefits any director, director's family or another organization with which a director is affiliated.

Section 13 - Contributions: Directors are encouraged to contribute financially to the Iowa NAHT according to their means.

Section 14 - Calendar year: The Iowa NAHT shall operate on a calendar year running from January 1 to December 31.

ARTICLE V - COMMITTEES

Section 1 - Committee formation: The board may create committees as needed such as fundraising, training, providers of survivor services, speakers bureau, public information, public policy, research, and evaluation, etc. The board chair appoints all committee chairs and committee members. Although chairs must be appointed from within the board, committee members are not limited to board membership.

Section 2 - Executive Committee: The four officers and committee chairs shall serve as the members of the executive committee. Except for the power to amend the articles of incorporation and by-laws, the executive committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. Once annually, the executive committee will propose new strategic plan goals for board consideration and approval. At the end of each

calendar year the executive committee will compose an annual report of progress in the past year.

Section 3 - Legislative Advocacy Committee: Legislative Advocacy Committee members should be chosen because of their expressed desire to advocate and contribute to improved public policy to end human trafficking. Members might include, but are not limited to, elected public officials, prosecutors, fundraisers, law enforcement officers, public relations representatives, survivors of trafficking, healthcare organizations, academic institutions, and nonprofit entities focused on issues related to human trafficking. The Legislative Advocacy Committee should not be limited in number.

ARTICLE VI - CONSULTANTS AND STAFF

Section 1 - The Iowa NAHT does not employ paid staff but rather secures paid consultants approved by the board in carrying out the organization's goals and policies.

ARTICLE VII - AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

Certification

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on date: October 10, 2016, March 13, 2017, August 12 2017, April 19, 2018, and August 20, 2018

Chair *Dr. George Belitsos*

Dr. George Belitsos

Date 09/14/2018