

AMENDED AND RESTATED  
BYLAWS  
OF  
GREATER DES MOINES CONVENTION AND  
VISITORS BUREAU, INC.  
(an Iowa Nonprofit Corporation)

ARTICLE I

OFFICES

Section 1. Principal Office in Iowa. The principal office of Greater Des Moines Convention and Visitors Bureau, Inc. (hereinafter called the "Corporation") in the State of Iowa shall be located at 400 Locust Street, Suite 265, Des Moines, Polk County, Iowa.

Section 2. Registered Office. The registered office of the Corporation is located at 400 Locust Street, Suite 265, Des Moines, Polk County, Iowa.

Section 3. Other Offices. The Corporation may have other offices at such other place or places, either within or without the State of Iowa, as the Board of Directors may from time to time determine, or as shall be necessary or appropriate for the conduct of the affairs of the Corporation.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The affairs and management of this Corporation, including the control and distribution of its property and funds, are vested in the Board of Directors. All powers of this Corporation, including the power to adopt Bylaws and amend and alter the same, are vested in the Board of Directors.

Section 2. Number and Classification of Directors. The Board of Directors shall consist of twenty-two (22) members but shall automatically be expanded to include any members of the Board of Directors to be appointed cities or other governmental entities that enter into the 28E Agreement after the date hereof, as set forth in subsection (c) below. The directors shall be divided into three (3) classes. Five (5) directors shall be elected to represent Class A, and five (5) directors shall be elected to represent Class B. There shall be twelve (12) Class C directors, subject to expansion as set forth in subsection (c) below. The classes shall be defined as follows:

Class A Directors. The Class A directors shall represent the hospitality, visitor service, and transportation industries in the Greater Des Moines area. At least three (3) Class A directors shall represent hotels and/or motels. To the extent practicable, two (2) of the three (3) hotel directors should be from full-service properties.

- a. Class B Directors. The Class B directors shall represent the general business community of the Greater Des Moines area, which shall consist of those businesses and industries not represented by the Class A directors.
- b. Class C Directors. The Class C directors shall represent the following local governmental jurisdictions: the City of Altoona, Iowa; the City of Ankeny, Iowa; the City of Clive, Iowa; the City of Des Moines, Iowa; the City of Grimes, Iowa; the City of Johnston, Iowa; the City of Perry, Iowa; the City of Pleasant Hill, Iowa; the City of Urbandale, Iowa; the City of West Des Moines, Iowa; the City of Windsor Heights, Iowa (collectively, the "Municipalities"); and the County of Polk, Iowa (the "County"). One Class C Director shall be appointed by each of the Municipalities and the County, as set forth in the Intergovernmental Agreement for the Promotion of Tourism and Convention Activities in the Greater Des Moines, Iowa Area entered into by and between the Municipalities and the County filed with the Iowa Secretary of State on May 14, 1985, as amended (the "28E Agreement"). If any other city or governmental entity shall join in the 28E Agreement after the date hereof, and if such city or governmental entity is granted the right to appoint a member on the Board of Directors of the Corporation pursuant to the terms of the 28E Agreement, then the number of Class C directors shall automatically be expanded to include the Class C director to be appointed by such city or other governmental entity.

Section 3. Nomination of Directors. The Nominating Committee shall consist of three (3) directors appointed by the Chairperson of the Board of Directors. At least one director from Class A and one director from Class B shall serve on the Nominating Committee. No Class C directors shall serve on the Nominating Committee. Each year during the month of May the Nominating Committee shall prepare a ballot to nominate new candidates for Classes A and B of the Board of Directors. The ballot shall list at least one (1) candidate for each vacancy to be filled on the Board with respect to the Class A and Class B director. The Nominating Committee shall secure the consent of all such candidates prior to presenting the ballot to the Board of Directors.

Section 4. Election of Directors. Each year during the month of June the Board of Directors shall elect the directors to fill the vacancies opening on the Board for Class A and Class B directors. The names of all the candidates nominated by the Nominating Committee shall appear on a written ballot categorized according to the class which the candidate has been nominated to represent. The election shall be conducted by secret votes cast by the directors on the written ballot. The elected directors shall be those candidates in Class A and those candidates in Class B receiving the highest number of votes, such that all vacancies are filled. In the event of a tie, the directors shall conduct another vote as between the tied candidates to break the tie.

Additionally, prior to such time as the Board of Directors elects the Class A and Class B directors, the Municipalities and the County shall have appointed the Class C directors to fill any vacancies opening on the Board of Directors for Class C directors.

- Section 5. Term of Directors; Staggered Terms. Newly elected Class A and Class B directors shall begin their terms on July 1 following the election date. Each Class A and Class B director shall serve for a term of three (3) years or until his or her successor shall be elected and shall qualify. No Class A or Class B director shall serve more than two (2) full or partial terms unless and until said person has had at least a one-year break in service on the Board of Directors. The Executive Committee may suspend the one-year break in service requirement for a director provided that the director serves no more than three (3) consecutive three (3) year terms on the Board of Directors. The Chairperson of the Board will stay on the Executive Committee and full Board during the term his/her successor serves as Chairperson regardless of length of term. This position shall be known as Past Chairperson.

Section 6. Quorum and Manner of Acting. A majority of the number of directors fixed by Section 2 of this Article II shall constitute a quorum for the transaction of business; but if at any meeting of the Board there be less than a quorum present, a majority of the directors may adjourn the meeting, from time to time, until a quorum shall be present. Notice of any adjourned meeting need not be given. At all meetings of directors, a quorum being present, the act of the majority of the directors present at the meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. No director shall vote by proxy.

Section 7. Resignation. Any director of the Corporation may resign at any time by giving written notice to the Board of Directors, Chairperson, or to the Vice-Chairperson of the Corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Vacancies. Any vacancy occurring on the Board of Directors through death or resignation of a director shall be filled by action of the Board of Directors in the case of a Class A or Class B vacancy, and by the applicable Municipality or the County in the case of a Class C vacancy. A director so appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office and until the election or appointment of his or her successor. The director filling the vacancy shall represent the class formerly represented by said predecessor.

Section 9. Place of Meetings, etc. Except as provided in Section 10 of this Article, the Board of Directors may hold its meetings and keep the books and records of the Corporation at such place or places, within the State of Iowa, as the Board may from time to time determine.

Section 10. Annual and Regular Meetings. The Board of Directors shall hold four (4) regular meetings during each year at such times and on such dates as determined by the

Executive Committee, or if there shall be no Executive Committee, by the Chairperson. The June meeting at which directors are elected shall be deemed the annual meeting. The Board of Directors, from time to time, may provide for the holding of other regular meetings of the Board of Directors and fix the time and place (which may be within or outside of the State of Iowa) thereof. Notice of the time and place of regular meetings shall be mailed or emailed promptly to each director at least ten (10) days before the date on which the meeting is to be held, addressed to such director at his or her residence or usual place of business. The Executive Committee shall meet every month, unless otherwise agreed by the Executive Committee.

Section 11. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by one of the directors at such time and place (which may be within or outside of the State of Iowa) as may be specified in the respective notices or waivers of notices thereof. Notice of each special meeting shall be mailed to each director addressed to him or her at his or her residence or usual place of business at least two (2) days before the date on which the meeting is to be held, or shall be sent to him or her at such place by facsimile, telegram, radio or cable or shall be delivered to him or her personally or by telephone, not later than the day before the date on which the meeting is to be held. Notice of any special meeting shall not be required to be given to any director who shall waive notice of such meeting in writing by facsimile, telegram, radio or cable, whether before or after the time of such meeting; and any such meeting shall be a legal meeting without any notice thereof having been given if all the directors shall be present thereat.

Section 12. Order of Business.

- a. At meetings of the Board of Directors, business shall be transaction in such order as the Board of Directors, from time to time, may determine by resolution.
- b. At all meetings of the Board, the Chairperson, or in his or her absence the Vice-Chairperson shall preside.

Section 13. Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors fixed by Section 2 of this Article II, may establish one or more committees, which shall include an Executive Committee as a standing committee, which shall consist of the three (3) elected officers of the Corporation specified in Section 1 of Article IV of these Bylaws and two (2) directors elected by the Board of Directors. Any such committee shall serve at the will of the Board of Directors. Each such committee shall have the powers and duties delegated to it by the Board of Directors. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee upon request by the Chairperson, or upon request by the directors, from time to time, may determine by resolution. The Executive Committee shall appoint the chairpersons of all other committees.

ARTICLE III

## MEMBERSHIP

Section 1. No Voting Members. The corporation shall have no "members," as such term is defined in Section 504A.2(7) of the Code of Iowa (2009).

## ARTICLE IV

### OFFICERS

Section 1. Number. The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary-Treasurer and such other officers as may be appointed in accordance with the provisions of Section 4 of this Article IV.

Section 2. Election, Term of Office and Qualification. The officers of the Corporation shall be chosen by the Board of Directors at its annual meeting. Each such officer shall hold office until the next succeeding annual meeting of the Board of Directors and until his or her successor shall have been duly chosen and shall qualify or until his or her death or resignation. All of the officers specifically identified in Section 1 of this Article IV shall be directors.

Section 3. Appointment of President; Duties and Compensation. The Board of Directors shall employ a person as a nonelected officer to serve as President of the Corporation. The President shall hold office until removed by the Board of Directors or until his or her death or resignation. His or her duties and compensation shall be fixed by the Executive Committee.. The President shall be the chief administrative officer of the Corporation and shall have full charge of the maintenance of the office of the Corporation, its administrative functions, the carrying out of the policies and activities of the Corporation and the supervision of its employed personnel. The President may sign in the name of the Corporation reports and all other documents or instruments which are necessary or proper to be executed in the course of the Corporation's business. The President shall be responsible for preparation of an annual budget to be presented to the Board of Directors for approval at least thirty (30) days prior to the end of the Corporation's fiscal year. The President shall be responsible for the implementation of such budget. Supervision of the work of the President shall be by the Chairperson of the Board of Directors and the Executive Committee.. The President shall employ such personnel as is required to maintain the work of the Corporation and shall fix the duties and compensation of such employees. The President shall be on all committees of the Corporation, and shall attend meetings of the Board of Directors and its committees for the purpose of lending assistance thereto and being informed as to the activities, policies and operations thereof.

Section 4. Subordinate Officers and Agents. The Board of Directors may appoint such other officers or agents as it may deem necessary or advisable, from time to time, to hold office for such period, have such authority to perform such duties as the Board of Directors, from time to time, may determine. The Board of Directors may delegate to any officer or agent the power to appoint any such subordinate officer or agents and to prescribe their respective terms of

office, authorities and duties. The past Chairperson of the Board shall remain as an officer for one year following his/her term as Chairperson.

Section 5. Removal. The officers specifically designated in Section 1 of this Article IV may be removed, either for or without cause, at any meeting of the Board of Directors, by the vote of a majority of the whole Board of Directors. The officers and agents appointed in accordance with the provisions of Section 4 of this Article IV may be removed, either for or without cause at any meeting of the Board of Directors, by a vote of a majority of the directors present at such meeting, or by any superior officer or agent upon whom such power of removal shall have been conferred by the Board of Directors.

Section 6. Resignations. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, the Chairperson or to the Vice-Chairperson. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. A vacancy in any office by reason of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors.

Section 8. Duties of Officers. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors and shall be responsible, with the Board of Directors, for the formation of the general policies of the Corporation. The Chairperson may sign in the name of the Corporation reports and all other documents or instruments which are necessary or proper to be executed in the course of the Corporation's business. The Vice-Chairperson and the Secretary-Treasurer shall perform such duties as their titles in general usage would indicate, and such as are required by law, together with such other duties as may be assigned to them by the Board of Directors. The Chairperson, in addition to his or her usual duties, shall be a member of every committee formed by the Corporation.

Section 9. Compensation. Except for the President appointed pursuant to Section 3 of Article IV, no person in his or her capacity as an officer shall receive any compensation for their services. Nothing contained herein shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

## ARTICLE V

### ACCEPTANCE OF BEQUESTS, DEVICES AND DONATIONS, EXECUTION OF INSTRUMENTS, BORROWING OF MONEY AND DEPOSIT OF CORPORATE FUNDS

Section 1. Acceptance of Bequests, Devises and Donations. Any officer may accept any and all unconditional and unrestricted bequests, devises, grants and donations of money and property made to the Corporation and, with the prior approval of the Board of Directors, may accept any other bequests, devises and donations.

Section 2. Execution of Instruments. All instruments of assignment, transfer, conveyance, release and contract requiring execution by the Corporation, shall be signed by any authorized officer or agent provide, however, that such person or persons may delegate, from time to time, by instruments in writing, all or any part of such authority to any other person or persons, if authorized to do so by vote of the Board of Directors.

Section 3. Loans. When so authorized by the Board of Directors, any officer or agent of the Corporation may effect loans and advances, at any time, for the Corporation, secured by mortgage or pledge of the Corporation's property or otherwise, and may do every act and thing necessary or proper in connection therewith. Such authority may be general or confined to specific instances.

Section 4. Transfer of Real Estate. Unless authorized by the Board of Directors, no right of interest of any kind or nature in and to any real estate or lease of real estate shall be either (a) sold, assigned, transferred, conveyed or otherwise disposed of or mortgaged or encumbered in any manner, or (b) acquired, either by purchase, lease or otherwise, by the Corporation.

Section 5. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to its credit in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any officer or officers, agent or agents, authorized so to do by the Board of Directors.

Section 6. Checks, Drafts, etc. All notes, drafts, acceptances, checks, endorsements and all evidences of indebtedness of the Corporation whatsoever shall be signed by such officer or officers, or such agent or agents, of the Corporation and in such manner as the Board of Directors, from time to time, may determine. Endorsements for deposit to the credit of the Corporation, in any of its duly authorized depositories, shall be made in such manner as the Board of Directors may from time to time determine.

## ARTICLE VI

### MISCELLANEOUS PROVISIONS

Section 1. Corporate Seal. The Board of Directors may provide for a corporate seal which shall be circular in form and shall bear the name of the Corporation and the words "Corporate Seal" and "Iowa." The Secretary shall be custodian of the seal. The Board of Directors may authorize a duplicate seal to be kept and used by any other officer.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end at the close of business on June 30 of each year, or on such other date as may be determined by the Board of Directors.

Section 3. Voting of Stocks Owned by the Corporation. In the absence of a resolution of the Board of Directors to the contrary, the Chairperson of the Corporation or the Vice-Chairperson acting within the scope of his or her authority are authorized and empowered,

on behalf of the Corporation, to attend, vote and grant discretionary proxies to be used at any meeting of shareholders or stockholders or any corporation in which this Corporation holds or owns shares of stock and in that connection, on behalf of this Corporation, to execute a waiver of notice of any such meeting. The Board of Directors shall have authority to designate any officer or person as a proxy or attorney-in-fact to vote shares of stock in any other corporation in which this Corporation may own or hold shares of stock.

Section 4. Indemnification. The directors and officers of this Corporation, and their private property, shall not be liable in any manner for corporate debts, obligations, undertakings or liabilities and the directors and officers shall be exempted and indemnified against any personal expense, losses or liabilities, which may accrue from time to time in any manner by reason of the ownership, administration or distribution of the corporate property or funds, or by reason of any acts of commission or omission on their part in the conduct of the corporate affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgment, nor for errors or wrongdoing of agents, brokers, attorneys or servants, nor for interest on funds temporarily idle. They shall have the right, at all times and in all matters, to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind or in any manner.

Section 5. Information Action by Directors. Any action required or permitted by law or the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board of 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.

## ARTICLE VII

### AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed in whole or in part, or new Bylaws may be adopted by the affirmative vote of at least two-thirds (2/3) of the directors of the Corporation then in office at any regular or special meeting of the Board of Directors, provided such notice of intention has been sent out in the notice of such meeting. However, no such notice shall be required to have been given if all directors then in office shall unanimously vote in favor of any such amendment, alteration or repeal.

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Secretary-Treasurer