ARTICLE I

NAME

1.01 The name of the Corporation is “HOOVER PRESIDENTIAL FOUNDATION”

ARTICLE II

OFFICES

2.01 The principal office of the Corporation shall be in the City of West Branch, Cedar County, Iowa.

2.02 The Corporation may also have and maintain an office or offices at such places within or without the State of Iowa as the Board of Trustees may from time to time designate.

ARTICLE III

CORPORATE SEAL

3.01 The Corporation shall have no corporate seal.
ARTICLE IV
MEMBERSHIP

4.01 The number of regular members of the Corporation shall be not less than nine (9) nor more than fifty (50), which said members shall also serve as members of the Board of Trustees.

4.02 Terms Trustees shall be elected for a term of three (3) years. Any Trustee shall be eligible for re-election to the Board of Trustees after resubmitting proper documentation, and without limitation as to number of terms.

4.03 Election At any meeting of the Board of Trustees, new members may be elected to membership on the Board of Trustees as determined by the number of vacancies. The proposed member will be recommended by a current Board Member, with a letter of reference outlining the Trustee's reasons for recommending the proposed member. Election to membership on the Board of Trustees shall be by secret ballot and require a majority vote of those Board Members present at a meeting of the Board of Trustees.

4.04 Removal The Board of Trustees or the Executive Committee may initiate proceedings to remove a Trustee. Written notice of the time and place of the meeting for removal shall be provided in accordance with the Bylaws specifying the purpose of the meeting. The Board of Trustees shall establish appropriate rules and procedures for any such proceeding. By a majority vote of a quorum at a regular board meeting of the Board of Trustees, a member may be removed from the Board of Trustees when it is judged the best interest of the Foundation will be served thereby.
4.05 Absences: Active involvement is a necessary element of Trustees, attendance either in person or by phone at a majority of Board meetings is expected. The Board Secretary shall maintain attendance records. Those Board Members who are unable to attend a meeting for just cause, should inform the Foundation’s office, which results in an excused absence. Unexcused absences in excess of (2) meetings in a year, shall result in a recommendation to the Board of Trustees to consider removal from the Board.

4.06 Any Trustee who has been elected to trusteeship prior to January 1, 1992, shall be privileged to serve for life unless such term is earlier severed by resignation or removal as may be provided by these By Laws of the Corporation.

4.07 The participation of the HOOVER Family Members as elected Trustees is encouraged.

4.08 The property and the conduct of the business and affairs of the Corporation shall be under the jurisdiction, direction and control of the Board of Trustees.

4.09 Any Trustee may resign at any time by giving written notice thereof 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.

4.10 Any vacancy or vacancies occurring in the Board membership between annual meetings shall not be filled until the next annual or special meeting of the Board unless said membership is then less than nine (9), in
which event the Executive Committee shall appoint one or more persons to fill such vacancy or vacancies and to serve as such until the next annual meeting of the Board.

4.11 Associate Members. The Trustees and/or the duly constituted Executive Committee may from time to time elect or appoint as Associate Members of the Corporation, or accept applications therefore, on such terms and conditions as said Trustees and/or Executive Committee may determine, individuals whose participation and counsel will in the opinion of said Trustees and/or Executive Committee serve to advance the purposes for which this Corporation was created. Such Associate Members shall have no voting rights. Associate membership may be revoked with or without cause at any time by appropriate action of the Trustees and/or the Executive Committee.

4.12 Ex-officio Associate Members. The Board shall have, as ex officio associate members, the following persons:

(1) The Director of the Herbert Hoover Presidential Library-Museum.

(2) The Superintendent of the Herbert Hoover National Historic Site.

(3) The President of the Uncommon Student Award Alumni Association.

The ex-officio Associate Member Trustees shall have all the rights and privileges of elected Trustees except for the right to vote. The term of each ex-officio Associate Member Trustee shall be contemporaneous with his or her term of office in the position designated above.

4.13 Trustee Emeritus. The nonvoting category of “Trustee Emeritus” is established to recognize those Trustees wishing to withdraw from
active service as a Trustee, while maintaining a relationship with the Foundation. The Committee on Trustees is authorized to extend an invitation to those Trustees who have been unable to actively participate in the affairs of the Foundation, to assume the status of Trustee Emeritus. A Trustee Emeritus shall have no right to vote.

4.14 Honorary Trustee. The nonvoting designation of Honorary Trustee” can be bestowed by the Board of Trustees, at its behest, to an individual recognized for distinguished service to the Hoover Presidential Foundation.

ARTICLE V

ANNUAL MEETING

5.01 The annual meeting of the Board of Trustees (constituting the sole voting membership) shall be held in the final quarter of the calendar year and at such place and with such notice thereof as may be determined by appropriate action of the Board of Trustees and/or the Executive Committee acting in its stead.

5.02 At each such meeting the Board of Trustees shall, among other actions to be taken:

(1) Determine the number of members to serve as such during the ensuing year.

(2) Elect new members to the Board of Trustees as may be proposed for membership, within the limits, however, as specified in Sections 4.01 and 4.03, Article IV hereof.

(3) Elect from its membership a President, a First Vice President, a Second Vice President and such other officers as said Board may determine to hold office during the ensuing year or until their successors are duly elected and qualified.
(4) Elect a Secretary and a Treasurer who need not be members of the Board of Trustees, to hold office during the ensuing year or until their successors are duly elected and qualified.

(5) Subject to the provisions of these Bylaws, authorize the President to appoint an Executive Committee and approve the selection of members of such Executive Committee, with authority to perform all functions and duties of the Board of Trustees between meetings of said Board, except such functions and duties as are specifically prescribed to be performed by the Board of Trustees in the Articles of Incorporation or by law.

(6) Review, approve and ratify actions of the Executive Committee for the preceding year.

(7) Create ad hoc committee or committees and appoint from its membership persons to serve as members thereof and to perform such duties as the Board may determine. In lieu thereof, the Board may authorize the President to create such committee or committees as the President may deem necessary and appoint members to serve thereon. The President of the Corporation shall be an ex-officio member of any duly constituted committee. The President shall appoint a Chairperson of each committee subject to approval of the Board of Trustees.

(8) Adopt long term strategic directions for the Corporation and approve objectives for the Corporation.

(9) Consider all such other matters pertaining to the governance and operations of the Foundation as shall come before the Board of Trustees.

5.03 Written notice of all meetings of the Board of Trustees, annual or special, unless otherwise provided by law, shall be given not less than ten (10) days nor more than fifty (50) 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 unless such business pertains to Bylaw 4.03.
5.04 At all meetings of the Board of Trustees, the members thereof may vote either in person or by proxy.

5.05 Special meetings of the Board of Trustees may be called at any time upon the written request of any five (5) Trustees or at the request of the President or the Executive Committee.

5.06 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.

5.07 Quorum. At any time when the Board consists of less than thirty (30) members, a majority shall constitute a quorum. When more than thirty (30) members are then serving on the Board, one-third of said membership shall constitute a quorum, whether present in person or by proxy, except in those instances where by law a larger number of Board members are required by law to be present in person or by proxy to constitute a quorum.

5.08 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.

5.09 Any action required to be taken at a meeting of the Board of Trustees may be taken without a meeting if a written consent stating the action so taken shall be signed by two-thirds of the members of the Board of Trustees who are entitled to vote with respect thereto.
ARTICLE VI
PROXY AND VOTING

6.01 At any annual or special meeting of the Board of Trustees, each member shall be entitled to one vote, which may be cast in person or by proxy.

ARTICLE VII
OFFICERS

7.01 The designated officers of the Corporation shall be a President, a First Vice President and a Second Vice President, each of whom shall be members of the Board of Trustees, and a Secretary and a Treasurer who need not be members of the Board of Trustees. The President, First Vice President and Second Vice President shall be elected annually for a one year term, with a second term (maximum two year term) in any such office to be permitted. The Secretary and Treasurer shall be elected annually by the Board of Trustees. Such other officers, assistant officers or acting officers as may be deemed necessary may be elected by the Board of Trustees.

7.02 The President, or in the President’s absence the First Vice President, of the Corporation shall preside at all meetings of the Board. The Second Vice President shall preside at all meetings of the Board that the President or First Vice President is absent.

7.03 The President shall be the chief elected officer of the Corporation; shall be an ex-officio member of any and all committees, shall have general oversight of the business of the Corporation, subject to action thereon by the Board of Trustees and the Executive Committee, and shall see that all orders
and resolutions of the Board of Trustees and the Executive Committee are carried into effect.

7.04 In the President's absence or at the President's direction, the First Vice President shall perform the duties and exercise the powers of the President or perform such other duties as the Board of Trustees shall prescribe. In the President's or First Vice President's absence or at the President's direction, the Second Vice President shall perform the duties and exercise the powers of the President or perform such other duties as the Board of Trustees shall prescribe.

7.05 The Secretary shall attend all sessions and meetings of the Board of Trustees, record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for committees when and as required. The Secretary shall give or cause to be given notice of all meetings of the Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees.

7.06 The Treasurer or the Board of Trustees' designee shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of the receipts and disbursements in the books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Trustees and/or the Executive Committee. The Treasurer or a designee shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements and render a full accounting to the President, the Executive Committee, and the Board of Trustees at regular or special meetings or, whenever required, give an account of all transactions as Treasurer and of the financial condition of the Corporation.
7.07 The Assistant Treasurer and Assistant Secretary, if any, elected or appointed by the Board of Trustees, shall in the absence of the Treasurer and Secretary, respectively, perform the duties and exercise the powers of said offices and such other duties as the Board of Trustees may prescribe.

7.08 Any person may be elected or appointed to hold more than one office, provided the duties of such offices so held are not inconsistent with each other.

7.09 The Board of Trustees may require the Treasurer or any other officer to furnish to the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to said Board for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession and under the control of the Treasurer and belonging to the Corporation.

7.10 Any officer of the Corporation may be removed from office at any time with or without cause by a majority vote of the Board of Trustees.

7.11 Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Trustees. If any officer is absent or unable to perform the officer’s duties, the Board of Trustees may delegate the officer’s powers and duties during the period of the officer’s absence or disability to another officer of the Corporation or to a Trustee.

7.12 Any officer may resign office at any time by giving written notice thereof to the President or the Secretary of the Corporation. The resignation shall become effective upon the date specified therein or, if no date so
specified, upon receipt of said notice. Acceptance shall not be necessary to render the resignation effective.

7.13 The Board of Trustees or the Executive Committee may employ counsel, agents and such other persons as it may deem expedient and necessary in the conduct of the affairs and business of the Corporation.

ARTICLE VIII
COMMITTEES

8.01 The Corporation shall have the following standing committees:

(a) Executive Committee;
(b) Investment Committee;
(c) Development Committee;
(d) Facilities Committee;
(e) Travel Grants Committee;
(f) The Uncommon Student Award Committee;
(g) Committee on Trustees;
(h) Human Resources Committee; and
(i) Audit Committee;
(j) Public Relations and Marketing Committee.

8.02 The members of each committee shall be appointed by the President and approved by the Board of Trustees. The President shall appoint the Chairperson of each Committee.

8.03 The Executive Committee shall be composed of the President, First Vice President, Second Vice President, Secretary, Treasurer and immediate Past President of the Corporation as well as one representative of the Hoover family as determined by the President upon recommendation of the family.

The Executive Committee shall have the following responsibilities:
(1) Between meetings of the Board of Trustees, the Executive Committee shall be responsible for governance of the Corporation and may exercise such authority of the Board of Trustees, as may be required between meetings of the Board of Trustees, except as may be specifically prescribed to be performed by the Board of Trustees in the Articles of Incorporation, or by law. However, the Executive Committee shall have no duties or power to elect or remove officers; adopt, alter, amend, or repeal Bylaws; or fill vacancies on the Board of Trustees. Any action taken by the Executive Committee shall be reported to the Board of Trustees at or before the annual meeting of the Board of Trustees after such action is taken, and the Board of Trustees shall ratify, modify, or disaffirm the acts of the Executive Committee;

(2) Encourage and annually evaluate the Executive Director and other employees of the Corporation as directed by the President;

(3) Review and recommend long term strategic directions and recommend specific objectives for the Corporation;

8.04 The Investment Committee shall be composed of members of the Board of Trustees. Members of the Investment Committee shall serve a one year term. The Investment Committee shall be responsible for the oversight of investment of funds of the Corporation to achieve both growth and security.

8.05 The Development Committee shall be composed of members of the Board of Trustees and non-members of the Board of Trustees in a number to be determined by the President with the consent of the Board of Trustees. The Development Committee shall be responsible for establishing fund raising priorities in conjunction with the Corporation’s staff.

8.06 The Facilities Committee shall be composed of members of the Board of Trustees, in a number to be determined by the President with the
consent of the Board of Trustees. Members of the Facilities Committee shall
serve a one year term. The Park Superintendent and Herbert Hoover Library
Director shall be ex-officio members of the Committee when applicable. The
Facilities Committee shall be responsible to review and recommend appropriate
stewardship of the facilities the Foundation owns and influences, and shall serve
as a liaison for the National Park Service and the Herbert Hoover Library
Museum.

8.07 The Travel Grants Committee shall consist of no fewer than
six (6) Iowa faculty members, with at least one of the faculty representatives to be
from one of the three Iowa Regents Institutions. The Committee, at its discretion,
and with the approval of the President, may add up to two additional members.
The other members are to be selected from a combination of the Iowa Private
College/Universities and Community Colleges. No distinction is to be made
between emeritus and current faculty members. Members may not apply for
grants while serving on the Committee and shall not vote on applications from
their own institutions.

8.08 The Uncommon Student Award Committee shall be
composed of a number of members determined by the President with the
consent of the Board of Trustees, at least one-half (½) of whom shall be members
of the Board of Trustees. Members of the Uncommon Student Award Committee
shall serve a one year term. The Uncommon Student Award Committee is
responsible for the oversight and direction of the Uncommon Student Award
Program.

8.09 The Committee on Trustees shall be composed of a number
of members determined by the President with the consent of the Board of
Trustees who shall all be members of the Board of Trustees. Members of the
Committee on Trustees shall serve a one year term. The Committee on Trustees shall be responsible for the nomination of new members of the Board of Trustees and officers of the Corporation.

8.10 The Human Resources Committee shall be composed of the President and two other members of the Board of Trustees appointed by the President with the consent of the Board of Trustees. Members of the Human Resources Committee shall serve a one year term. The Human Resources Committee shall be responsible for oversight of all personnel matters of the Foundation.

8.11 The Audit Committee will, except when such powers are by statute, the Articles of Incorporation, or these Bylaws, preserved to the full Board of Trustees or delegated to another committee of the Board of Trustees, possess and may exercise the powers of the Board of Trustees relating to accounting, auditing, financial reporting and regulatory compliance matters of the Corporation. Such committee shall be governed by the Audit Committee Charter separately adopted by the Board of Trustees, with members thereof to meet the requirements of the Corporation’s Guidelines for Trustee’s Independence.

8.12 The Public Relations and Marketing Committee shall be composed of members of the Board of Trustees and non-members of the Board of Trustees in a number to be determined by the President with the consent of the Board of Trustees. Members of the Public Relations and Marketing Committee shall serve a one year term. The Public Relations and Marketing Committee shall be responsible for managing and promoting the image and message of the Hoover Presidential Foundation.
8.13 Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments to Committee membership.

ARTICLE IX

EXECUTIVE DIRECTOR

9.01 Employment: In accordance with the purposes and goals of the corporation, the Board of Trustees shall employ a qualified person designated as the Executive Director. The terms of such employment may be determined by contract. The Executive Director shall be the chief administrative officer of the corporation and shall have the authority to employ and discharge personnel. The Executive Director shall serve as an ex-officio member of the Executive Committee and all other committees. The Executive Director is responsible for recommending policies, programs, and plans to the proper committees and to the Board. The Executive Director shall at all times be subject to and accountable to the Board of Trustees.

9.02 Duties and Responsibilities: The Executive Director shall report to the Board of Trustees and shall work closely with the President of the Foundation. Duties of the Executive Director shall include: (a) coordinating the activities of the operating committees; (b) representing the corporation in the community; (c) supervising the administrative functions of corporation; and (d) in general, performing such other duties as may be assigned from time to time by the President or the Board of Trustees. The Board of Trustees may approve compensation and benefits for the Executive Director. The Executive Director may not be elected to serve on the Board of Trustees.

ARTICLE X

BANK DEPOSITORIES AND AUTHORIZATIONS
10.01 The Board of Trustees and/or the Executive Committee may designate one or more banks as depositories for the funds of the Corporation and for the transaction of other financial business of the Corporation. The President and Treasurer, or either of them, may designate officers or other members of the Board authorized to deposit funds, make withdrawals by checks or otherwise and to transact such other financial business on behalf of the Corporation and may from time to time rescind such authorizations and designate other authorized person or persons to transact said financial affairs by written notice to such depositories, except, however, such authorizations shall require the signature of two of said authorized persons in any transaction resulting in withdrawal of funds, the signing of notes or other obligations of the Corporation, or any other banking transaction of a material nature. Said bank or banks may rely upon any proper certification or written directions of the President and/or Treasurer.

ARTICLE X
FISCAL YEAR

11.01 The fiscal year of the Corporation shall begin on the first day of October of each year and end on the 30th day of September of the following year.

ARTICLE XI
INDEMNIFICATION

12.1 The Corporation shall indemnify and hold harmless each member of the Board of Trustees and officer now, heretofore or hereafter serving the Corporation, and the heirs, executors, administrators and personal representatives of such Trustees 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, administrative or Court proceeding, in which they or any of them may be involved by reason of any such Trustee or officer having been a Trustee or officer of the Corporation, whether or not such Trustee or officer continues to be a Trustee 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 Trustee or officer, provided, however, that no such Trustee or officer shall be indemnified (a) for a breach of the duty of loyalty to the Corporation, (b) for acts or omissions not in good faith or which involves intentional misconduct or knowing violation of the law, or (c) for a transaction from which a Trustee derived an improper personal benefit.

12.02 The foregoing right of indemnification shall not be deemed exclusive of any other right to which such Trustee or officer may otherwise be entitled and shall inure to the benefit of the Trustee or officer’s 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 Trustee or officer of the Corporation arising out of the Trustee or officer acting or having acted as such Trustee or officer.

ARTICLE XII
AMENDMENTS

13.01 The Board of Trustees shall have power to make, amend, alter or repeal the Bylaws 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. Amendments must have the support and approval of 51% of the number of Trustees eligible to vote.

HOOVER PRESIDENTIAL FOUNDATION, INC.

AMENDED AND RESTATED BYLAWS

BYLAWS AMENDED AND RESTATED ON MAY 21, 1980
BYLAWS AMENDED AND RESTATED ON MAY 1, 2004
BYLAWS AMENDED AND RESTATED ON OCTOBER 7, 2005
BYLAWS AMENDED AND RESTATED ON MAY 3, 2008
BYLAWS AMENDED AND RESTATED ON JANUARY 24, 2014
BYLAWS AMENDED AND RESTATED ON April 22, 2016