BYLAWS
OF
AAGE

ARTICLE I
NAME AND PURPOSES

Section 1.01. **Name.** The name of the organization is AAGE (hereinafter referred to as "Corporation").

Section 1.02. Purpose. AAGE is founded for the purpose of scientific scholarship and education in the study of aging and the life course. Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II
OFFICES

Section 2.01. Principal Office. The principal office of the Corporation in the state of Iowa shall be located in the city of Iowa City, in the county of Johnson. The Corporation may have other offices, either within or outside the state of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 2.02. Registered Office. The Corporation shall have and continuously maintain in the state of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code section 504.501. The registered office may be, but need not be, the same as the principal office in the state of Iowa, and the address of the registered office or the registered agent at the registered office, or both, may be changed from time to time by the Board of Directors.

ARTICLE III
MEMBERS

Section 3.01. Classes of Members. The Corporation shall have one class of four classes of members with the following rights and benefits Member rights and benefits are as follows: 1) reduced rates for AAGE sponsored activities; 2) access to membership directory; and 3) ability to cast a vote in annual board elections.

Section 3.02. Qualifications. Membership may be granted to any individual or corporation that supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Directors. Members shall have no voting rights. No person shall be admitted without his or her consent.

Section 3.03. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of dues for the period fixed in article XIII of these bylaws.

Section 3.04. Resignation. Any member may resign at any time by filing a written resignation with the Secretary or by discontinuing dues payment. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the Secretary. Acceptance of a resignation is not necessary for it to be effective. Resignation relieves the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 3.05. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 3.06. Transfer of Membership. Any membership in this Corporation may not be transferred and assigned by a member. Further, the Corporation may not purchase memberships.

Section 3.07. Dues. Dues for members shall be established by the Board of Directors.

Section 3.08. Derivative Suits. Any member or members having five percent of the voting power or fifty members, whichever is less, or a director may bring a derivative action against the corporation based on the same standards set forth in the Iowa Business Corporation Act.

ARTICLE IV
MEETINGS OF MEMBERS

Section 4.01. Annual Meeting. An annual meeting of the members shall be held in the month of November or December each year, beginning with the year 2015, at a time to be determined by the Board of Directors, for the review of annual reports and transaction of any other business that may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the state where the meeting is to be held, the meeting shall be held on the next succeeding business day.

Section 4.02. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or by members having one -tenth of the votes entitled to be cast at the meeting.

Section 4.03. Place of Meeting. The Board of Directors may designate any place, either within or without the state of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors or the President. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Corporation in the state of Iowa; provided, however, that if all members meet at any time and place, either within or without the state of Iowa, and consent to the holding of a meeting, the meeting shall be valid without call or notice, and any corporate action may be taken at the meeting.

Section 4.04. Notice of Meetings. Electronic or printed notice stating the place, day and hour of any meeting shall be delivered no less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each member entitled to vote at the meeting. In the case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage prepaid. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise required by statute.

Section 4.05. Informal Action by Members. Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting and without a vote if all of the members entitled to vote with respect to the subject matter of the action sign a consent in writing, setting forth the action taken.

Section 4.06. Quorum. The members holding one-quarter of the votes entitled to be cast on any matter to be voted upon represented in person or by proxy shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present and entitled to vote at the meeting may adjourn the meeting without further notice. The members present at a meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 4.07. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. A proxy may be given only to another member of the Corporation.

Section 4.08. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of the matter, unless a greater proportion is required by law or by these bylaws. Members standing in the name of a partnership may be voted by any partner of the partnership; and memberships standing in the name of a corporation or association may be voted by any officer or agent that the bylaws of the corporation or association may prescribe, or, in the absence of such a provision, as the board of directors of the corporation or association may determine.

Section 4.09. Membership Record Date. In order that the Corporation may determine the members entitled to notice of or to vote at any meeting of members or any adjournment of a meeting, or to express consent to corporate action in writing without a meeting, or entitled to receive allotment of any rights, or

for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date which shall not be more than sixty nor less than ten days before the day of such meeting, nor more than sixty days prior to any other action. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting, unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 4.10. Voting by Mail. Where directors or officers are to be elected by members the elections may be conducted by mail in the manner that the Board of Directors may determine.

Section 4.11. Cumulative Voting. In all elections for directors every member entitled to vote shall have the right to cumulate his or her vote and to give one candidate a number of votes equal to his or her vote multiplied by the number of directors to be elected, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE V
BOARD OF DIRECTORS

Section 5.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the state of Iowa or members of the Corporation.

Section 5.02. Number, Tenure and Qualifications. The number of directors shall be three. Each director shall hold office until the next annual meeting of members and until his or her successor is elected and has qualified. However, the term of the director may not exceed five years.

Section 5.03. Election. The directors are to be elected by an affirmative simple majority vote of the members.

Section 5.04. Removal. A director may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action has been given to the entire Board of Directors then in office. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at the meeting.

Section 5.05. Resignation. Any director, member of a committee or officer may resign at any time by filing a written resignation with the President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the President or Secretary. Acceptance of a resignation is not necessary to make it effective. A resignation is effective when the notice is effective unless the notice specifies a later date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 5.06. Increase in Number. The number of directors may be increased by amendment to these bylaws by the affirmative vote of a majority of the entire Board or by the affirmative vote of a majority of the members at an annual meeting or at a special meeting called for that purpose.

Section 5.07. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw jointly with the annual meeting of members or immediately after, and at the same place as the annual meeting of members. 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 of the Board without other notice than the resolution.

Section 5.08. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state of Iowa, as the place for holding any special meeting of the Board called by them.

Section 5.09. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously by written notice delivered personally or sent by electronic mail or telegram to each director at his or her address as shown by the records of the Corporation, unless the meeting must be held within two days. If mailed, the notice shall be deemed to be delivered when electronically transmitted or deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting, unless specifically required by these bylaws.

Section 5.10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business; but if less than a majority of directors are present at the meeting, a majority of the directors present may adjourn the meeting without any further notice.

Section 5.11. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 5.12. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. A director so elected shall be elected for the un-expired term of his or her predecessor in office, or for the full term of the new directorship, as the case may be, and until his or her successor is elected and has qualified. If a director elected by members ceases to be a director, the vacancy may be filled by the members or the board in absence of a contrary provision in the articles or the bylaws. Where a vacancy occurs in any office held by an appointed director, only the person who appointed the director may fill the vacancy in the absence of an article or bylaw provision to the contrary.

Section 5.13. Compensation. Directors as such shall not receive any stated salaries for their services, but the Board of Directors may by resolution allow a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the board. Nothing in these bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for that service.

Section 5.14. Informal Action by Directors. Any action required to be taken at a meeting of directors, or any action which may be taken by directors, may be taken without a meeting and without voting if all of the directors sign consent in writing, setting forth the action taken.

Section 5.15. Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar communications equipment. All persons

participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

Section 5.16. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards a dissent by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. A director who voted in favor of an action may not dissent from the action.

Section 5.17. General Standards for Directors. A director shall discharge his or her duties as a director (1) in good faith; and (2) in a manner the director reasonably believes to be in the best interests of the corporation. The members of the board of directors, when becoming informed in connection with their decision-making functions, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances. In discharging such duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following persons if the director reasonably believes are within the person's professional or expert competence: (1) one or more officers of the corporation; (2) legal counsel, public accountants, or other persons as to matters involving skills or expertise the director reasonably believes are either of the following: (a) matters within the particular person's professional or expert competence; or (b) matters as to which the particular person merits confidence; (3) a committee of the board; or (4) in the case of religious corporations, religious authorities and ministers, priests, rabbis or other persons. A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance unwarranted. A director is not deemed a trustee with respect to the corporation or any property held or administered by the corporation, including without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE VI
OFFICERS, EMPLOYEES, AND AGENTS

Section 6.01. Officers. The officers of the corporation shall be a President, a President Elect, a Recent Past President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint the other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it may deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person. The officers may be, but need not be, members of the Board of Directors.

Section 6.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the members through electronic vote and approved by Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor is elected and has qualified, or until his or her death, resignation or removal.

Section 6.03. Resignation and Removal. Any officer, agent or employee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests

of the Corporation would be served by his or her removal, but removal does not prejudice the contract rights, if any, of the person removed. Election or appointment of an officer or agent does not of itself create contract rights. Further, an officer may resign at any time by delivering notice to the corporation.

Section 6.04. Other Agents and Employees. The Board of Directors may appoint such agents and employees as it may deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties as the Board of Directors may determine. No agent or employee need be a director of the Corporation. The Board of Directors may prescribe the respective title, terms of office, authorities and duties of such agents or employees.

Section 6.05. Delegation of Authority. To the full extent allowed by law, the Board of Directors may delegate to any officer, agent or employee any powers possessed by the Board of Directors.

Section 6.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the non-expired portion of the term.

Section 6.07. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and of the Board of Directors if present at the meeting. He or she may sign and execute alone in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, either generally or specifically, except in cases where the signing and execution has been expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and any other duties that the Board of Directors prescribes.

Section 6.08. President elect and recent past president. In the absence of the President or in event of his or her inability or refusal to act, the president elect and or recent past president shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to any restrictions upon the President. The president elect and recent past president shall perform any other duties that the President or the Board of Directors assign to him or her.

Section 6.09. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety that the Board of Directors determines. He or she shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; keep full and accurate account of receipts and disbursements in books belonging to the Corporation; disburse the funds of the Corporation as may be ordered by the Board of Directors or the President, taking proper vouchers for the disbursements; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the Corporation in the banks, trust companies or other depositaries as are selected in accordance with the provisions of article VIII of these bylaws; and in general perform all the duties incident to the office of Treasurer and any other duties that the President or the Board of Directors assign to him or her.

Section 6.10. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law (but if the Secretary is absent, or

refuses or neglects to give such notice, any notice may be given by any person who is directed to give notice by the President, or by the directors, or members, upon whose requisition the meeting is called as provided in these bylaws); be custodian of the corporate records and all documents, the execution of which on behalf of the Corporation is authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Membership Chair by that member, and in general perform all duties incident to the office of Secretary and any other duties that the President or the Board of Directors assign to him or her.

Section 6.11. Duties and Authority of Officers. Each officer has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties and authority of other officers.

Section 6.12. Standards of Conduct for Officers. An officer shall discharge his or her duties as a director (1) in good faith; and (2) in a manner the director reasonably believes to be in the best interests of the corporation. In discharging such duties, an officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following persons if the director reasonably believes are within the person's professional or expert competence: (1) one or more officers of the corporation; (2) legal counsel, public accountants, or other persons retained by the corporation as to matters involving the skills or expertise the officer reasonably believes are within the person's professional or expert competence, or as to which the particular person merits confidence; or (3) a committee of the board.. An officer is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance unwarranted. An officer is not liable to the corporation, any member, or any other person for any action taken or not taken as a director, if the officer acted in compliance with the Section.

Section 6.13. Officers' Authority to Execute Documents. Any contract or other instrument in writing executed or entered into between a corporation and any other person is not invalidated as to the corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority if it is signed the types of officers identified in the statute.

Section 6.14. Personal Liability. A director, officer, member or other volunteer is not personally liable in that capacity for any action taken or failure to take any action except liability for any of the following: (1) the amount of any financial benefit to which the person is not entitled; (2) an intentional infliction of harm on the corporation or members; (3) a violation of the unlawful distribution provision; and (4) an intentional violation of criminal law.

ARTICLE VII
COMMITTEES

Section 7.01. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an Executive Committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors; provided, however, that no such committee shall have the authority of the Board of Directors in reference to:

(a) amending the articles of incorporation;
(b) adopting a plan of merger or consolidation;
(c) recommending to the members the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation;
(d) recommending to the members a voluntary dissolution of the Corporation or a revocation thereof;

(e) amending, altering or repealing the bylaws of the Corporation;
(f) electing, appointing or removing any director or officer of the Corporation; or
(g) amending, altering or repealing any resolution of the directors, unless by its terms the resolution may be amended, altered or repealed by the committee.

The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any director, of any responsibility imposed by law.

Section 7.02. Other Committees. Other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint the member whenever in their judgment the best interests of the Corporation would be served by removing the member. The Board of Directors may terminate any committee so designated as the Board of Directors deems appropriate.

Section 7.03. Term of Office. Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing a committee member, each member of a committee shall continue as a member until the next annual meeting of the members of the Corporation and until his or her successor is appointed, unless the committee is terminated sooner, or unless the member is removed from the committee, or unless the member ceases to qualify as a member of the committee.

Section 7.04. Chair. One member of each committee may be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 7.05. Vacancies. 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.

Section 7.06. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the President in appointing a committee, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting and, subject to action by the Board of Directors; the committee by majority vote of its members may determine the time and place of meetings and the notice for meetings.

Section 7.07. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7.08. Meetings by Conference Telephone. Members of a committee may participate in a meeting of the committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE

Section 8.01. Indemnity. The Corporation shall indemnify and advance expenses to any person who was, is, or is threatened to be made a party to or witness in any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including a grand jury proceeding) and whether formal or informal, by reason of the fact that he or she (a) is or was a director or officer of the Corporation, or (b) while a director or officer of the corporation, is or was serving at the Corporation's request as a director, officer, employee, agent, partner or trustee (or in a similar capacity) of another foreign or domestic corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, to the maximum extent it is empowered to indemnify and advance expenses to a director or officer by the Iowa Nonprofit Corporation Act, the Iowa Business Corporation Act, or other applicable law as all of the same now exists or may hereafter be amended or changed (but, in the case of any such amendment or change, only to the extent that such amendment or change empowers the Corporation to provide broader indemnification than said law empowered the Corporation to provide prior to such amendment or change), against expenses (including attorneys' fees), judgments, penalties, fines, including an excise tax assessed with respect to an employee benefit plan, and amounts paid in settlement actually and reasonably incurred by such person in connection with such claim, action, suit or proceeding or any appeal thereof.

Section 8.02. Payment. Any indemnification or advancement of expenses required under this article shall be made promptly upon, and in any even within thirty days after, the written request of the person entitled thereto. If the Corporation denies a written request for indemnity or advancement of expenses, in whole or in part, or if payment in full pursuant to such request is not made within thirty days of the date such request is received by the Corporation, the person seeking indemnification or advancement of expenses as granted by this article may at any time within the applicable statute of limitations bring suit against the Corporation in any court of competent jurisdiction to establish such person's right to indemnity or advancement of expenses. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification in any such action or proceeding shall also be indemnified by the Corporation.

Section 8.03. Contract. The provisions of this article shall be deemed a contract between the Corporation and each director or officer who serves in such capacity at any time while this article and the relevant provisions of the Iowa Nonprofit Corporation Act and Iowa Business Corporation Act are in effect, and any repeal or modification of any such law or of this article shall not adversely affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any claim, action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 8.04. Nonexclusive. The indemnification and advancement of expenses provided by, or granted pursuant to, this article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any provision in the articles of incorporation or bylaws, agreements, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding the office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, administrators and legal or personal representatives.

Section 8.05. Indemnification of employees, agents, members and volunteers. The Corporation may, by action of the Board of Directors, provide indemnification and advancement of expenses to such of the

employees, agents, members or volunteers of the Corporation to such extent and to such effect as the Board of Directors may determine to be appropriate and authorized by applicable law.

Section 8.06. Applicability. This article shall be applicable to all claims, actions, suits or proceedings commenced after the effective date hereof, whether arising from acts or omissions occurring before or after the effective date hereof. Each person who is now serving or who shall hereafter serve as a director or officer of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided for in this article, and such rights of indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of his or her heirs, executors, administrators and legal or personal representatives.

Section 8.07. Validity and Enforceability. If this article or any portion hereof shall be held to be invalid or unenforceable on any ground by any court of competent jurisdiction, such holding shall not affect the validity or enforceability of the remaining provisions of this article, and the Corporation shall nevertheless indemnify each director and officer of the Corporation to the maximum extent permitted by any applicable portion of this article that shall not have been invalidated.

Section 8.08. Initiation of Claims. Notwithstanding anything in this article to the contrary, except with respect to proceedings initiated to enforce rights of indemnification to which such person is entitled under this article or otherwise, the Corporation shall indemnify any such person in connection with a claim, action, suit or proceeding (or part thereof) initiated by such person only if the initiation of such claim, action, suit or proceeding (or part thereof) was authorized by the Board of Directors.

Section 8.09. No Self-Dealing. Notwithstanding anything in this article to the contrary, the Corporation shall not indemnify or advance expenses to any person if such indemnification or advancement of expenses would give rise to excise tax liability on the part of any person under section 4941 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 8.10. Definitions. For purposes of this article, references to "serving at the Corporation's request" shall include any service as a director, officer, employee, agent, member or volunteer of the Corporation which also imposes duties on, or otherwise involves services by, such director, officer, employee, agent, member or volunteer to an employee benefit plan or to participants in or beneficiaries of the plan.

Article IX
Contracts, Loans, Checks, Deposits and Investments

Section 9.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.02. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 9.03. Checks, Drafts, etc. All checks, drafts or 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 or officers, agent or agents of the Corporation and in such manner as may be determined by resolution of the Board of

Directors. In the absence of a determination by the Board of Directors, the instruments shall be signed by the Treasurer or an Assistant Treasurer of the Corporation.

Section 9.04. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositaries as the Board of Directors may select.

Section 9.05. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 9.06. Gifts. The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 9.07. Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to the directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of the loan until it is repaid.

ARTICLE XI
BOOKS AND RECORDS

Section 11.01. Books and Records Maintained. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep and its registered office or principal office a record of the names and addresses of its members entitled to vote The following records are to be kept at the principal office: articles, bylaws, resolutions, minutes, all written communications to members, list of names and addresses of current directors and officers, the most recent annual report delivered to secretary of state, and appropriate accounting records.

Section 11.02. Inspection of Records by Members. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time conditioned upon the member giving written demand at least ten business days before the date of inspection and if the request is made with good faith. The Corporation may, within ten days after receiving a demand for inspection of records, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the record.

Section 11.03. Scope of Inspection Rights. A member's agent and attorney shall have the same inspection rights of the member.

Section 11.04. Court-Ordered Inspection. If the corporation refuses to allow inspection of the records, the member or members may seek summary order directing the corporation to allow inspection and copying at the corporation's expenses.

Section 11.05. Limitation on the Use of Membership List. Without the consent of the board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member.

Section 11.06. Inspection of Records by Directors. A director of a corporation is entitled to inspect and copy the books, records, and documents of the corporation to the extent reasonably related to the performance of the duties of a director as a director.

ARTICLE XII
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII
CONFLICT OF INTEREST

Section 13.01. Disclosure of Conflict of Interest. Any Director or committee member having a possible conflict of interest shall disclose that conflict of interest to the Board of Directors and be made a matter of record through an annual procedure and also when the interest becomes a matter of board action.

Section 13.02. Abstain from Voting and Influencing. Any Director having a possible conflict of interest on any matter shall abstain from voting on that matter and shall not use his/her influence on the matter, nor shall that Director be counted towards the required Quorum for voting on the matter. However, any Director with a possible conflict of interest may answer questions about the matter from other Directors after the disclosure of the conflict of interest has been made.

Section 13.03. Notice. Any new Director or committee member will be advised of this conflict of interest policy upon entering on the duties of his/her office.

Article XIV
Dues

Section 13.01. Annual Dues. The Board of Directors may determine the amount of initiation fee, if any, and any annual dues payable to the Corporation by members of each class.

Section 13.02. Payment of Dues. Dues shall be payable annually on the anniversary of the members' join date with lifetime members paying only one time at the initiation of their membership

Section 13.03. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may be terminated by the Board of Directors in the manner provided in Article II of these bylaws.

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice is required to be given to any member o director of the Corporation or to any member of a committee of the Corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the articles of incorporation or bylaws of the Corporation, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice.

ARTICLE XVI
AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

These Bylaws adopted at a meeting of the full Board on the 29th of August, 2015 by a majority vote of the Directors in office.

DATED this 29th day of August, 2015.

AAGE

By Samantha Solimeo, Director

By Iveris Martinez, Director, President