

Amended and Restated Bylaws of the FreeStore

Section 1. Organization Description. FreeStore is a charitable corporation operating exclusively as a furniture bank for public benefit. FreeStore is a “public benefit corporation” as defined in Iowa Code section 504.1705.

Section 2. Governance by Board of Directors; Board Policy Statements. FreeStore is governed by its Board of Directors. Roles and responsibilities of the Board and its Directors are set forth in policy statements adopted by the Board pursuant to these Bylaws.

Subsection 2 (a) - Number of Directors. The Board may set the number of Directors by resolution, but it must be between seven (7) and thirteen (13).

Subsection 2 (b) – Directors’ Election and Terms. Directors shall be elected at the first regular meeting of the Calendar Year unless the Board schedules the election for a special meeting on a different date. A Director’s term shall be two (2) years unless a shorter term is specified to provide for staggered terms. A Director who leaves the Board before expiration of the Director’s term may be replaced by a Director elected to serve the unexpired duration of the term. Directors may be re-elected for additional terms. A Director’s term commences immediately after the meeting at which the Director was elected unless otherwise specified by the Board in the election.

Subsection 2 (c) - No Compensation for Board Meetings. No Director may be compensated for or reimbursed for expenses incurred in attending a meeting of the Board.

Subsection 2 (d) – “Regular” and “Special” Board Meetings. The Board shall normally schedule and hold four regular meetings annually, one meeting in each quarter of each Calendar Year. The Board, by action taken in a preceding meeting, shall establish the time and place of one or more upcoming regular meetings. However, the Board by resolution may decide that a regular meeting is not needed or practical in a specific quarter of a specific year. The Board may schedule and hold additional meetings as needed. All such additional meetings are “special” meetings.

Subsection 2 (e) – No “Annual” Meeting. There shall be no “annual membership” meeting as FreeStore does not have “members”. See new Article IX of the Corporation’s Articles of Incorporation as set forth in the Corporation’s Articles of Amendment filed on February 19, 2026 with the Iowa Secretary of State.

Subsection 2 (f) – Quorum. A quorum required for Board action at a meeting is a majority of Directors who have been elected and are serving immediately before the meeting begins.

Subsection 2 (g) – Notice of Meetings. Notice of a regular meeting is not required to be given to Directors. At least two (2) days' notice of a special meeting is required to be given to Directors in compliance with the statutory minimum notice. A statutory minimum of seven (7) days' notice to Directors is required for a meeting in which an amendment of bylaws or articles of incorporation is adopted or a Director is removed by Board action. Notice includes communication by email, texting, or other means of electronic communication, as provided by statute. These statutory minimum notice provisions are not intended to interfere with Board communication policies that promote earlier transmission of agendas and agenda materials to facilitate advance preparation by Directors for participation in Board meetings.

Subsection 2 (h) – Officers are Directors. The Officers of the Corporation shall also serve simultaneously as Directors. A Director may simultaneously serve as more than one Officer of the Corporation.

Subsection 2(i) – Presiding Director at Board Meetings. The President of the Corporation shall convene and preside at each regular or special meeting when available. In the absence of the President, the Vice President shall convene and preside. Procedures for convening and presiding at Board meetings when neither is available may be set forth in a policy statement adopted by the Board.

Subsection 2(j) – Committees of the Board; Advisory Committees. The Board may establish Committees of the Board together with applicable policies and procedures as appropriate to assist the Board. Each Committee of the Board shall include at least two (2) Directors. The Board may provide for non-Director volunteers to serve as additional non-voting Committee participants. The requirement of a minimum of two Directors does not apply to Committees that are only advisory. Each Committee shall be designated either as a Committee of the Board or an Advisory Committee.

Subsection 2(k) – Executive Committee. The Board may establish an Executive Committee of the Board which may act for the Board within parameters established by Board resolution.

Subsection 2(l) – Operations Manager. The Board may designate a Director as the Operations Manager to supervise the day-to-day operations of the Corporation within the parameters established by Board resolution. The Operations Manager shall serve on the Executive Committee and shall be a Director.

Subsection 2(m) – Non-Discrimination; Conflict of Interest; Whistle Blower; Document Retention. The Board shall by resolution adopt and update policies addressing non-discrimination, conflict of interest, whistle blower complaints and document retention.

Section 3. Officers of the Corporation. Officers of the Corporation include a statutorily required President, Secretary, and Treasurer. Officers also include a Vice President.

Subsection 3 (a) – Officer terms and elections. Election procedures for Officers of the Corporation shall be governed by the provisions in these Bylaws for the election and terms of Directors. The term for an Officer shall be two (2) years unless otherwise specified by Board in the election action.

Subsection 3 (b) – Powers and Duties of the President. Subject to the control of the Board, the President shall have general charge of and direct the operations of the Corporation and shall be the chief executive officer of the Corporation. The President shall, when present, preside at all Board meetings. The President shall keep the Directors fully informed and shall freely consult with them concerning the business of the Corporation in his or her charge. The President shall have authority to sign, execute and acknowledge all contracts, checks, deeds, mortgages, bonds, leases or other obligations on behalf of the Corporation as the President may deem necessary or proper to be executed in the course of the Corporation's regular business as authorized by the Board. 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 perform all duties incident to the office of President as herein defined, and all such other duties as from time to time may be assigned by the Board.

Subsection 3 (c) - Powers and Duties of the Vice President. In the absence of the President or in the event of the death, inability or refusal to act of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such authority as from time to time may be assigned to the Vice President by the President or by the Board. The Vice President shall be prepared to succeed the President at the conclusion of the President's service.

Subsection 3 (d) - Powers and Duties of the Secretary. The Secretary shall: Keep minutes of all meetings of the Board; authenticate records of the Corporation and attend to giving and serving all notices of the Corporation as provided by these bylaws or as required by law; be custodian of the books, records and papers as the Board may direct; and; in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board. Without limiting the foregoing, the Secretary shall be responsible for maintaining and authenticating the following records: Minutes of all Board meetings; all actions taken by the Board without a meeting; all actions taken by a committee of the Board in place of the Board on behalf of the Corporation; articles or restated articles of incorporation and all amendments to them

currently in effect; bylaws or restated bylaws and all amendments to them currently in effect; a list of names and business addresses of the current Directors and Officers; and the Corporation's most recent biennial report delivered to the Secretary of State.

Subsection 3 (e) – Powers and Duties of the Treasurer. The Treasurer shall: Have custody of and be responsible for all moneys and securities of the Corporation, shall keep full and accurate records and accounts in books belonging to the Corporation, showing the transactions of the Corporation, its accounts, liabilities and financial condition and shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers; deposit in the name of the Corporation in such depository or depositories as are approved by the Board, all moneys that may come into the Treasurer's hands for the Corporation's account; prepare annual financial statements that include a balance sheet as of the end of the fiscal year and an income statement for that year; and; in general, perform such duties as may from time to time be assigned to the Treasurer by the President or by the Board.

Section 4. Contracts, Loans, Checks and Deposits. The Board by resolutions shall adopt policies and procedures concerning delegation of authorization to enter contracts, borrow funds, make deposits and issue checks on behalf of the Corporation.

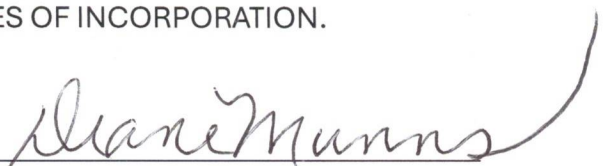
Section 5. Indemnification and Insurance. To the extent permitted by the Iowa Revised Nonprofit Corporation Act, the Corporation shall indemnify all officers and directors from liability arising from their service or status as officers and directors and purchase and maintain insurance on behalf of an individual against liability asserted against or incurred due to the individual's service or status as Director or Officer.

Section 6. Amendments to Bylaws. These Bylaws may be altered, amended or repealed and new bylaws adopted at a meeting of the Board by the affirmative vote of a majority of the entire Board. Notice of the meeting setting forth the proposed amendment(s) or a summary of the changes to be accomplished by the amendment(s) shall be given to each Director at least seven (7) days before the meeting by written notice to each Director. These same notice and voting requirements also apply to meetings in which an amendment to the Articles of Incorporation is adopted.

THESE RESTATED AND AMENDED BYLAWS ARE ADOPTED BY THE BOARD IN CONJUNCTION WITH ITS ADOPTION ON JANUARY 26, 2026 OF ARTICLES OF AMENDMENT WHICH WERE FILED ON FEBRUARY 19, 2026 IN THE OFFICE OF THE IOWA SECRETARY OF STATE TO AMEND THE CORPORATION'S ARTICLES OF INCORPORATION.

Date: Feb. 29, 2026

By:



Diane Munns, President