

Idaho Whitewater Association, Inc.

By-Laws

ARTICLE I

NAME, PRINCIPLE OFFICE AND PURPOSE

1.1 Name. The name of the corporation is the Idaho Whitewater Association, Inc, a non-profit corporation in the State of Idaho.

1.2 Principle Office. Idaho Whitewater Association (“The Corporation”) may have offices as the Board of Directors (“Board”) may designate or as the affairs of the Corporation may require from time to time.

1.3 Purpose. The purpose of The Corporation shall be to promote the appreciation, understanding, and safe recreational use of the whitewater river resources within the State of Idaho among its members and the general public, and to inform the members of issues affecting whitewater rivers and their use.

ARTICLE II

BOARD OF DIRECTORS

2.1 General Powers. The activities, affairs, business, and property of the corporation shall be controlled, governed, managed, and supervised by the Board. The Board shall determine the policies of the Corporation and shall actively pursue its corporate purposes and objectives. The Board shall have absolute discretion in the disbursement of its funds and the disposition of its property for the purposes as set out in this charter.

2.2 Number and Tenure. The Board shall be composed of no fewer than four (4) Directors, nor no more than twelve (12) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. A Director shall hold office for a term of one (1) year, or until he or she dies, resigns or is removed by a majority vote of the Directors under Section 2.10 of this Article. Each Director elected at the annual membership meeting shall take office at the first Board meeting following the membership meeting, and shall hold office for a period of one year. Any person nominated and elected to the Board must be a member in good standing at the time of the Directors election. Directors need not be residents of the State of Idaho.

2.3 Regular Meetings. Regular meetings of the Directors shall be held on the call of the President or Secretary with not less than five (5) days notice to each Director. Notice may be given personally, by mail, e-mail or telephone. Regular meetings of the Directors shall also be called by the Secretary at the request of 2/3 of the Officers. Board meetings shall be open to members in good standing. Meetings and votes may be conducted electronically whenever deemed necessary by the Board.

2.4 Special Meetings. Special Board meetings may be called by or at the request of the President, the Secretary, or any two (2) Directors. The person or persons authorized to call special meetings may fix any place as the place (including virtual platforms) for holding any special Board meeting called by them.

2.5 Notice of Special Meetings. Written notice stating the place, day, and hour of each special Board meeting shall be delivered personally or by mail or electronic mail to each Director at his/her address shown on the records of the Corporation at least three (3) days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by mail shall also be deemed effective if deposited in the United States mail properly addressed with postage prepaid at least five (5) days before the meeting, notice by electronic mail shall be deemed effective when transmitted. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings.

2.6 Waiver of Notice.

2.6.1 Whenever any notice is required to be given to any Director under the provisions of these Bylaws or the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

2.6.2 The attendance of a Director at a meeting shall constitute a waiver of notice of such 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.

2.7 Quorum. A majority of the total number of Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

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

2.9 Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary, or to the registered office of the Corporation.

2.10 Removal. A Director may be removed from office, with or without cause, by affirmative vote of two thirds (2/3) of the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

2.11 Vacancies. Any vacancy occurring on the Board may be filled by the vote of a majority of the remaining Directors. Unless he/she dies, resigns, or is removed, a Director so elected shall hold office until his/her successor is elected.

2.12 Presumption of Assent. A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or unless he/she forwards such dissent by registered or electronic mail to the Secretary of the Corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

2.13 Compensation. Directors shall not receive any salary for their services but may be reimbursed for their expenses by Board resolution. No loans shall be made by the Corporation to its Directors.

2.14 Meeting by Conference Telephone. Members of the Board may participate in a meeting by means of conference telephone, computer, or similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

2.15 Action by Board without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written or electronic consent setting forth the action so taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

2.16 Committees. The Board, by resolution, adopted by a majority of the Board, may designate and appoint one (1) or more committees to advise the Board. If the committee shall have and exercise the authority of the Board in the management of the Corporation, it shall consist of no fewer than two (2) Directors.

2.17 Conduct of Meetings. The current edition of 'Robert's Rules of Order Newly Revised' shall govern at all meetings of the Board.

ARTICLE III

EMERGENCY POWERS OF THE BOARD OF DIRECTORS

3.1 Annual Meetings: If the annual meeting designated for election of directors shall fall within a period when a government imposed prohibition against public meetings is in effect, or upon the occurrence of a natural disaster or other occurrence which precludes the ability to convene a public meeting, then the annual meeting will be convened at the next available regular monthly meeting date that occurs within Ninety (90) days of the original date for the annual meeting. If, however, the prohibition of public meetings shall last more than 90 days beyond the original scheduled date for the annual meeting, then the annual meeting shall be postponed indefinitely until the next normal annual meeting date that occurs after prohibitions against public meetings has expired.

3.2 Election of Directors: If the annual meeting designated for election of directors shall fall within a period when a government imposed prohibition against public meetings is in effect, or upon the occurrence of a natural disaster, then the then-current officers and directors shall continue serving in those capacities until the next annual meeting can be scheduled according to the terms and conditions stated in Article 3.1 above, at which time an election for new officers and directors will occur.

ARTICLE IV

OFFICERS

4.1 Number. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of The Corporation. Each officer shall be a Board member in good standing. A Chair of the Board, one (1) or more Vice Chairs, and such assistant officers as may be deemed necessary may be elected or appointed by the Board; such officers and assistant officers to hold office for such period have such authority and perform such duties as may be provided by resolutions of the Board. The Board may delegate to any officer or agent the power to appoint any such subordinate officers, or agents, and to prescribe their respective terms of office, authority, and duties. No two (2) or more offices may be held by the same person, except that the positions of Secretary and Treasurer may be jointly held by a single person upon approval by majority vote of the Board, and except by resolution approved by majority vote of the Board following thirty (30) days advance notice of such vote.

4.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board following the annual membership meeting. Only members of the IWA may be officers. Unless he/she dies, resigns, or is removed, each officer shall hold office until his/her successor is elected.

4.3 Resignation. Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board.

4.4 Removal. Any office or agent elected or appointed by the Board may be removed from office, with or without cause, by affirmative vote of two thirds (2/3) of the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by the Board for the unexpired portion of the term by a majority vote of the Board.

4.6 President. The President shall be chief executive officer of the Corporation and, subject to the Board's approval, shall supervise and control all of the assets, business, and affairs of the Corporation. The President shall preside over all Board meetings unless the Chair, if any, is present. The President may sign contracts or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer in some other manner. The President may appoint or remove any staff or consultants for the Corporation and establish the rate of compensation for any such staff person or consultant. In general, he/she shall perform all duties incident to the office of President and such other duties prescribed by the Board from time to time.

4.7 Vice President. The Vice President may exercise all duties and powers of the President in the President's absence.

4.8 Secretary. The Secretary shall: (a) keep the minutes of meetings of the Board in digital format; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep registers of the email address of each Director; (e) sign with the President, or other officer authorized by the President or the Board contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation; (f) prepare and submit annual reports as required by the Idaho Nonprofit Corporation Act, Internal Revenue Service and other governmental agencies, and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board. In the absence of the Secretary, an Assistant Secretary may perform his/her duties.

4.9 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the revisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board. In the absence of the Treasurer, an Assistant Treasurer may perform his/her duties.

4.10 Chair of the Board. The Chair of the Board (if the Board of Directors so deems advisable and selects one) shall be an officer of the Corporation and, subject to the direction of the Board of Directors, shall perform such executive, supervisory, and management functions and duties as may be assigned to

him/her from time to time by the Board. He/she shall, if present, preside at all meetings of the Board of Directors.

4.11 Salary. The officers shall not receive any salary for their services. Officers may be reimbursed for their expenses by Board resolution. No loans shall be made by the Corporation to its officers.

ARTICLE V

MEMBERS

5.1 **Membership:** A member of IWA shall be any person or family who pays annual dues as set by the Board of Directors. The Directors may establish other classifications of membership.

5.2 **Membership Rights:** Each membership shall be entitled to one vote on each matter submitted to a vote of the members.

5.3 **Membership Liabilities:** The members shall not be personally liable for the debts, liabilities, or obligations of the corporation.

5.4 **Membership Termination shall include:**

5.4.1 Resignation of a member.

5.4.2 Expiration of the period of membership, unless the membership is renewed.

5.4.3 Failure of a member to pay dues and/or fees as set by the Corporation Directors

5.4.4 Removal by vote of 2/3 of the corporation Directors for conduct inconsistent with the purpose of this corporation and contrary to the best interests of this corporation.

ARTICLE VI

MEETINGS OF MEMBERS

6.1 **Meetings:** A meeting of members shall be held at least annually at a time and place to be chosen by the Directors. A postal or electronic notice of the annual members meetings shall be sent prior to the meeting.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

7.1 Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

7.2 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. Such authority may be general or confined to specific instances.

7.3 Checks, Drafts, Etc. All checks, drafts, or other 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, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

7.5 Gifts and Contributions. The Treasurer may accept on behalf of the Corporation any contribution, gift, bequest, or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state, or federal law.

ARTICLE VIII

BOOKS AND RECORDS

The Corporation shall, in an electronic format, keep correct and complete books and records of account, minutes of the proceedings of its Board, and such other records as may be necessary or advisable or required by law. All books and records of the Corporation may be inspected by a Director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Corporation. All records of the Corporation shall be available for public inspection in accordance with federal law and Internal Revenue Service requirements incumbent upon not-for-profit corporations. All records must be requested by email sent to contact@idahowhitewater.net. Record requests must be answered by the Board within 10 days.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

ARTICLE X

INDEMNIFICATION

To the full extent permitted by the General Corporation Law of the Idaho Nonprofit Corporation Act, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under the General Corporation Law of the State of Idaho. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board. Amendments of the Bylaws must be approved by 2/3's of the Board and ratified by a majority of the membership in attendance at a membership meeting, or at other such general membership meeting as may be practical, following publication by written, oral or electronic means at least fifteen (15) days in advance of the meeting.

The foregoing Bylaws were adopted by the

_____ on the
_____ day of _____, 20_____.

Secretary