

# Idaho Whitewater Association Inc.

## Bylaws

### ARTICLE I

#### Name and Purpose

Section 1. Name and Nature. The name of the corporation is the Idaho Whitewater Association, a non-profit corporation

Section 2. Purpose. The purpose of the Idaho Whitewater Association, Inc. (hereinafter, IWA) 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

#### Membership

Section 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.

Section 2. Membership Rights: Each membership shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Membership Liabilities: The members shall not be personally liable for the debts, liabilities, or obligations of the corporation.

Section 4. Membership Termination shall include:

- A. Resignation of a member.
- B. Expiration of the period of membership, unless the membership is renewed.
- C. Failure of a member to pay dues and/or fees as set by the Corporation Directors
- D. 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 III

### Meetings of Members

Section 1. Meetings: A meeting of members shall be held at least annually, on or around the first Wednesday in March, 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.

Section 2. Quorum: A minimum of 30 members attending an annual meeting shall constitute a quorum. The vote of a majority of members shall be the act of the members.

Section 3. Special Meetings: the President upon written request of not less than ten (10) members may call special meetings of the members.

## ARTICLE IV

### Board of Directors

Section 1. Board of Directors: A Board of Directors (hereafter Board) shall be vested with the management of the affairs of the IWA.

Section 2. Number of Directors and Election: The Board shall consist of no less than four (4) and no more than twelve (12) members who shall be elected at the annual meeting of the members. The election shall be conducted in accordance with a policy created and published by the Board.

Section 3. Tenure and Qualifications: 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.

Section 4. Directors shall serve without salary or other compensation.

Section 5. Any Director may resign at any time upon written notice to the Board. Any Director may be removed from office, with or without cause, by affirmative vote of 2/3's of the Board.

Section 6. Replacement of Directors: Vacant Director positions may be filled by a majority vote of the remaining Directors.

Section 7. Tenure of Replacement Directors: The term for replacement Directors expires with the annual election of new Directors.

Section 8. Duties: 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 IWA 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 its charter.

Section 9. Board 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 meeting shall be open to members in good standing.

Section 10. Quorum: A majority of the membership of the Board shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board.

Section 11. Meeting Conduct: The current edition of 'Robert's Rules of Order Newly Revised' shall govern at all meetings of the Board.

Section 12. Committees: The Board may appoint committees as appropriate to advise the Board.

## ARTICLE V

### Officers

Section 1. Officers: The officers of the IWA shall be as follows: President; Vice-President; Secretary; Treasurer

Section 2. Appointment of Officers and Term: the Board shall appoint officers at the first board meeting following the annual membership meeting. Only members of the IWA may be officers. The term of each officer shall be one year beginning at the date of appointment.

Section 3. Replacement of Officers: A vacancy in any office shall be filled by a majority vote of the board. The officer shall serve the remainder of that term.

Section 4. Duties: The officers' duties shall be as follows:

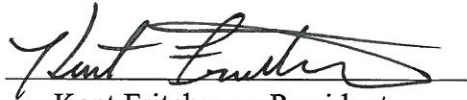
- The President shall preside at all directors' meetings, chair meetings of the members, and call Directors' and membership meetings.
- The Vice-President may exercise all duties and powers of the President in the President's absence.
- The Secretary shall keep minutes of the proceedings of the Board and where appropriate, the meetings of members, including the annual membership meeting.
- The Treasurer shall ensure that accurate books and records of accounts of the IWA are maintained. Every director shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind and physical properties.
- Any Director may transact business for the IWA in accord with resolutions passed by the Directors.

## ARTICLE VI

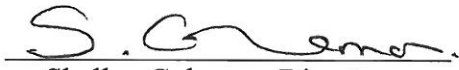
### By-Laws

Amendment: 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 the annual membership meeting. Proposed changes to the bylaws must be published in the newsletter or on the web site at least 10 days prior to the membership meeting.

WHEREFORE, each of the undersigned hereby certifies that the foregoing By-Laws, were approved by a majority of the Directors of the Corporation on the 12<sup>th</sup> day of February, 2014 and ratified by a majority of the membership in attendance at the annual membership meeting on the 5th day of March, 2014.

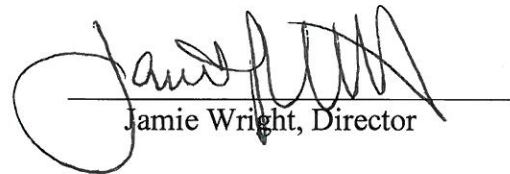
  
Kent Fritchman, President


  
Jen Koskella, Director

  
Shelley Coleman, Director

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Al Curl, Director

  
Alissa Palmer, Director

  
Jamie Wright, Director

  
Kevin Lewis, Director