

**BYLAWS
OF THE
IDAHO NONPROFIT CENTER, INC.**

**ARTICLE I
OFFICE AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of the Idaho Nonprofit Center, Inc. (“Corporation”) shall be in the State of Idaho.

Section 2. Registered Office. The Corporation shall have and continuously maintain a registered office in the State of Idaho, as required by the State of Idaho Nonprofit Corporation Act. The registered agent shall be located in the state of Idaho.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than nine (9) and no more than fifteen (15) individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by the directors at the December meeting of the Board of Directors. Each director is elected for a three-year term at staggered intervals, so that one-third is elected each calendar year. Each director shall be limited to only two consecutive terms, except that Executive Committee directors may serve three consecutive terms. Former directors may return to board service after being off the board for a minimum of one year. If a new director is filling the remainder of a term for a former director, the term limits start from the end of the fill term (for example, director A may fill the last year of director B’s term: director A then is limited to two additional three-year terms). Directors need not be residents of the State of Idaho.

Section 4. Resignation. Any director may resign at any time by giving written notice to the Board Chair (for purposes of these Bylaws, email notice is deemed to be “written”). Such resignation shall take effect at the time specified in the notice, or, if no time is specified, at the time of acceptance thereof as determined by the Board Chair.

Section 5. Removal. Any director may be removed from such office, with or without cause, by a majority vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year at such time; day and place as shall be designated by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least three business days prior to the meeting and in the manner set forth in Section 2 of Article VI. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors. (for purposes of these Bylaws, email notice is deemed to be “written”).

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone, video conferencing or similar telecommunications device which allows all persons participating in the meeting to hear each

other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 14. Conflicts of Interest. The Corporation shall maintain a Conflict of Interest policy, agreed to in writing annually by each director, which shall require at least that:

(a) In the event any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict and abstain from voting on that decision. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information that might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

(b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

Section 15. Standard of Care. A director shall perform the director's duties, including serving as a member of any committee of the Board, in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing the director's duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants or other persons as to matters that the director reasonably believes to be within such person's professional or expert competence; or
- (c) a committee of the Board upon which such director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, if the director reasonably believes the committee merits confidence.

A person who performs such duties shall have no liability by reason of being or having been a director of the Corporation.

ARTICLE III OFFICERS

Section 1. Officers. The officers of the Corporation shall minimally consist of a Board Chair, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board. Any two or more offices may be held by the same person, except the offices of Board Chair and Secretary.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the directors at the December meeting of the Board of Directors.

Section 3. Term of Office. The officers of the Corporation shall be installed at the December meeting at which they are elected and shall hold office for one year until the next December meeting or until their respective successors shall have been duly elected.

Section 4. Resignation. Any director may resign at any time by giving written notice to the Board Chair (for purposes of these Bylaws, email notice is deemed to be “written”). Such resignation shall take effect at the time specified in the notice, or, if no time is specified, at the time of acceptance thereof as determined by the Board Chair of the Corporation.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a majority vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. Board Chair. The Board Chair shall give active direction and exercise oversight pertaining to all affairs of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Board Chair as may be prescribed by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be responsible for and oversee all financial matters of the Corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 10. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors.

ARTICLE IV COMMITTEES

Section 1. Standing Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing committees of directors, each consisting of two or more directors. No standing committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, authorize payment of any bills, or authorize the voluntary dissolution of the Corporation.

Section 2. Executive Committee. Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, comprised of the Corporation's officers.

Section 3. Other Committees and Task Forces. The Board of Directors may create other committees and task forces as they shall deem appropriate and may appoint members (including non-directors) as appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 5. Vacancies. Vacancies in the membership of committees may be filled by the Board Chair.

Section 6. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE V

STAFF

Section 1. **Executive Director or President/Chief Executive Officer (CEO).** The Board of Directors shall have the authority to select and employ an Executive Director or President/Chief Executive Officer (CEO). The Executive Director or President/Chief Executive Officer (CEO) has day-to-day responsibilities for the Corporation, including carrying out the Corporation's goals and policies and managing staff. The Executive Director or President/Chief Executive Officer (CEO) will report on the progress of the Corporation at the board meetings, and answer questions of the Board of Directors. The Board may designate other duties as necessary. The Executive Director or President/Chief Executive Officer (CEO) serves in a non-voting role on the Board of Directors and Executive Committee and is not included in executive session meetings with the Board or Executive Committee.

Section 2. **Terms of Employment**. The terms and conditions of employment of the staff may be set forth in a written contract approved by the Board of Directors and signed by the Corporation and the staff person. The Executive Committee shall meet with the **Executive Director or President/Chief Executive Officer (CEO)** annually to review goals for the position and Corporation. The Executive Director may be terminated only (i) by the Board of Directors or by the Executive Committee in an emergency situation at a special meeting called for such purpose, and (ii) in accordance with the terms of the written employment contract, if any.

ARTICLE VI

MISCELLANEOUS PROVISIONS

Section 1. **Fiscal Year**. The fiscal year of the Corporation shall be the calendar year.

Section 2. **Notice**. Whenever, under the provisions of these Bylaws, notice is required to be given to a director, officer, or committee member, such notice shall be given in writing, by facsimile, electronic mail, or by hand delivery. Such notice shall be deemed to have been given when deposited in the mail or with the delivery service, sent via email without a returned message bounce, or when received.

Section 3: **Loans Prohibited**. The Corporation shall not lend money to or use its credit to assist its Directors, officers or staff.

Section 4: Gifts. The Board of Directors may accept or decline on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation in accordance with the gift acceptance policy of the Corporation.

Section 5: Annual Financial Statements. The officers of the Corporation shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented to the Directors at each January meeting of the Board of Directors.

ARTICLE VII INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors, indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE VIII AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds of all the directors then in office at any regular or special meeting of the Board. The notice of the meeting shall set forth a summary of the proposed amendments.

Idaho Nonprofit Center, Inc. Bylaws Amended: (date) _____

Signed:

Board Chair

Printed Name

Executive Director/President/CEO

Printed Name