

Amended and Restated Bylaws of the Idaho Building Contractors Association, Inc. (2017)

In compliance with Article XVI of the original bylaws of the Idaho Building Contractors Association, Inc. (“Association”), and in compliance with the Idaho Nonprofit Corporation Act, these Amended and Restated Bylaws were proposed to the members for adoption and ratification by unanimous consent of the board of directors of the Association, and were adopted and ratified by not less than two-thirds (2/3rds) of the Association’s members at a properly noticed and held meeting of such members at which a quorum was present. Accordingly, effective February 1, 2017, these Amended and Restated Bylaws are the existing bylaws of the Association and all prior bylaws, including any amendments thereto, are revoked, terminated and of no further force or effect.

Article I—Name, Location and Affiliation

Section 1. Name. The name of this organization shall be the Idaho Building Contractors Association, Inc., referred to as the Association.

Section 2. Location. The principal office of this Association shall be located at Boise, Idaho, or such other place as the board of directors may choose.

Section 3. Affiliation. This Association is and shall be affiliated with the National Association of Home Builders of the United States, referred to as the “National Association”, and shall abide by its respective bylaws, as amended.

Section 4. Jurisdiction. This Association shall operate throughout the State of Idaho, and territories assigned to its jurisdiction by the National Association.

Article II—Purposes

The purposes of this Association, to the extent permitted by law, shall be:

- A. To associate the builders and affiliated members within its jurisdiction for the purpose of mutual advantage and cooperation.
- B. To cooperate with all entities related to the building industry within the Association’s jurisdiction for the benefits of the industry as a whole.
- C. To help carry out the mutual objectives of the National Association.
- D. To operate without profit and no part of the income of the Association shall be used to the benefit of any member.

Article III—Membership

Section 1. Classes of Members. The Association shall have the following classes, designation and qualifications of members:

A. **Builder Members.** In addition to the builder membership requirements contained in the Association's articles of incorporation, any individual who is, or has been in, or employed by a firm or corporation, in the business of building or remodeling homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community, or in land development and adheres to the Association's Code of Ethics and is of good character and business reputation, shall be eligible to be a builder member in the Association.

B. **Associate Members.** In addition to the associate membership requirements contained in the Association's articles of incorporation, any individual who is, or has been in, or employed by a firm or corporation, engaged in a trade, industry, or profession related to the business of building or remodeling homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community, and is not inconsistent with the objectives of the Association or any of its affiliated local associations or chapters, and adheres to the Association's Code of Ethics and is of good character and business reputation shall be eligible to be an associate member in the Association.

C. **Affiliate Member.** Any individual who is an employee of a firm represented by a builder or associate member of the Association shall be eligible to be an affiliate member.

Section 2. Acceptance of Members.

A. Applicants for membership shall sign an application for membership which may include the applicant agreeing to observe and abide by the articles, bylaws, Code of Ethics, rules and/or other requirements of this Association. This may be part of an application to an affiliated local association or chapter.

B. Applicants operating outside the jurisdiction of an affiliated local association or chapter, on payment of dues and acceptance by the membership committee, and approved by the Association, shall become members of this Association ("members at large").

Section 3. Membership Rights and Privileges. Members are entitled to all benefits, services and privileges of the Association including the right to vote on matters submitted to a vote of the members.

Section 4. Membership Certificate. Upon payment of dues and compliance with all other requirements of the Association, a member shall be entitled to a certificate of membership from the Association which may be delivered through the member's affiliated local association or chapter. The certificate shall be signed by the president and shall carry the seal of the Association.

Section 5. Termination/Expulsion/Suspension of Membership. In addition to the expulsion of a member for the failure to pay dues as detailed in Article V, Section 4 below, any member who fails to comply with the articles, bylaws, Code of Ethics, rules, and/or other requirements of the Association may be terminated, expelled or suspended as a member of the Association by a majority vote of the board of directors. Any such termination, expulsion and/or suspension must first comply with the following:

The member who is the subject of such termination, expulsion or suspension must be given written notice of his/her/its proposed termination, expulsion or suspension, and the reasons therefore, at least fifteen (15) days prior to the proposed effective date of such termination, expulsion or suspension. In addition, such member shall be given the opportunity to address the board of directors, either orally or in writing, at least five (5) days prior to the proposed effective date of such termination, expulsion or suspension.

Any written notice given by mail must be sent via first class or certified mail to the last address of the member shown on the Association's records.

Article IV—Affiliated Local Associations and Chapters

Section 1. Affiliation. Any organized group of builders engaged in residential or commercial construction or a related industry, profession, or trade who work for the same purposes and objectives as this Association and qualify for affiliation shall be considered for designation as an affiliated local association or chapter.

Section 2. Qualification. To qualify for affiliation, a local association or chapter shall send a written application signed by its president and secretary and approved by its board of directors, certifying:

A. That the jurisdiction requested does not conflict with that of any existing affiliated local association or chapter (except as provided in Section 4A below).

B. That the applicant group includes not less than fifteen (15) builder members in good standing or, if a chapter, includes not less than five (5) builder members and five (5) associate and/or affiliate members in good standing.

C. That all members of the group are members or have applied for membership in the Association in the classes for which they qualify under these bylaws and are or will become members of the National Association.

D. That the group will provide any members-at-large of the Association within their requested jurisdiction an opportunity to become members.

E. That the group's bylaws do not conflict with the bylaws of this Association or the National Association, as each of such bylaws may be amended from time to time.

F. That all members of the group agree to abide by the articles, bylaws, Code of Ethics, rules and/or other requirements of this Association and the National Association, as each of these may be amended from time to time.

G. That no affiliated local association or chapter may withdraw from the Association without permission from the Association whether or not the affiliated local association or chapter existed before this Association.

Section 3. Certificate. A certificate of affiliation will be granted to the affiliated local association or chapter upon approval by the Association's board of directors. If and when an affiliated local association or chapter ceases to represent members in their assigned jurisdiction,

or falls below the required number of members to qualify as a chapter, the board of directors may review, and by a two-thirds vote, rescind such certificate of affiliation.

Section 4. Jurisdiction. Jurisdiction of each affiliated local association or chapter shall be defined in its charter from the National Association.

A. Only one affiliated local association or chapter may be accepted from any metropolitan area unless an existing affiliated local association or chapter waives any or all of its exclusive jurisdiction. The waiver must be approved by the board of directors of the waiving affiliated local association or chapter and must be signed by the president and secretary of such waiving affiliated local association or chapter.

B. An affiliated local association or chapter shall have sole authority to set policy, rules and other requirements for its members (provided such policies, rules and other requirements do not conflict with the articles, bylaws, Code of Ethics, rules and/or other requirements of the Association and/or the National Association), shall have jurisdiction over its members and shall act as an industry spokesperson for its members within their assigned jurisdiction.

C. The jurisdiction assigned to any affiliated local association or chapter may be reviewed by the board of directors at any time for recommendation to the National Association as to whether such jurisdiction should be expanded or contracted.

Section 5. Disputes. In the event of disputes between affiliated local associations and/or chapters and the Association, or between affiliated local associations and/or chapters and other affiliated local associations and/or chapters, such disputes shall be resolved pursuant to the National Association's dispute resolution process.

Article V—Dues

Section 1. Dues Period. The dues period for all members shall begin with the date of their respective enrollment and expire twelve months later. The date of enrollment shall be determined by the National Association.

Section 2. Collection. An affiliated local association or chapter shall collect and pay to the Association all dues of its membership owed to the Association. This Association shall not send statements to members other than members at large unless asked by an affiliated local association or chapter and approved by the board of directors.

Section 3. Payment.

A. Each affiliated local association or chapter shall send annual dues of its members payable to this Association on or before the anniversary date of such members. The Association's board of directors shall set the dues amount per year for all members. No increase in Association dues shall be effective unless at least sixty (60) days' prior written notice is given to each affiliated local association or chapter. The notice shall state the amount, reason and proposed effective date of the increase.

B. Affiliated local associations and chapters will pay National Association dues directly to that Association according to its bylaws.

C. Dues of members-at-large shall be paid to this Association when billed, and shall include dues owing and to be sent to the National Association.

Section 4. Failure to Pay. Any member who defaults in paying dues when due shall be expelled as a member of this Association at the end of such dues period.

Article VI—Meeting of the Membership

Section 1. Annual Meeting. An annual meeting of the members shall be held each year within the State of Idaho, for the express purpose of electing a board of directors and taking up such matters as may properly come before the members. The only exception is in the event of a multi-state convention agreed upon by the board of directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president when directed by a majority of the board of directors.

Section 3. Notice of the Members. Written notice stating the place, date, time and purpose or purposes of any meeting of the members shall be given no less than ten (10) nor more than fifty (50) days in advance.

Section 4. Voting/Quorum.

A. Active members shall be entitled to one vote on each matter submitted to a vote. A member may vote in person or by written proxy. Cumulative voting is prohibited. The affirmative vote of a majority of votes entitled to be cast at a duly called meeting at which a quorum is present shall be the act of the membership.

B. Two percent (2%) of current members present at any meeting constitutes a quorum; provided that, unless one-third (1/3) or more of current members are present in person, the only matters that may be voted on at an annual or regular meeting of members are those that are described in the meeting notice.

C. Every member is entitled to vote for as many persons as there are directors to be elected.

Section 5. Actions Without A Meeting. The members may engage in actions without a meeting assuming such actions are in compliance with the Idaho Code.

Article VII—Board of Directors

Section 1. Authority/Seating of Board Members. The board of directors shall be the governing body of the Association. The Association, at its annual meeting, shall seat directors pursuant to Article XI below, the majority of which shall be builder members.

Section 2. Ex-Officio Members. The president, immediate past president, past associate vice president, national representative and national associate director shall be ex-officio members of the board of directors with full voting privileges.

Section 3. Chair. The president shall chair the board of directors.

Section 4. Number, Tenure & Qualifications. The board of directors shall be composed of all elected directors and life directors with voting rights; provided, however, that a majority of directors must be builder directors and the number of directors shall in no event be less than five (5).

A. Number of Directors. Each affiliated local association or chapter having five (5) or more paid builder members is entitled to nominate directors in proportion to its total members as follows:

1. The president of the affiliated local association or chapter shall be a director and there may be additional directors for each fifteen (15) paid builder members, or fraction thereof.

2. One added associate director when an affiliated local association's membership exceeds twenty-five (25) paid builder members.

B. Directors-at-Large. There shall be at least one director-at-large for each twenty-five (25) paid builder members or fraction thereof, who are not members of any affiliated local association or chapter.

C. Tenure. Directors will serve two (2) year terms. The terms of office shall be staggered in order that part of the board of directors are incumbents.

D. Attendance. Any director absent from two consecutive regular meetings of the board of directors may be replaced as outlined in Section 4.E.1., below. A director showing unavoidable cause, may be excused from the above referenced consecutive meetings requirement by the vice president secretary. Before each meeting the affiliated local association or chapter must report any changes or additions in Association directors.

E. Vacancy. Vacancies on the board of directors due to disability, death, resignation or removal shall be filled as follows:

1. The affiliated local association or chapter from which that director was represented will appoint a director for the remainder of the unexpired term subject to the consent of the Association's board of directors.

2. To fill a post due to an increase in members, or affiliation of a new affiliated local association or chapter, the affiliated local association or chapter shall appoint a director or directors subject to the consent of the Association's board of directors.

Section 5. Alternate Directors. An alternate director for any affiliated local association or chapter shall be qualified to serve as a director for an absent elected director at such meeting.

Section 6. Life Directors and Senior Life Directors.

A. The board of directors may elect any member as a life director provided:

1. The member is nominated by the affiliated local association or chapter of which the nominee or the nominee's employer is a member, and

2. The nominee has attended two meetings of the board of directors as a voting director in each fiscal year for ten (10) years preceding nomination.

B. If the nominee is a past president, the nominee shall only need have attended two meetings of the board of directors for seven (7) fiscal years preceding nomination.

C. A nominee who served as a voting alternate director may receive credit for one fiscal year of attendance for each eighteen months the nominee served as a voting alternate director.

D. If a life director fails to attend at least one meeting each calendar year he or she shall lose the right to vote. The right to vote shall be reinstated after attending one board meeting. Life director status shall not otherwise be affected.

E. If a life director represents a firm or corporation, another person from the same firm or corporation may also serve as a director or alternate director.

F. The board of directors may elect any member as a senior life director provided:

1. The member is nominated by the affiliated local association or chapter of which the nominee or the nominee's employer is a member, and

2. The nominee has attended two meetings of the board of directors as a voting life director in each calendar year for ten (10) years preceding nomination.

3. The senior life director has no attendance requirements to vote.

Article VIII—MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the board of directors shall be held, without other notice than this bylaw, immediately after the annual meeting of the members for the purpose of electing officers and to transact other business as may come before the meeting.

Section 2. Number of Meetings. Meetings shall be held at least three (3) times annually, either within or without the State of Idaho.

Section 3. Special Meetings. Special meetings may be called by the president or executive committee.

Section 4. Notice of Meeting. Subject to Section 1 above, notice of the date, time and place of meetings shall be given in writing to the board of directors not less than ten (10) days in advance of a regular meeting and at least two (2) days in advance of any special meeting. The notice of any special meeting shall include the purpose of the meeting.

Section 5. Waiver of Notice. The notice required by Section 4, above, with respect to any meeting may be waived in writing.

Section 6. Quorum. No less than one-third (1/3) of all acting directors entitled to vote constitutes a quorum; provided that directors elected by at least three (3) affiliated local associations or chapters must be present at any meeting. If there is a quorum at the beginning of a meeting, it is presumed to exist throughout the meeting.

Section 7. Voting. Each voting director is entitled to one vote on each matter submitted to a vote. The affirmative vote of a majority of votes entitled to be cast at a duly called meeting at which a quorum is present shall be the act of the board of directors. Voting by proxy is prohibited.

Section 8. Actions Without A Meeting. The board of directors may engage in actions without a meeting assuming such actions are in compliance with the Idaho Code.

Article IX—Elective Offices

Section 1. Officers. The following officers shall be elected by the board of directors at its meeting immediately following the annual meeting of members and shall be known collectively as the senior officers:

President
1st Vice President – Treasurer
Second Vice President
Vice President Secretary
Associate Vice President
National Representative
National Associate Director

And any other officer the board deems necessary.

Section 2. Qualifications.

A. The president, 1st vice president-treasurer and second vice president, must be a builder member in good standing and each shall have served, or is serving, not less than one (1) full term as the president of an affiliated local association or chapter.

Before being elected as president, he/she must have served not less than one (1) full term as an elected officer of this Association, and be found by the nominations committee to have proven leadership ability in such service.

B. The vice president secretary shall be a builder or associate member in good standing. Before being elected, he/she must have served not less than one (1) full term as an officer or director of an affiliated local association or chapter, and shall be found by the nominations committee to have proven leadership ability in such service.

C. The associate vice president shall be an associate member in good standing; shall have served on an Association standing or special committee; shall have served at least two (2) years as a director of the Association or an affiliated local association or chapter; and been active in recruiting Association and/or affiliated local association or chapter members.

D. Officers shall be members of the board of directors at the time of their election.

Section 3. Tenure.

A. The president, 1st vice president-treasurer, second vice president, and vice president secretary, shall hold office for one (1) year from the date of installation or until their successors are elected and duly qualified.

B. The associate vice president shall hold office for two (2) years from the date of installation or until a successor is elected and duly qualified.

C. The board of directors shall by resolution declare the 1st vice president-treasurer to be president-elect. The president-elect shall be installed as president at the next regular annual meeting of the board of directors.

Section 4. Duties of Officers and Ex-Officio Members.

A. The president is the chief officer and official spokesperson of the Association and shall preside at meetings of the members and the executive committee; recommends to councils and committees objectives and policies, appoint committee chairs (except as provided in these bylaws); directs and coordinates committee roles to carry out the objectives of the Association; and directs and coordinates staff. The president may delegate his/her duties, but not the responsibilities of the other elected officers or directors. The 1st vice president-treasurer shall perform such duties as assigned by the president, the executive committee, or the board of directors, and in the absence of the president, or upon direction, shall have the powers of and be subject to the restrictions upon the president.

B. The 1st vice president-treasurer shall have the general charge of all funds of the Association; give periodic reports to the board of directors and an annual report to the members; chair the budget committee and generally perform all duties suitable to this office, and other duties as may be assigned by the president, executive committee or board of directors. The 1st vice president-treasurer and the other senior officers shall receive a copy of all audit reports, management reports, and recommendations made by the Association's independent certified public accountant(s), if any.

C. The second vice president shall perform such duties as assigned by the president, the executive committee, or the board of directors. The second vice president shall be vice chair of the budget committee.

D. The vice president secretary shall keep a record of all meetings of the members, the board of directors, and the executive committee; and shall keep reports of all standing and special committees, the articles of incorporation and bylaws; give all notices according to these bylaws or as required by law; and in general perform all duties as may be assigned by the president, the executive committee, or the board of directors.

E. The immediate past president shall chair the nominations committee and the past presidents committee.

F. The associate vice president shall chair one of the standing committees.

G. Additional vice presidents, if any, shall be responsible for increasing the membership, and shall make themselves available to address affiliated local association or chapter meetings in their jurisdiction. They shall also serve on the membership committee.

H. Removal. Any officer may be removed by the board of directors whenever in the board's judgement the best interest of the Association would be served. Such action shall not be undertaken except on the recommendation of two-thirds (2/3) of the executive committee, given to the board in writing not less than twenty (20) days before the next meeting of the board of directors. The officer to be removed shall be afforded reasonable opportunity to be heard by the board.

Section 5. Vacancies. The nominations committee shall appoint a past president or current officer as the temporary appointee to fill any office vacated due to death, disability, resignation or removal for the unexpired portion of the term of such vacated office.

Article X—National Officers

Section 1. The national representative and national associate director shall be nominated by the board of directors under the conditions defined in the bylaws of the National Association.

Section 2. Term/Vacancies. The national representative and national associate director shall serve two (2) year appointments or until their successors have been appointed. The nominations committee shall appoint a past president or current officer as temporary appointee to fill any national office vacated due to death, disability, resignation or removal for the unexpired portion of the term of such vacated office.

Article XI—Appointments/Nominations

Section 1. Appointments of the Board of Directors.

A. The board of directors shall seat directors as elected by the affiliated local associations or chapters.

B. Thirty (30) days before the annual meeting of the members, each affiliated local association or chapter shall submit in writing the names of the directors to serve on the Association's board on behalf of such affiliated local association or chapter. If an affiliated local association or chapter fails to submit such names, the Association's board of directors shall have the right to select the persons to serve as Association directors from the affiliated local association or chapter.

Section 2. Nomination of Officers.

A. Thirty (30) days prior to the annual meeting of the members, nominations for officers shall be made by affiliated local associations, chapters or members, in writing or in person, to the nominations committee.

B. The nominations committee shall submit its report at the annual meeting. Further nominations may be made from the floor.

C. When only one nomination for an elective office is presented to the board of directors, election shall be by voice vote. When more than one nomination is presented, the vote shall be by secret ballot. If more than one candidate is nominated for an office, the candidate receiving the most director votes shall be elected.

Section 3. Nominations Committee.

A. The nominations committee shall consist of not less than five (5) members as follows: The immediate past president; two (2) members of the board of directors who are not members of the same affiliated local association or chapter; and two (2) other past presidents. Members will be appointed by the president. The immediate past president shall chair the committee.

B. The nominations committee shall solicit nominations, consider recommendations, nominate at least one candidate for each office to be filled unless otherwise set forth in this article. The nominating committee may resolve questions relating to the nomination of candidates, suggest rules and/or procedures for elections and, on direction of the president, perform other appropriate duties.

C. The nominations committee shall approve each nomination by a majority vote of members present. A review of each nominee shall be made and may, with their consent, include:

1. A personal interview before the nominations committee.
2. Adequate information to prove financial stability.

D. In the event that:

1. No recommendation for a state office is received by the nominations committee,
or
2. None of the recommendations received are approved after review by the nominations committee, or
3. The sole nominee for an office is approved by the nominations committee and that nominee becomes unable, unavailable, or unwilling to serve if elected; then

The nominations committee shall approve any other nominee it so chooses.

Article XII—Executive Committee

Section 1. Authority. Between meetings of the board of directors, the executive committee has, and shall exercise the authority of, the board of directors to manage the Association, except, it shall not have the authority to elect, appoint, or remove any member of the executive committee or any elected director or elected officer of this Association; amend or restate the articles of incorporation or bylaws; adopt a plan to merge or to consolidate with another organization; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and/or assets of the Association; authorize the voluntary dissolution of the

Association; adopt a plan to distribute the assets of the Association; or amend, alter, or repeal any resolution of the board of directors, except on finding an emergency requiring such action.

A. This committee shall conduct the affairs of the Association according to the bylaws, policies and instructions of the board of directors. It shall be the policy and steering committee of this Association, and shall recommend a budget, subject to the approval of the board of directors.

B. The executive committee is accountable to the board of directors.

C. The executive committee may consist of the president, acting as chair, 1st vice president-treasurer, associate vice president, 2nd vice president, vice president secretary, the immediate past president, past associate vice president, past president liaison, membership chair, national representative and the national associate director. In addition to the above members, the President may appoint no more than two (2) executive committee members at large. All members of this committee shall be ex-officio members of all committees.

D. The executive committee shall meet upon the call of the chair at a time and place chosen by the chair. A quorum shall consist of a majority of the executive committee members. The affirmative vote of a majority of votes entitled to be cast at a duly called meeting at which a quorum is present shall be the act of the executive committee.

Section 2. Informal Action. Any action may be taken without a meeting if presented in writing and approved and signed by two-thirds of the voting members of the executive committee.

Section 3. Professional Staff.

A. The executive committee shall hire the executive director of the Association.

B. The executive committee may remove any administrative officer, staff member, or other employee appointed, designated, or retained by the Association when, in the judgement of the members present at an executive committee meeting where there is a quorum, the best interests of the Association would be served. Removal shall be without prejudice to the contract rights, if any, of the Association or of the person removed.

C. The executive committee shall from time to time decide and name independent legal counsel and accounting firms to provide services to the Association.

Article XIII—Other Committees and Councils

Section 1. Authority. The board of directors may name one or more committees or councils which shall have and exercise any authority given to it/them by the board of directors.

A. The naming of and delegating authority to such committees or councils shall not act to relieve the board of directors, or any one director, of any responsibility imposed by law. Any non-director who is a member or chair of any committee shall have the same responsibility with respect to such committee as a director.

B. No committee or council shall have the authority to elect, appoint, or remove any member of the executive committee, any other committee or council member, or any elected

director or elected officer of this Association; amend or restate the articles of incorporation or bylaws; adopt a plan to merge or to consolidate with another organization; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and/or assets of the Association; authorize the voluntary dissolution of the Association; adopt a plan to distribute the assets of the Association; or amend, alter, or repeal any resolution of the board of directors.

C. Committee and council reports shall be made regularly in writing by the chair to the board of directors. The approval of reports by the board of directors shall not constitute policy or authorize expending funds by the Association unless otherwise noted.

Section 2. Appointment. The president shall appoint all members and the chair and vice chair of each committee and council. The chair and vice chair of standing committees and councils shall be members of the board of directors. Membership on special committees and councils may, but need not be limited to, directors.

A. Each committee and council member and each chair of a standing or special committee or council shall serve until the end of the annual meeting of the board of directors and until a successor is appointed. A person shall not be eligible to serve as a member or chair or vice chair on the same committee or council for more than two (2) consecutive terms; unless appointed by the president for one (1) more year.

B. The president may, with the consent of the board of directors, remove the chair, vice chair or members of any committee appointed under this article as long as the removal is in the best interest of the Association. Removal shall not prejudice the rights of such person as a member of the Association or any other position such person may have in the Association.

Section 3. Standing Committees. The president, with the consent of the board of directors shall, upon taking office, set up standing committees for the Association except as may otherwise be specifically provided for in these bylaws.

A. Each committee shall consist of two (2) or more persons, a majority of whom are directors, the remainder need not be directors.

B. Standing committees shall investigate, study, and make recommendations to the executive committee and the board of directors, concerning new, continuing, or recurring matters relating to the purposes or business of the Association.

Section 4. Special Committees. Special committees may be appointed by the president as he or she may from time to time deem advisable.

Section 5. Councils. There shall be within the Association such councils as the board of directors may from time to time find necessary to adequately serve the needs of respective members of this Association. A council shall operate subject to rules of procedure as adopted and amended by the council members, subject to approval by the board of directors.

Section 6. Meetings/Quorum/Vote. Any committee or council shall meet upon the call of the chair at a time and place chosen by the chair. A quorum shall consist of a majority of the committee or council members. The affirmative vote of a majority of votes entitled to be cast at a duly called meeting at which a quorum is present shall be the act of the committee or council.

Article XIV—FINANCE/MISCELLNEOUS

Section 1. Fiscal Year. The fiscal year of this Association shall be the calendar year.

Section 2. Budget. The board of directors shall adopt a budget for each fiscal year, and this Association shall function within such budget. Any expenses in excess of an approved budget shall be referred to the executive committee before submitting to the board of directors.

Section 3. Depository. All funds of the Association shall be placed in depositories approved by the executive committee.

Section 4. Authority.

A. The following officers of the Association, and any others as may be authorized by the board of directors, shall have authority to sign checks on behalf of the Association: the president, 1st vice president-treasurer, executive director, or any other officer duly authorized to act for them in a specific instance. The signature of any two (2) authorized officers shall be necessary on all checks drawn on account of the Association. An active past president in Boise shall be authorized as backup signer.

B. The president, executive director, or any other officer of the Association duly authorized to act for them by the board of directors in general or specific instances, may execute contracts or any other documents and/or instruments.

Section 5. Reserves. The board of directors may authorize the creation of reserve funds for the future operation of the Association. Such funds may be used for purposes as authorized by the board of directors.

Section 6. Reports. The 1st vice president-treasurer shall report on the finances of the Association to the executive committee and board of directors at least three (3) times a year, and shall relate expenses to the current budget needs.

Section 7. Audit. At the direction of the executive committee, an annual audit of the finances of the Association, prepared by a certified public accountant, recommended by the budget committee and approved by the executive committee, together with a report from the 1st vice president-treasurer, may be presented at the annual meeting of the members.

Article XV—Rules of Procedure

Section 1. Procedure. Roberts' Rules of Order shall govern the parliamentary procedure of all meetings of the Association.

Section 2. Representation.

A. No council, committee or member shall represent the Association, or any council or committee thereof, before any legislative body, court, or other proceeding, unless authorized to do so by the president or executive committee. When representation requires filing of pleadings

or briefs, contents of the proposed pleadings or briefs shall be approved by the executive committee or other members as the committee may choose to act for it.

B. No report, recommendation, or other action of any council or committee, shall be considered as the action of the Association unless and until approved or authorized by the board of directors. No council or committee, or any member of any such council or committee, shall release any report to the public unless pre-approved by the board of directors or the executive committee. This is not to be construed as limiting customary news releases.

Section 3. Emblem and Seal. The board of directors shall adopt an official emblem to be used on the stationery and literature of this Association along with the seal of the National Association. The corporate seal shall be inscribed with the name of the Association and the words, “Corporate Seal, Idaho.”

Section 4. Administration. The chief administrator of this Association shall be an executive director who shall be employed by the board of directors at such rate of compensation as it deems fair and proper. The executive director shall be empowered to employ and supervise an adequate staff to carry on the business of this Association at such rates of compensation as the executive committee, board of directors, or the president may deem fair and proper, within the limits of the annual budget.

Section 5. Tax Exempt Status. The Association is organized as a not-for-profit corporation under the laws of the State of Idaho and is intended to operate as a tax-exempt business league under Section 501(c) (6) of the Internal Revenue Code, as amended. If the Association is dissolved, all funds and property shall be applied to payment of debts, and the surplus, if any, shall be donated to affiliated local associations or chapters on a pro rata basis according to membership.

Article XVI—Amendments

Amendments to these bylaws shall be done in compliance with, and pursuant to the terms of, the Idaho Nonprofit Corporation Act existing at the time of such amendment.

Article XVII—Conflicts

In the event any of these bylaws conflict with the Association’s articles of incorporation, the bylaws shall control. In the event any of these bylaws conflict with the National Association’s articles, bylaws, rules or other requirements, the applicable articles, bylaws, rules and/or other requirements of the National Association shall control.