

1 **BYLAWS OF PRESERVATION IDAHO**
2 **(IDAHO HISTORIC PRESERVATION COUNCIL, INC.)**

3 **ARTICLE I**
4 **NAME AND LOCATION**

5 Section 1. Name: The name of this organization shall be the Idaho Historic Preservation Council,
6 Inc. (hereinafter referred to as the "Association"). The organization may also be known as Preservation
7 Idaho.

8 Section 2. Location: The principal office of the Association shall be located in Boise, Idaho, but
9 may be changed from place to place upon vote of the Board of Directors.

10 **ARTICLE II**
11 **OBJECTIVES**

12 Section 1. Affiliation: This Association is not affiliated with any other association or entity.

13 Section 2. Specific Objectives: The objectives of the Association shall be to serve its members
14 and the general public and to promote the general welfare, by performing, *inter alia*, the following:

15 (i) to bring together persons and entities interested in the preservation of districts, sites and
16 structures of historic or architectural interest in Idaho;

17 (ii) to promote public interest in, and support for, historic preservation;

18 (iii) to gather information relative to endangered districts, sties, and structures;

19 (iv) to carry on educational programs, acquisition programs, or any other programs which will
20 further the preservation of historic districts, sites and structures in Idaho;

21 (v) to acquire title and hold title to such real and personal property as may be necessary or
22 desirable to carry out its purpose, and to manage and operate and real or personal property given
23 and/or devised to, or acquired by, the corporation;

24 (vi) to sell, convey, dispose of, or exchange both real or personal property; and

25 (vii) to do any and all things convenient and incidental to the purposes of the Association.

26 **ARTICLE III**
27 **MEMBERSHIP**

28 Section 1. Qualification: The initial and primary qualification for membership in this Association
29 shall be payment of the proper membership fee, as set by the Board from time to time. The Association
30 may impose such additional qualifications as are consistent with law and with the purpose of the
31 Association.

32 Section 2. Honorary Membership: Honorary membership may be conferred upon persons, and
33 may be terminated, within the sole discretion of the Board of Directors of the Association (hereinafter
34 referred to as the “Board”).

35 Section 3. Application for Membership: All applicants for membership shall complete the form
36 of application provided by the Association.

37 Section 4. Removal: Members may be removed from membership for cause by the Association
38 only after the member complained against has been advised in writing of the complaint lodged against
39 him and has been given reasonable opportunity for defense.

40 Section 5. Resignation: Any member may resign by filing a written resignation with this
41 Association.

42 ARTICLE IV
43 GOVERNMENT

44 Section 1. Board of Directors: The government of this Association shall be vested in a Board of
45 Directors of not less than seven (7) members consisting of the Officers of the Association plus at least
46 three at-large members to be appointed by the officers annually.

47 Section 2. Duties of Board: The Board shall supervise, control and manage the property and
48 directions of the Association. Funds of the Association may be withdrawn from the bank(s) with which
49 they are on deposit by signatures of two officers designated by the Board.

50 Section 3. Election of Board: Except as provided under Section 4, below, the officers of this
51 Association shall be elected by annual election in the manner prescribed in Article V of these Bylaws, or
52 until their successors are duly elected and qualified.

53 Section 4. Vacancies: Vacancies on the Board shall be filled by appointment by the President,
54 subject to approval by the majority of the Board.

55 ARTICLE V
56 ELECTIONS

57 Section 1. Time: Annual elections shall be held prior to the annual meeting, with newly elected
58 officers taking office at the annual meeting. The Association’s fiscal year shall be January 1 through
59 December 31.

60 Section 2. Nomination: Not less than sixty (60) days prior to the elections, the President shall
61 appoint, with the approval of the Board, a nominating committee of not less than five (5) members. The
62 nominating committee shall, not less than thirty (30) days prior to the annual election, provide to the
63 members of the Association nominations for President, Vice President, Secretary, Treasurer, and other
64 Directors, in writing.

65 Section 3. Eligibility: Any regular member of this Association shall be eligible to hold office.

66 Section 4. Voting: Voting shall be by secret ballot, and no member may cast more than one
67 ballot. Absentee ballots will be recognized if received in acceptable form prior to the election. Proxies
68 shall not be allowed.

69 Section 5. Other Nominations: Nominations from the floor of any office may be made prior to
70 balloting, subject to the guidelines of Section 3 of this Article.

71 Section 6. Order of Election: Election of officers shall be in the following order: President, Vice
72 President, Secretary, Treasurer. Election shall require a majority of the total votes cast.

73 ARTICLE VI
74 MEETINGS OF MEMBERS

75 Section 1. Annual Meeting: The annual meeting of the Association shall be held at such place
76 and on such dates as may be determined by the Board.

77 Section 2. Special Meeting: Special meetings of the Association may be called by the Board at
78 any time, or by the President upon receipt of a written request by eleven (11) or more members (or
79 two-thirds of the active membership, if less) within three (3) days after filing such request. The business
80 to be transacted at special meetings shall be stated specifically in the notice thereof, and no other
81 business may be considered.

82 Section 3 Notice of Meetings: Written notice of meeting of the Association shall be mailed to the
83 last know address of each member no less than ten (10) days before the date of the meeting. Such
84 notice may be included as part of a newsletter, magazine or other publication.

85 Section 4. Voting: At all regular meeting of the Association, each member shall have one vote,
86 and may take part and vote in person only, except as provided in Article VI, Section 5. Unless otherwise
87 specifically provided by these Bylaws, a majority vote of those members present and voting shall govern.

88 Section 5. Quorum of Members: At an annual or special meeting of members, a quorum shall
89 consist of those members present at said meeting, provided that no less than ten (10) members (or two-
90 thirds of the active membership, if less) are present.

91 Section 6. Cancellation of Meetings: The Board may cancel an annual or special meeting for
92 cause; such meeting shall, however, be reset within a reasonable time.

93 Section 7. Rules of Order: The meetings and proceedings of this Association shall be regulated
94 and controlled according to ROBERTS RULES OF ORDER (Revised) for parliamentary procedure, except as
95 may be otherwise provided by these Bylaws.

96 ARTICLE VII
97 BOARD OF DIRECTORS

98 Section 1. Authority and Responsibility: The governing body of this Association shall be the
99 Board. The Board shall have supervision, control and direction of the affairs of the Association, its

100 officers, its committees and its publications, shall determine its policies of changes therein, and shall
101 actively carry out its objectives and supervise the disbursement of its funds.

102 Section 2. Meetings: Regular meetings of the Board shall be held quarterly. At all such meetings
103 of the Board, a majority of the directors shall constitute a quorum. Special meetings shall be held
104 whenever necessary, including polling Board members. A record of decisions made in special meetings
105 shall be made by the Secretary and provided to all Board members.

106 Sections 3. Attendance: If any member of the Board shall fail to attend two (2) consecutive
107 regular Board meetings without satisfactory cause, or is not otherwise actively participating in the
108 Board's affairs, the Board may after written communication with such members, declare the position
109 vacant and proceed to fill such vacancy.

110 Section 4. Terms: The Board shall be divided into two classes having three (3) year terms,
111 expiring in different years. No member of the Board may serve more than four (4) consecutive terms.

112 Section 5. Rules of Order: ROBERTS RULES OF ORDER (revised) shall be used in the general
113 conduct of business that comes before the Board, except as otherwise specifically provided in these
114 Bylaws.

115 POWERS AND DUTIES OF OFFICERS

116 Section 1. President: The President shall be the chief executive officer of the Association. He or
117 she shall preside over all meetings (except as provided in Section 2 of this Article). He or she shall have
118 general and active management responsibilities of the business of the Association and shall see that all
119 orders and resolutions of the Board are carried into effect. He or she shall serve as an ex-officio voting
120 member of all standing and special committees of the Association. He or she shall have the general
121 power and duties of supervision and management usually vested in the office of the president of a
122 corporation.

123 Section 2. Vice President: The Vice President shall, in the absence of the President, serve as
124 acting President.

125 Section 3. Secretary: The Secretary shall give notice of, and when possible attend, all meetings
126 of the membership and the Board, and shall preserve the books of the Association true and complete
127 minutes of the proceedings of all such meetings. He or she shall safely keep in his or her custody the
128 seal, if any, of the Association and shall have the authority to affix the same to all instruments where its
129 use is required and duly required in accordance with the provisions of law and these Bylaws. He or she
130 shall keep a register of the post office address of all members, and in general perform all duties which
131 may be delegated to him or her by the Board or by the President.

132 Section 4. Treasurer: The treasurer shall be responsible for the collection of dues, shall keep the
133 books of the Association, shall disburse funds at the direction of the Board, and shall be responsible of
134 the timely filing of tax returns. The Treasurer shall provide an annual financial statement to the Board
135 and such periodic statements as may be requested by the President or the Board.

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ARTICLE VIII
STATEMENT OF POLICIES

138 Section 1. Limitations: No part of the earnings or income, if any, of the Association shall inure to
139 the benefit of any member or other person. No substantial part of the activities of the Association shall
140 be to carry on political or lobbying activities, or to otherwise attempt to influence legislation, nor shall
141 the Association participate in, or intervene in, any political campaign, including the publishing or
142 distributing of statements, on behalf of any candidate for public office.

143 Section 2. Dissolution: In the event of the dissolution of this Association, to the extent allowed
144 under applicable law, after paying or adequately providing for the debts and obligations of the
145 Association, all assets of the Association shall be distributed to a non-profit fund, foundation or
146 corporation which has established its tax exempt status under Section 501(c)(3) et seq. of the Internal
147 Revenue Code of 1954, as amended. In the event that, for any reason, upon the dissolution of this
148 Association, the Board of Directors of the Association shall fail to act in a manner therein provided
149 within a reasonable time, any court of competent jurisdiction, upon application by any interested
150 person or entity, may make distribution as herein provided of said assets. In any and all events, all
151 legitimate debts and obligations of the Association shall be paid or otherwise disposed of prior to
152 distribution of such assets.

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ARTICLE IX
AMENDMENTS AND INTERPRETATION

155 Section 1. Amendments: These Bylaws may be amended by a two-thirds vote of the members
156 present and voting at any regular or special meeting, provided written notice of the proposed action has
157 been given to each member of the Association at his or her last known address, at least ten (10) days
158 prior to such meeting. No amendment shall be made which would disqualify the Association of non-
159 profit status pursuant to Section 501 (c)(3) et seq., Internal Revenue Code of 1954, as amended,
160 including all regulations and other provisions relating thereto.

161 Section 2. Interpretation: The use of any gender herein shall include all genders and these
162 Bylaws shall be interpreted accordingly. The singular shall include the plural and the plural the singular.
163 These Bylaws shall be interpreted pursuant to the laws of the State of Idaho, and especially the terms of
164 the Idaho Non-Profit Corporation Act, Idaho Code 30-301, et seq.

165


166 THE UNDERSIGNED, the Directors and Secretary of the Association, do hereby certify that the
167 forgoing Bylaws were regularly adopted at the annual meeting of the members of the Association, held
168 on February 3, 2011, by a unanimous vote thereof, and adopted at a meeting of the Board of Directors
169 of the Association on April 5, 2011, as shown by the following assents and signatures.



Nancy Richardson, President



Dan Everhart, Treasurer



Maria Walker, Secretary



Debby McClure, Board Member

In agreement but not present:
John Bertram, Vice President
Shirley Chastain, Board Member
Aric Spence, Board Member
Kelly Waldo, Board Member