Constitution, Idaho Rivers United

Idaho Rivers United hereby establishes this Constitution as of June 14, 2012.

1. NAME: The name of this organization is Idaho Rivers United, Inc.

2. PURPOSE: The purpose of Idaho Rivers United (IRU) is to:
   a. Protect, restore, improve, and conserve the rivers of Idaho as cornerstones of the state’s natural, cultural, ecological and economic resources
   b. Educate citizens about native fish and wildlife, the ecological functions and health of rivers, and the benefits of safeguarding them
   c. Promote appreciation for rivers and responsible river recreation
   d. Perform our mission by practicing effective advocacy, providing consistent and credible leadership, respecting everyone with whom we work, and educating political and civic leaders.

3. MEMBERSHIP: Membership in IRU is open to all individuals, businesses, and organizations interested in protecting, enhancing, conserving and enjoying Idaho’s rivers, and who subscribe to the above purposes.

4. BOARD OF DIRECTORS: The powers, duties, and responsibilities of proper management of the affairs of IRU shall be vested in a Board of Directors, with membership comprised, nominated, and elected according to Bylaws of the organization.

5. EXECUTIVE COMMITTEE: The Board of Directors shall appoint the Executive Committee. The President serves as chair of the Executive Committee. The Executive Committee may act at any time on behalf of IRU as needs arise, in place of the full board between scheduled board meetings, subject to any restrictions the full Board may impose.

6. POWERS OF BOARD: The Board, as a full Board or through its Executive Committee and Officers, shall provide general oversight and policy guidance to manage the affairs of the organization; to elect or appoint officers or committee chairpersons; to fill vacancies on the Board or any committee or in any office if and when the same occur; to remove from office any officer, Director, or committee member in accordance with Bylaws; to employ the Executive Director of the organization; and to do any act reasonably necessary to advance the goals and purposes of IRU. The Board shall hire an Executive Director and such other agents of the organization as the Board deems advisable.

7. MEETINGS OF THE BOARD: The Board shall set such meetings as it deems necessary, but not less than one per calendar year.

8. OFFICERS: The Board of Directors shall elect the following officers from the members of the Board: President, Vice-President(s), Secretary, and Treasurer.

9. EXECUTIVE DIRECTOR: The Executive Director shall be the administrative
head and staff leader of IRU, and shall serve as general manager of the organization’s business and programs. The Board may delegate additional authorities and functions to the Executive Director and, notwithstanding any other provision of this Constitution and Bylaws, authorize compensation paid to the Executive Director.

The Executive Director shall manage finances of the organization and ensure that books and records of accounts are maintained in accordance with generally accepted accounting procedures for non-profit organizations. The Board shall oversee and monitor financial matters. The Executive Director is empowered to hire staff, contractors, and other employees to accomplish the purposes of the organization, subject to Human Resources policies and other Board directives and advisories then in effect.

10. FINANCES: This organization shall at all times be a non-profit organization dedicated to the purposes set forth in this Constitution, and no person or organization shall ever profit by or through this organization. IRU shall not lend money to or use its credit to assist Directors, Officers, or staff. All money received by the organization from any source whatever shall be used for membership services, for conservation and educational programs, for specific river-related conservation work or advocacy, for organizational fundraising, or for the businesslike administration of IRU. On behalf of IRU, the Board of Directors may accept or decline any contribution, gift, bequest, or device in accordance with a gift acceptance policy. The Board approves salaries and expenses of the Executive Director and an annual overall budget for the organization. The Board may authorize special items of expense if it believes that the purposes of the organization will thereby be furthered, without penalizing the regular programs of the organization.

11. The Board of Directors shall adopt Bylaws consistent with this Constitution which shall govern the specific operations of Idaho Rivers United. The Bylaws may be amended as needed from time to time, in accordance with procedures established in Bylaws.

12. DISSOLUTION: In the event of the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, any remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated for charitable, educational, and/or scientific purposes related to river conservation or advocacy, and which has established tax exempt status under section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust upon dissolution, such assets shall be disposed of in the same manner as above, unless otherwise restricted by the terms of the trust, law or relevant court order.

13. AMENDMENTS: Proposed amendments to this Constitution shall be submitted in writing to the Executive Committee. The Executive Committee shall consider the amendments, and if endorsed, submit them to the full Board of Directors at least thirty days in advance of the Board meeting at which they will be considered for adoption. The vote of two thirds of all Directors then in office shall be required to adopt amendments. Changes in the Constitution will be communicated to the membership using normal postings, newsletters, and/or electronic media.