Bylaws of Idaho Rivers United, Inc.

Adopted June 14, 2012 (Amended April 19, 2013)

Article I. Name and principal office

The name of the organization shall be Idaho Rivers United, Inc., abbreviated as Idaho Rivers United or IRU. The principal office shall be in the State of Idaho, registered under the State of Idaho Nonprofit Corporation Act.

Article II. Purpose

The purpose of the organization is as stated in the Constitution.

Article III. Membership in the organization

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish classes of non-voting members. Membership for one year will be granted upon application and payment of any fees established by the Board, or by registration and requested donations at IRU special events and gatherings.

A. Classes of non-voting memberships

1. Organizational memberships: Any business or non-profit organization with a demonstrated primary purpose deemed by the Board of Directors to be in harmony with the purposes of the corporation shall be eligible for membership in the corporation.

2. Individual memberships: Persons accepting the purposes of the corporation shall be eligible for membership in the corporation.

B. Fees

The Board of Directors shall have the authority to establish classes of individual and organizational membership and respective fees, including a no-fee membership if so desired.

C. Annual Meeting/Convention of Members

There shall be an annual meeting open to all members for the purpose of reporting yearly activities and discussing other subjects as determined by the Board. The Board and staff may seek input from members on important matters in the form of discussions and, at the Board’s discretion, by advisory votes on particular issues. Notice of the Annual Member Meeting shall be provided by publication in the
organization’s newsletter and appropriate electronic media at least 30 days in advance.

Article IV. Board of Directors

A. Power: This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board directly or, if delegated, under the ultimate direction of the Board.

B. Board of Directors: The Board of Directors consists of volunteers who maintain membership in good standing, and who are willing to commit time, resources, and effort to the organization.

1. Nominations for the Board of Directors shall be presented by Board members or members at large to a Nominating Committee of the Board, for existing vacancies or for anticipated future vacancies. For Board elections, the Nominating Committee shall prepare a list of nominees, together with a brief summary of their background and qualifications; to the extent possible, the Board should be generally representative of IRU’s geographic and demographic diversity.

2. Directors shall be elected by a 2/3 vote of the Directors then in office.

C. Number of Directors: The number of Directors shall be not less than seven and not more than twenty-five.

D. Term of Office of Directors: Each Director shall be elected for a term of three years, with the goal that approximately thirty-three percent of Board members are elected annually. Terms of office begin on January 1 and end on December 31, unless specifically approved otherwise by the Board. Directors may serve consecutive terms, upon recommendation by the Nominating Committee and election by vote of at least 2/3 of the Directors then in office.

E. Vacancies: A vacancy on the Board of Directors shall be deemed to exist in the event that the actual number of Directors is less than the authorized number for any reason, and shall be filled in accordance with provisions of paragraph B above. Officer or committee vacancies: a vacancy in any office or on any committee, whether it be occasioned by the inability, disqualification, removal, resignation or death of an Officer or committee member, shall be filled for the remainder of the unexpired term by appointment from members of the Board by the Board President.

F. Advisory Board members: by a vote of at least 2/3 of the Directors then in office, the Board may elect a select group of Advisory Board members for a term of three (3) years to recognize members with special expertise, skills, qualifications or interests that contribute significantly to IRU’s work. Advisory Board members are included on normal Board communications as
non-voting participants, without attendance requirements, and may serve consecutive terms.

G. Board meetings: A meeting of the Board of Directors shall be held at least once each year, with additional meetings as scheduled by the Board. Annual Board meetings shall be called and noticed in the same manner as special meetings.

H. Special Board meetings: Special meetings of the Board of Directors may be called by the President or by a majority of Directors. Special meetings shall be held at the date, place and time stated in the notice.

I. Notice of meetings: Notice of the annual Board meeting and any special meeting of the Board of Directors shall be given to each Director at least ten days before any such meeting, and will normally be posted months in advance on planning calendars. The notice shall be delivered personally, by first-class mail, or by other electronic means as available and agreed upon by the board.

J. Waiver of Notice: Notice of a meeting of the Board of Directors may be waived in the event of exigent circumstances by a majority vote of the Board, taken either at the meeting or by electronic means.

K. Quorum: One half (50%) of the Directors then in office shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise restricted in these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding other provisions of these Bylaws, if any action taken is approved by at least a majority of the required quorum for such meetings.

L. Proxy: On any vote taken by the board of Directors or any committee created by the Board or these Bylaws, proxy voting is not permitted.

M. Meetings using electronic media: Members of the Board may participate in a Board Meeting, including voting, through use of conference telephones or other real-time electronic communications equipment. Participation in a meeting pursuant to this section constitutes presence in person at such meetings. Board decisions may also be authorized by a poll of the entire board using email or other electronic methods, and obtaining the required number of affirmative votes.

N. Open Meetings: Meetings of the Board of Directors shall be open to members and will be announced whenever possible in the organization’s newsletter, postings, or other electronic media. The Board may call executive sessions whenever, in the judgment of the Board, a need exists to discuss a matter in private.

O. Conflict of Interest: in the event any Director has a conflict of interest that might impair his/her ability to fairly and impartially participate in a Board
deliberation or decision, such Director shall inform the Board of such conflict and abstain from deliberations or voting on that matter. “Conflict of Interest,” as referred to herein, shall include but not be limited to any transaction or decision in which a Director has a direct or indirect financial interest, any matter in which a Director has an allegiance or other interest that may be seen as competing with IRU’s interests, or any matter in which a Director is unable to exercise impartial judgment.

P. Inspection: Every Director shall have the absolute right at any reasonable time and with appropriate notice, to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Q. Compensation: Directors shall not be compensated for their services as Directors. However, the Board may adopt procedures to reimburse Directors for costs and expenses actually incurred.

Article V. Committees

A. Executive Committee: The Executive Committee shall consist of the President of the Board, the Vice-President(s), Secretary, Treasurer, and any other at-large members as may be elected to the Executive Committee by a vote of at least two-thirds of Directors then in office. The Executive Committee shall be chaired by the Board President, and shall have the authorities designated by the Board, the Constitution and Bylaws.

B. Nominating Committee: The Nominating Committee shall consist of the most recent two past Presidents (if available and willing to serve) and any other at-large members of the Board appointed by the Board President. The Nominating Committee shall be responsible for soliciting and submitting nominations for Board members in accordance with these Bylaws, and for submitting a slate of candidates for Board Officers to the Board of Directors.

C. Other Committees: The Board of Directors may, by resolution adopted by majority vote, establish committees to advise the Board and appoint individuals to serve on them. The members of any such committee may consist of Directors or non-Directors, as the Board determines. No Committee shall have the authority to amend or repeal Bylaws, elect or remove an officer or director, adopt a plan of merger, or dissolve the organization.

D. Committee Meetings: Discussions, recommendations, and actions of committees shall be communicated to the full Board, without replacing any authority reserved in these Bylaws for the full Board. Committee reports, recommendations, and actions shall be included or summarized in the regular minutes of Board meetings. The Board of Directors shall set parameters for any committee it creates.

Article VI. Officers: The Officers of the corporation shall be the officers of the Board of Directors and will include President, one or more Vice-President(s), Secretary, and
Treasurer. Two Vice-Presidents may be elected, with the expectation that one Vice President shall ascend to the office of President at the end of the President’s term.

A. Qualifications: The officers of the corporation shall be current members of the Board of Directors.

B. Election: Officers shall be elected by the Board of Directors at a scheduled meeting and shall serve at the pleasure of the Board of Directors.

C. Duties of Officers:

i. President; the President shall be Chairman of the Board of Directors and the Executive Committee; establish the agenda for meetings and run Board meetings; appoint at-large Board members to the Nominating Committee; serve personally on any committee for which he/she volunteers; fill vacancies that occur during terms of office for Officers or committee members by appointing current Board members for the remainder of any unexpired term; and, perform other duties as authorized by the Board.

ii. Vice-President(s): in the event that the President is unable to fulfill his/her duties, a Vice-President shall assume them. For a lengthy absence from the office of President, when two Vice-Presidents are in office, a 1st Vice-President for purposes of succession shall have been identified by the Board. Serves on Executive Committee.

iii. Secretary: Keeps minutes of Board meetings and maintains other official records of the activities of IRU as may be necessary. Serves on Executive Committee.

iv. Treasurer: consistent with the Constitution, oversees financial matters of IRU on behalf of the Board, including, with the assistance of staff and contractors, monitoring maintenance of current financial records and development of budgets. Advises Board and staff on financial matters. Serves on Executive Committee.

D. Term: The term of office shall be two years for Officers and other elected members of the Executive Committee. Officers shall hold office until successors shall have been duly elected and qualified, or until death, resignation, or removal. Officers and other Executive Committee members may serve consecutive terms. A term of office for an elected Officer supercedes expiration of any normal board term.

E. Removal: A Director, committee member, advisory board member, or Officer may be removed from office by the affirmative vote of at least two-thirds of the Directors then comprising the Board. The party considered for removal shall receive advance notice that a pending motion for removal is to be an item of business at a Board meeting.
E. Resignation: Any Director, Officer, or committee member may resign at any
time by giving written notice to the President of this corporation. Any
resignation shall take effect at the date of the receipt of that notice or at any
later time specified by that notice and the acceptance of the resignation shall
not be necessary to make it effective.

Article VII. Indemnification

A. Idaho Rivers United shall, to the extent legally permissible, indemnify, hold
harmless and defend each person who may serve or who has served at any
time as an Officer, Director, or Employee of IRU against all expenses and
liabilities incurred or imposed upon such person in connection with any action
arising out of service to IRU.

B. This Article shall apply to all acts or omissions except those involving gross
negligence or willful violations of law.

C. This Article constitutes a contract between IRU and indemnified officers,
directors, or employees.

Article VIII. Amendments:

Proposed amendments to these Bylaws shall be submitted in writing to the
Executive Committee. The Executive Committee shall consider the amendments, and if
endorsed, shall 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 amend Bylaws. Bylaw changes
will be communicated to the membership using normal postings, newsletters, and/or
electronic media.