

1 **AMENDED BYLAWS OF IDAHO HISTORIC PRESERVATION COUNCIL, INC.**

2 ARTICLE I
3 NAME AND LOCATION

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

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

9 ARTICLE II
10 OBJECTIVES

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

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

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

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

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

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

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

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

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

25 ARTICLE III
26 MEMBERSHIP

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

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

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

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

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

41 ARTICLE IV
42 GOVERNMENT

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

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

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

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

54 ARTICLE V
55 ELECTIONS

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

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

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

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

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

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

72 ARTICLE VI
73 MEETINGS OF MEMBERS

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

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

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

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

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

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

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

95 ARTICLE VII
96 BOARD OF DIRECTORS

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

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

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

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

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

111 ~~Section 4~~ Section 5. Rules of Order: ROBERTS RULES OF ORDER (revised) shall be used in the
112 general conduct of business that comes before the Board, except as otherwise specifically provided in
113 these Bylaws.

114 POWERS AND DUTIES OF OFFICERS

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

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

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

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

135
136
137
138
139
140
141
142
143
144
145
146
147
148
149
150
151
152
153
154
155
156
157
158
159
160
161
162
163
164
165
166
167
168
169

ARTICLE VIII
STATEMENT OF POLICIES

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

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

ARTICLE IX
AMENDMENTS AND INTERPRETATION

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

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

THE UNDERSIGNED, the Directors and Secretary of the Association, do hereby certify that the forgoing Bylaws were regularly adopted at the annual meeting of the members of the Association, held on May 17, 1990, by a unanimous vote thereof, and adopted at a meeting of the Board of Directors of the Association on the same date, all as shown by the following assents and signatures.

Amended 12-8-95