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BYLAWS
OF
IDAHO AREA 18, INC.

PUT IN EFFECT
2006

AMENDED
January, 2024

**BYLAWS
OF
IDAHO AREA 18, INC.**

An Idaho Nonprofit Corporation

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of Idaho Area 18, Inc., an Idaho nonprofit corporation (the "Corporation"), shall be located at 1111 S. Orchard St., Ste 180, Boise, Idaho. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. Registered Office. The registered office of the Corporation to be maintained in the State of Idaho shall be located at 1111 S. Orchard St., Ste 180, Boise, Idaho, and may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. Membership. The Membership shall be as provided for in the Articles of Incorporation.

Section 2. Classes of Members and Voting. The Corporation shall have one class of members for voting. Each member shall be entitled to vote on each matter submitted to a vote of the members.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Annual Meetings. The annual meeting of the members shall be held in accordance with the Idaho Area 18 Service Structure Guidelines and the Idaho Area Assembly/Convention Guidelines for the purpose of transacting such business as may come before the meeting.²

Section 2. Special meetings. Special meetings of the members may be called by the Board of Directors or on the request of not fewer than ten percent (10%) of the members of the Corporation.

Section 3. Place of Meetings. The place of meetings

¹ Amended January 2024

² Amended January 2024

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shall be set in accordance with the Idaho Area 18 Service Structure Guidelines and the Idaho Area Assembly/Convention Guidelines.³

Section 4. Notice of Meeting. It shall not be necessary for notice of annual or regular meetings to be given to each member entitled to vote at such meeting. The Secretary, Treasurer, the Chairperson or members of the Board of Directors shall endeavor to give notice to as many members as reasonably practicable by any one or a combination of the following: (1) word-of-mouth; (2) posting notice at the principal office; (3) United States first class mail; or (4) electronic mail. If any notice is mailed to members, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on records of the Corporation or at such other last known address of which the Corporation may have notice, with postage thereon prepaid.

Section 5. Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of the Idaho Nonprofit Corporation Act, Idaho Code (the "Act") or under the provisions of the Articles of Incorporation of the Corporation (the "Articles") or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6. Officers of the Members' Meeting. The presiding officer at members' meetings shall be the Chairperson of the Corporation or, in the absence of the Chairperson, the Alternate Chairperson or, in the absence of both, a chairman elected by the members present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a members' meeting.

Section 7. Quorum and Voting Requirements. One tenth (1/10) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. The members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the Act, the Articles, the Bylaws, or the Idaho Delegate Area 18 Service Structure Guidelines.

³ Amended May 2008

Section 8. Proxies and Alternates. A member may not vote by proxy. An Alternate General Service Representative or an Alternate District Committee Member may vote in the absence of the GSR or DCM.

ARTICLE IV. DIRECTORS

Section 1. General Powers and Standard of Care. All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors except as may be otherwise provided in the Act, the Articles or the Idaho Delegate Area 18 Service Structure Guidelines. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent and by such person or persons as shall be provided in the Articles.

A Director shall perform such Director's duties as a Director, including such Director's duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinion, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One (1) or more officers or employees of the Corporation whom the Director(s) reasonably believes to be reliable and competent in the matters presented,⁴

(b) Legal counsel, public accountants, or other persons as to matters which the Director(s) reasonably believes to be within such person's professional or expert competent,⁵ or

(c) A committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so

⁴ Amended May 2008

⁵ Amended May 2008

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performs such duties shall have no liability by reason of being or having been a Director of the Corporation.

Section 2. Number, Tenure and Qualifications. The number of directors shall be 5. Each director shall serve for a two year term beginning January 1 of each even numbered year. The Board of Directors shall be composed of five members: the Delegate to General Service⁶ Conference, the Alternate Delegate to General Service⁶ Conference, the Chairperson, the Secretary, and the Treasurer of the Corporation.

Section 3. Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of any increase in the number of directors shall be filled by vote of the Members. Directors elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 4. Removal of Directors. Any director may be removed from office for just⁷ cause by a two-thirds (2/3) majority vote of the Members, present and voting, or in accordance with the Idaho Delegate Area 18 Service Structure Guidelines.

Section 5. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, within a month of the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chairperson or any two (2) directors. The person or persons authorized to call special meetings of the Board may designate any place as the place for holding any special meeting of the Board called by them.

Section 7. Notices. Notice of any special meeting of the Board of Directors shall be given at least three (3) days previous thereto by written notice, electronic mail, or verbal notice given to each director. The attendance of a director at any meeting shall indicate that such director received notice of such meeting. The purpose of any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Whenever any notice is required to be given to any Director(s) or committee member(s) under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by

⁶ Amended May 2008

⁷ Amended May 2008

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the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.⁸

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if fewer than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice. A majority of the number of committee members, fixed and appointed by the Board or the Chair, as the case maybe, shall constitute a quorum for the transaction of business at a meeting of such committee. Once a quorum is established, it shall remain for the duration of the meeting.

Section 9. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by law, by these Bylaws, or by the Idaho Delegate Area 18 Service Structure Guidelines. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 10. Informal Action. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action as taken shall be signed by all directors.

Section 11. Telephone Conferences. Any or all directors may participate in a regular or special meeting by any means of communications by which all directors participating may simultaneously hear each other during the meeting.

Section 12. Compensation. The officers and directors shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of the Corporation.

Section 13. Loans to Directors. The Corporation shall not lend money to or use its credit to assist its Directors or officers.

Section 14. Director Conflicts of Interest. Any Director who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure

⁸ Amended May 2008

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of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such a person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

No Director shall cast a vote on any matter which has a direct bearing on services to be provided by that Director, or any organization which such Director represents or which such Director has ownership interest or is otherwise interested or affiliated, which would directly or indirectly financially benefit such Director. All such services will be fully disclosed or known to the Board members present at the meeting at which such contract shall be authorized.

Furthermore, we agree that all of the Board of Directors will be non-salaried.⁹

Section 15. Liability of Directors for Wrongful Distribution of Assets. In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets other than in payment of its debts, when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations, and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of such assets which are thus distributed, to the extent that such debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged.

A Director shall not be liable under this section if, in the exercise of ordinary care, such Director relied and acted in good faith upon written financial statements of the Corporation represented to such Director to be correct by the chairperson or by the officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accounts fairly to reflect the financial condition of the Corporation, nor shall such Director be so liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be of their book value.

A Director shall not be liable under this section, if in the exercise of ordinary care, such Director acted in good faith and in reliance upon the written opinion of an attorney for the

⁹ Amended May 2008

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Corporation.

A Director against whom a claim shall be asserted under this section and who shall be held liable thereon shall be entitled to contribution from persons who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amounts received by them respectively.

ARTICLE V. OFFICERS

Section 1. Number and Title. The officers of the Corporation shall be a chairperson, a secretary, a treasurer, and such other officers (including but not limited to an alternate chairperson) as may be elected in accordance with the provisions of this Article.

Section 2. Election and Term of Office. The officers of the corporation shall be elected by the members in accordance with the Idaho Delegate Area 18 Service Structure Guidelines. Each officer shall hold office until their successor shall be duly elected and qualified.

Section 3. Vacancies. Vacancies and new officers may be filled as directed in the Idaho Delegate Area 18 Service Structure Guidelines.¹⁰

Section 4. Removal. Any elected or appointed officer may be removed for just cause by a vote of two-thirds of the members present and voting or in accordance with the Idaho Delegate Area 18 Service Structure Guidelines.¹¹

Section 5. Chairperson. The chairperson (sometimes referred to as Area Chair)¹², shall preside at all meetings of the Board of Directors and the general membership. The chairperson may sign with the secretary, or any other proper officer of the corporation authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation. In general, the Chairperson shall perform all duties incident to the office of chairperson and such other duties which shall be prescribed by the Board of Directors from¹³ time to time.

¹⁰ Amended May 2008

¹¹ Amended May 2008

¹² Amended May 2008

¹³ Amended May 2008

Section 6. Alternate Chairperson. In the absence of the chairperson or in the event of the chairperson's inability or refusal to act, the alternate chairperson (or in the event there shall be more than one alternate chairperson, the alternate chairpersons in order of their election) shall perform the duties of the chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the chairperson. Any alternate chairperson shall perform other duties as from time to time may be assigned by the chairperson or by the Board of Directors.

Section 7. Secretary. The secretary shall keep the permanent minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records and corporate seal; keep a register of the name and post office address of each corporate member, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the chairperson or the Board of Directors.

Section 8. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; the treasurer shall assure that the bookkeeper receive and give receipts for money due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in such bank or other financial institution as shall be selected by the Board of Directors, and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall, with the appropriate standing committee, prepare an annual operating budget showing income and expenses to be presented to the Membership for approval per the Idaho Delegate Area 18 Service Structure Guidelines.¹⁴

ARTICLE VI. COMMITTEES

Section 1. Standing Committees. The Board of Directors may establish such committees as are necessary and appropriate to carry out the business of the Corporation. Committees designated by the Board of Directors may be composed entirely of officers, entirely of members of the Board of Directors, or may include

¹⁴ Amended May 2008

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members of the Corporation. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors.

Section 2. Appointment. The Chairperson of each standing committee shall be appointed by the chairperson of the Board of Directors in accordance with the Idaho Delegate Area 18 Service Structure Guidelines.¹⁵

Committee members shall be appointed by the chairperson of each committee in consultation with the chairperson of the Board of Directors. Committee members may or may not be members of the Board of Directors.

Section 3. Duties. The duties, responsibilities, authority, and composition of all standing committees and ad hoc committees shall be stated in writing and adopted by resolution of the Board of Directors; or as stated in the Idaho Delegate Area 18 Service Structure Guidelines.

Section 4. Term of Office. All committee members shall serve until their successors have been appointed.

Section 5. Reports. Each committee member shall submit activity reports to the Board of Directors.

Section 6. Non-Profit Operation. No part of the income or assets of the Corporation will be distributed to its members, directors or officers without full consideration. Any distribution of income or assets of the Corporation shall be in accordance with all applicable provisions of the Internal Revenue Code of 1986 (as it may be hereinafter amended) and its regulations. No member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its members, directors and officers without violating this provision.

ARTICLE VII. MISCELLANEOUS

Section 1. Indemnification. The Corporation shall indemnify any director, officer or former director or officer of the Corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he/she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the

¹⁵ Amended May 2008

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performance of duty to the corporation.

Section 2. Deposits. All funds of the Corporation and not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan association, trust companies, or other depositories as the Board of Directors may elect.

Section 3. Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner in accordance with the Idaho Delegate Area 18 Service Structure Guidelines.¹⁶

Section 6. Fiscal Year. The fiscal year of the Corporation shall end on the last day of June of each year.

Section 7. Annual Financial Statement. The officers of the Corporation shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented to the Directors at each annual meeting of the Board of Directors.

Section 8. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and address of the members entitled to vote.

Section 9. Nondiscrimination. This Corporation is an equal opportunity employer and shall make available its services

¹⁶ Amended May 2008

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without regard to race, creed, age, sex, color, ancestry, or national origin.

Section 10. Political Activity. The Corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. However, this Bylaw shall not be construed to limit the right of any official or member of this Corporation to appear before any legislative committee, to testify as to matters involving the Corporation.

Section 11. Regulation of Internal Affairs. The internal affairs of the Corporation shall be regulated as set forth in these Bylaws and the Idaho Delegate Area 18 Service Structure Guidelines, including any amendments, to the extent that these Bylaws and the Guidelines are lawful under the Act. With respect to any matter not covered in these Bylaws or the Guidelines, the provisions of this Act shall be controlling so long as provisions of the Act are not inconsistent with the lawful provisions of these Bylaws or the Guidelines.

ARTICLE VIII. AMENDMENTS

These Bylaws may be altered, amended, or repealed and a new set of Bylaws adopted by a two-thirds (2/3) majority vote of the members present and voting.

SECRETARY'S CERTIFICATION

This is to certify that the foregoing Bylaws of Idaho Area 18, Inc., have been duly adopted by the Board of Directors at a meeting held on _____.

Secretary

Date Signed: _____