

Draft Version March 1, 2024

MODIE PARK CONSERVANCY, INCORPORATED BYLAWS

ARTICLE 1.

Section 1 - The name of the organization shall be Modie Park Conservancy, Incorporated hereafter referred to as MPC.

Section 2 - The organization is incorporated in Idaho and the purpose for which the organization is formed is as follows:

- (a) To assist the City of Lewiston in the development and maintenance of Ruth Rowell Modie Wildlife Park and the Randall Reserve as a public park
- (b) To assist the City of Lewiston and other entities in the development and maintenance of parks and other open space for public use.
- (c) To engage in any lawful act or activity for which corporations may be organized under the Idaho Nonprofit Corporation Act.
- (d) In general, to carry on any other business in connection with the foregoing purposes and to have and exercise all rights and powers conferred by the laws of the State of Idaho upon a nonprofit corporation and to do all acts necessary or expedient to accomplish the purposes herein enumerated.

Section 3 - MPC shall not promote or oppose the candidacy of any person seeking election to public office and MPC shall not participate or intervene in any political campaign on behalf of any candidate for public office. No substantial part of the activities of MPC shall be carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE 2 - ELIGIBILITY FOR MEMBERSHIP

Section 1 - Any person regardless of race, color, creed, religion, or national origin is eligible for membership in MPC.

Section 2 – Any person, regardless of their address, will be considered a member in good standing of MPC by paying the annual membership fee as established by the Board of Directors. Members in good standing are entitled to vote for the election of the Board of Directors and any other matters which are placed before the general membership at the annual meeting or at any special meeting. The vote for the election of the Board of Directors or any other matters shall be by acclamation of the majority of general members present at said meeting.

Section 3 – The following causes shall be considered an automatic suspension from membership in MPC:

- a) Default in payment of annual dues for more than 60 days.
- b) Any conduct of a member which is, or is likely to be, or tends to operate or result injuriously to MPC and its members shall be considered just cause for suspending such offending member. The action of the Board of Directors may be reviewed by the membership at the next regular membership meeting at which time the member shall be reinstated or expelled by a majority vote of the members.

ARTICLE 3 - MEETINGS

Section 1 - The annual meeting of MPC shall be held at a place and at a time, in either September or October, as designated by the Board of Directors. It shall be the duty of the Secretary to cause a notice of said annual meeting shall be given by postal mail or electronic means to every member in good standing at least 30 days prior to the annual meeting. This notice shall include an agenda of business items including, but not limited to, a slate of officers. Provided, however, that a failure to mail such notice, or any irregularity in the same, shall not affect the validity of any such annual meeting or any proceedings at such meeting.

Section 2 - Special meetings of the members may be called upon the request of a majority vote of the Board of Directors; or upon demand in writing signed by not less than one-half of the members in good standing; by mailing of a notice by the Secretary, indicating briefly the object or objects thereof, at least thirty (30) days prior to the date of such meeting to each member of record.

Provided, however, that if all members waive notice of such meeting no notice of such meeting shall be required and when all the members shall meet in person or by proxy, such meeting shall be valid for all purposes without call or notice and at such meetings any proper action may be taken.

Section 3 - Regular monthly, bimonthly, quarterly, or semi-annual meetings shall be held at a time and place determined by the membership or Board of Directors.

Section 4 - At any meeting of the members, a quorum is constituted of not less than six members in good standing which includes Directors.

Section 5 - At each meeting of the members every member shall be entitled to a vote in person or by proxy appointed by an instrument in writing subscribed by such member, or by his or her duly authorized attorney. The vote for directors, and upon any question before a meeting, shall be by acclamation unless a majority of members present and entitled to vote shall demand that the voting for that meeting, or any particular question before the meeting, be by ballot.

Section 6 - At each meeting of the members, a true and complete list of all the members entitled to vote at such meeting, certified by the Secretary, shall be present. Only the persons appearing on said list shall be entitled to vote.

Section 7 - The MPC shall, in every case, conduct its activities in accordance with the Articles and Bylaws of MPC.

Section 8 - The budget year for MPC shall commence on January 1st and continue until the last day of December. The budget shall be developed and ratified by a majority of the Board of Directors.

ARTICLE 4 - BOARD OF DIRECTORS

Section 1 - The property and affairs of MPC shall be managed and controlled by a Board of Directors composed of not less than 6 nor more than 12 elected directors. The full Board of Directors shall be composed of the elected members, the executive officers and the immediate past President. At each annual meeting, there shall be chosen and elected from the qualified membership new Board of Directors sufficient to fill any vacancies on the Board of Directors. Each new Director member shall be elected to a term of two years. A Director may be re-elected and serve as many consecutive terms as desired. Said terms shall commence with the January meeting in order to coincide with the MPC budget cycle. If the office of any Director, the Vice-President, Secretary or Treasurer is vacant by reason of death, resignation, disqualification, or otherwise their successor

shall be elected by the Board of Directors at any regular or special meeting and such successor shall hold that position for the unexpired term.

Section 2 - The Board of Directors as constituted at any annual meeting of the membership, **may** meet monthly for the transaction of such business as may arise. The regular meetings of the Directors shall be held at a time and at a place as the Board of Directors shall decide. Special meetings of the Board may be called by the President on ten (10) days' notice by postal mail or electronic means to each Director or delivered to them personally. If all Directors waive notice of special meeting, such a meeting shall be valid.

Section 3 - Not less than fifty percent of the number of Directors currently elected and serving shall be necessary to constitute a quorum of the Board for the transaction of business.

Section 4 - Any Director, excepting as to the executive officers, who shall be absent from three (3) consecutive meetings of the Board of Directors without an excused absence shall stand automatically removed unless such action is excused by formal resolution of the Board. An excused absence may be obtained by notifying the President and/or the Board of Directors in advance of the meeting.

Section 5 -The President shall serve as Chairman of the Board of Directors, and in his or her absence the Vice-President shall serve, and in his or her absence whomever Director the Board shall elect.

Section 6 -The Director of Lewiston Parks and Recreation shall serve as Ex-Officio member of the Board of Directors. The Ex-Officio member shall have a vote on Board matters and shall factor in the determination of a quorum.

ARTICLE 5 - EXECUTIVE OFFICERS

Section 1 - The executive officers of MPC shall be: President, Vice-President, Secretary, and Treasurer, all of whom shall be members of the Board of Directors. The executive officers shall be nominated and elected by the membership during the regular annual membership meeting. Their term as executive officers shall commence in January and continue for one year.

Section 2 - If an executive office becomes or is vacant by reason of death, disqualification or otherwise, a successor shall be elected by the Board of Directors to hold office for the unexpired term.

Section 3 – President. The President shall be the chief executive officer of MPC. That person shall have general and active management of the business and affairs of MPC. with the Treasurer, the President may sign and execute in the name of MPC all contracts, agreements and other obligations of MPC subject to the approval of the Board of Directors. The President shall have the general supervision and direction of all the other officers of MPC and shall see that their duties are properly performed. The President shall submit a report of the operations of MPC to the members at each annual meeting, and from time to time shall report to the Directors all matters within his or her knowledge and which the interests of MPC may require to be brought to their notice. The President shall do and perform other such duties as from time to time may be assigned to him or her by the Board of Directors.

Section 4 - Vice-President. The Vice-President shall preside at any meeting of the members from which the President may be absent and serve as Chairman of the Board of Directors in the absence of the President. In event the office of President is vacant for any reason, the Vice-President shall become President and serve as such for the unexpired term. The Vice-President may perform any of the duties of the President when directed to do so by the Directors.

Section 5 - Treasurer. The Treasurer shall have custody of all funds and securities of MPC. The Treasurer shall pay all expenses and deposit all funds into the Conservancy banking account. The Treasurer will reconcile with monthly bank statements and prepare Treasurer reports to present the financial status of the organization at monthly board meetings. The Treasurer shall prepare an annual operating budget showing income and expenses to be presented in January for Board discussion and approval. **The Treasurer needs to prepare the records necessary for required Internal Revenue Service documents.** The Treasurer will update regularly the current membership mailing list and will mail tax donation letters to all contributors shortly after the end of each year.

Section 6 – Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the membership. The Secretary shall keep an accurate and current record of all memberships. The Secretary shall be the custodian of all records, papers, files, and books of MPC. Except when necessary for the purpose of meetings, they shall not disclose to any person the names or addresses of members or the membership list without approval of the Board of Directors. **The Secretary will file the necessary reports with the Idaho Secretary of State’s office.** The Secretary shall attend to the giving and serving of all notices of MPC.

ARTICLE 6 - ASSETS

Section 1 - No part of the income or net earnings of MPC shall inure to the benefit of, or be distributable to, any member, director or officer of MPC or any other private individual (except that reasonable reimbursement may be made for any expenses incurred for or on behalf of MPC by any officer, director, agent or employee, member, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, director or officer of MPC, or any other private individual shall be entitled to share in any dissolution of MPC.

Section 2 - No part of the assets of MPC shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual.

Section 3 - The Board of Directors **may** conduct or cause to be conducted an annual audit of all assets, transactions and records of the MPC. The Board shall report the findings of such audit to the general membership at the annual meeting.

ARTICLE 7 - AMENDMENTS

The bylaws of MPC may be amended or repealed in whole or in part by a majority vote of the members in good standing at any regular meeting or special meeting, provided that written notice of the intention to amend or repeal the bylaws shall be given to each member in good standing. Said notice shall be given by postal mail or electronic means to every member in good standing at least 15 days prior to the meeting at which such action shall be taken.

ARTICLE 8 – DISSOLUTION

In the event of the dissolution of the MPC, or in the event it shall cease to carry out the objectives and purposes herein set forth, all the business property and assets of MPC shall be transferred to the Foundation for Lewiston Parks and Recreation.

ARTICLE IX - RULES OF ORDER

At all times when the organization as a whole or any part thereof, including meetings of the Board of Directors, the Executive Board, or committees, is duly and formally convened for the purpose of deliberation and transaction of business ROBERT'S RULES OF ORDER AND PROCEDURE shall govern the meetings, as the case may be, on all matters relating to order and procedure, including nominations and elections.

MODE PARK CONSERVANCY, INCORPORATED

Certificate of Adoption of Bylaws

DATED this ____ day of _____, 2024, the undersigned, officers of the Modie Park Conservancy, Incorporated hereby certify, the membership ratified these revised Bylaws of Modie Park Conservancy, Incorporated.

President

Vice President

Secretary

Treasurer