

**DRAFT 2**  
**BYLAWS OF**  
**CLEARWATER COMMUNITY COMPLEX INC.**  
**A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I**  
**OFFICES**

The principal office of the Corporation shall be located in the City of Orofino and the State of Idaho. The Corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

**ARTICLE II**  
**PURPOSE**

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The specific purpose of the Corporation is to plan, construct, and operate a community complex and to transact any and all lawful activity for which a non-profit corporation can be formed.

**ARTICLE III**  
**MEMBERS**

The Corporation shall not have members.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

Section 1 – Number, Selection, and Term of Office. The number of directors of the Corporation shall be no fewer than seven (7). This number may be increased by the Board.

There shall be Primary Board Members, which shall be voting members. Seven of the Primary Board Members will be known as Charter Board Members and will be appointed, one each, by the following charter interests: Arts Center interests, Historical Society, Kiwanis, Library, Pool/Wellness Center interests, Tech Center interests, Youth Center interests. If a charter interest is no longer deemed by the Board of Directors to be an active participant in the Clearwater Community Complex Inc., the Board may choose to eliminate the position. The Board, at its discretion, may create or eliminate additional Primary Board positions and fill those positions.

There may be Associate Board Members, which shall be non-voting members. The Board, at its discretion, may appoint Associate Board Members. These Associate Members may come from interests such as: accountants, attorneys, business community, city/county government, education, faith community, financial sector, real estate, senior citizens, service organizations, youth organizations.

Each director shall serve a three year term of office, and until his successor is appointed and

qualified, or until his prior death, resignation, or removal. Except, at the organizational meeting the first Board of Directors shall be appointed as follows:

The board positions will be numbered and the duration of the term of each position shall be drawn by lot. The first (1), fourth (4), and seventh (7) positions shall serve an initial term of one year. The second (2) and fifth (5) positions shall serve an initial term of two years. The third (3) and sixth (6) positions shall serve an initial term of three years. Additional members will be added in keeping with the rotation that exists.

Section 2 – Vacancies. Any vacancy in the Board shall be filled for the unexpired portion of the term by the original appointment procedure. In filling a Charter Board position, if a charter interest group does not offer an appointment the Board of Directors may fill the vacancy.

Section 3 – Duties and Powers. The Board shall be responsible for the control and management of the affairs, property, and interests of the Corporation and may exercise all powers of the Corporation, except as limited by statute.

Section 4 – Regular Board Meetings. Regular meetings of the Board of Directors shall be held monthly unless otherwise called by the Board of Directors.

Section 5 – Annual Board Meetings. The regular meeting in March will be designated the annual meeting unless rescheduled by the Board.

Section 6 – Special Board Meetings. Special meetings may be called by the President and shall be called upon the written request of two (2) members of the Board of Directors as specified in the respective notice or waivers of notice thereof.

Section 7 - Notice of Meetings. It shall not be necessary for notice of meetings to be given to each board member entitled to vote at such meetings. The President shall endeavor to give notice stating the place, day and hour of the meeting and describe the matters that must be approved at the meeting, to as many board members as reasonably practicable not less than ten (10) days, nor more than sixty (60) days, before the date of the meeting, by any one or a combination of the following: United States first class mail, electronic communication, word of mouth, publication in a newspaper of general circulation serving the Clearwater region. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail with postage paid and addressed to the board member at his address as it appears on the records of the Corporation.

Section 8 - Waiver of Notice. A written waiver of notice signed by a Board member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except when the Board member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 9 – Quorum, Voting Requirements, and Adjournments. At all meetings of the Board, the presence of a majority of the voting members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. At all meetings of the Board each Primary Director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the Primary Directors present at any meeting at which a quorum is present shall be the act of the Board. A majority of the Primary Directors present at the time and place of any meetings, although less than a quorum may adjourn the same from time to time without notice, until a quorum shall be present.

Section 10 – Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Primary Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote and such consent so signed shall be inserted in the Minute Book of the Corporation under its proper date.

Section 11 – Telephone/Electronic Board Meetings. Directors may participate in meetings of the Board through use of telephone/electronic means if such can be arranged so that all Board members can hear and participate with all other members. The use of a telephone/electronic means for participation shall constitute presence in person.

Section 12 – Resignation of Directors. Any Director may resign at any time by giving written notice to another Board member, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 13 – Removal of Directors. At a meeting of the Board of Directors called expressly for that purpose, any director or directors may be removed, with or without cause, by a vote of two thirds of the remaining Primary Directors.

Section 14 – Compensation. No Director or committee member shall receive a salary or other compensation for service in that capacity but may be reimbursed for actual expenses incurred in the performance of such service. This provision shall not preclude any Director from serving the Corporation in any other capacity and receiving additional compensation thereof.

Section 15 – Liability. No director shall be liable for any debt, obligation or liability of the corporation.

Section 16 – Director Conflicts of Interest. Any contracts, transactions or agreements that may appear to be a conflict of interest shall be fully disclosed and be brought before the Board of Directors for approval.

## **ARTICLE V OFFICERS**

Section 1 – Number, Qualification, Election and Term. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board may from time to time deem advisable. Any officer may be, but is not required to be, a director of the Corporation. Except the original Board the Board of Directors at the regular annual meeting of the Board shall elect the officers of the Corporation. Each officer shall hold office until the annual meeting of the Board next succeeding his election, or until his successor shall have been elected and qualified or until his death, resignation or removal. Any two (2) or more offices may be held by the same person, except offices of President and Secretary.

Section 2 – Nominations and Elections. Two months before the annual meeting, the President shall appoint a Nominating Committee of three or more individuals, one of whom shall be a Primary Board Member. The Nominating Committee shall report its slate of nominees for the vacancies to the Board one-month prior to the annual meeting. Additional nominations may also be made by written petition of five members at the annual meeting, provided the consent of the nominees has been obtained. A majority of those voting is required for election to office. In the event of a contested election, paper

ballots shall be used and tellers appointed to tally the results.

Section 3 - Resignation and Removal. Any officer may resign at any time by giving written notice of such resignation to the President or Secretary of the Corporation or to a member of the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board member or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause and a successor elected by a majority vote of the Board at any time.

Section 4 – Vacancies. A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote of the Board.

Section 5 – Duties of Officers. Officers shall perform the duties provided for in this article and such other duties as may be assigned by the Board of Directors from time to time and in the adopted parliamentary authority.

Section 6 – President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the members of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall co-sign all checks or other deposit account withdrawals in excess of five hundred dollars (\$500.00) and, in general, shall perform all duties incident to the office of President.

Section 7 – Vice President. In the absence of the President or in the event of the president's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 8 – Secretary. The Secretary shall attend all meetings of the Board of Directors and shall prepare and maintain proper minutes of those meetings. The Secretary shall be the custodian of the official seal of the Corporation, if any, and shall affix that seal on all documents executed on behalf of the Corporation, pursuant to due authorization by the board of Directors. The Secretary shall maintain at the registered office or principal place of business of the Corporation a register of members of the Board, showing the names and addresses of the members. The Secretary shall have the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The Secretary shall in general perform all duties incident to the office of Secretary.

Section 9 – Treasurer. The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of and be responsible for all fund of the Corporation. The Treasurer and one other officer shall sign all checks and promissory notes of the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws. The Treasurer shall keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit to the Board of Directors and the President, when required, statements of the financial affairs of the corporation. The Treasurer shall in general perform or cause to be performed all of the financial duties incident to the

office of Treasurer. The Treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

## ARTICLE VI COMMITTEES

Section 1 – Committees. The Board may create committees as needed. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

## ARTICLE VII MISCELLANEOUS

Section 1 – Loans. The Corporation shall not lend money to or use its credit to assist its Directors, officers or members.

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

Section 2 – Indemnification. The Corporation shall indemnify any director, officer or former director or officer of the Corporation against expense actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been a director or officer, except in relation to matters as to which such person is adjudged to be liable for willful misconduct on the performance of such person's duties to the Corporation. The Corporation may but is not required to obtain insurance providing for indemnification of directors, officers and employees.

Section 3 – Books, Records and Reports.

Annual Report – The President of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors.

Permanent Records – The Corporation shall keep current and correct records of the accounts and minutes of the meetings and proceedings of the Corporation. Such records shall be kept at the registered office or the principal place of business of the Corporation. Any such records shall be in written form or in a form capable of being converted into written form.

Section 4 – Fiscal Year. The fiscal year of the Corporation shall be the period selected by the Board of Directors as the tax year of the Corporation for federal income tax purposes.

Section 5 – Corporate Seal. The Board of Directors may adopt, use and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such document.

Section 6 – Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or any special rules of order the Corporation may adopt.

## ARTICLE VII

**AMENDMENT**

Section 1 – Amendments. These Bylaws may be amended at any regular meeting of this Corporation by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.

We, the undersigned, being the initial members of the Board of Directors and the duly elected Secretary of the Corporation do hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Corporation by unanimous consent of the Directors of the Corporation on the \_\_\_\_ day of \_\_\_\_\_, 2002.

Sue White

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signature

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typed name

Bernice Pullen

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signature

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typed name

Steve Clack

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signature

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typed name

Pam McBride

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Paul Pippenger

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Danielle Hardy

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Tim Roehr

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