

2022

Bannock County Veterans Memorial Association Bylaws



Miguel Dominic
Bannock County Veterans
Memorial Association
Bylaws
6/20/2022

BYLAWS

OF

BANNOCK COUNTY VETERANS MEMORIAL ASSOCIATION, INC.

ARTICLE I

OFFICES

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Section 1.1 Name. The name of the Corporation shall be the Bannock County Veterans Memorial Association, Inc. ("BCVMA").

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Section 1.2 Registered Office. The address of the registered office shall be 300 North Johnson Avenue, Pocatello, Bannock County, Idaho, 83204. The corporate office mailing address shall be the same as the registered office address.

Section 1.3 Principal Place of Business. The principal place of business shall be at the same location as the registered office. The corporation may also have and maintain an office or principal place of business in Bannock County, Idaho, or at such other place as may be fixed by the Board of Directors.

ARTICLE II

PURPOSE

Section 2.1 Non-Profit Organization. The Bannock County Veterans Memorial Association is a non-profit, non-sectarian organization, incorporated in the State of Idaho.

Section 2.2 Purpose. The purpose of the BCVMA is to uphold and maintain the constitution and laws of the United States and to realize the true American ideals for which all veterans fought and died; to establish, build, and maintain a living memorial to all service personnel of all branches of the military services in Bannock County, Idaho; to encourage fellowship and companionship to all survivors, widows, widowers, and families; to remember compassionately friends and comrades who fell in the conflicts, so that we may enjoy our freedom of democracy; to be non-partisan, non-sectarian, and to encourage all veterans and their families to study all issues, to take an active part in all political parties of their choice and to uphold and maintain the laws of our land so that the blood shed by our veterans will never have been in vain.

ARTICLE III

MEMBERSHIP

Section 3.1 Members. Membership of the BCVMA shall consist of active veterans' service organizations and auxiliaries of Bannock County which are chartered by National Veterans Organizations or any veterans' service organization or auxiliary (collectively "VSO") that has registered its legal articles of incorporation with the State of Idaho. The current membership as of the date of these By-Laws are listed in Appendix A, attached hereto.

Section 3.2 New Members. Any veterans' organization or auxiliary that wishes membership in the BCVMA shall provide its Charter or Articles of Incorporation for review by the BCVMA Board of Directors and the Representatives. New membership shall require

acceptance of a majority of the Board of Directors and the Representatives. Upon approval, the organization shall be added to Appendix A.

Section 3.3 Representation. Each member VSO shall be represented as described herein by its elected or appointed representative to the BCVMA (“Representative”).

ARTICLE IV

REPRESENTATIVES

Section 4.1 Designation of Representatives. Representatives are elected or appointed by their respective VSO and serve at their VSO’s pleasure. Representatives and alternates have no set term of office as recognized by the BCVMA. Representatives and alternates shall only be allowed to represent their respective VSO upon written notice from the respective VSO to the BCVMA. Each VSO shall have only one vote in all matters. Each Representative must be a member in good standing of a VSO affiliated with the BCVMA.

Section 4.2 Notification of Representatives. Each member VSO’s commander or president shall submit to the Directors in writing the names of its Representative and/or Alternate Representative any time the representative changes.

Section 4.3 Responsibilities of Representatives. Representatives shall act on behalf of and in the interest of their respective organizations. Representatives shall have the following responsibilities, as decided by majority (or a greater percentage as otherwise provided by specific sections in these Bylaws) of Representatives present at a quorum as defined under Section 4.5:

(a) To elect the Board of Directors; including the President, Vice President, Secretary, Treasurer, and Historian at the BCVMA’s annual meeting;

(b) To remove Directors pursuant to Section 5.4;

(c) To make amendments to the Articles of Incorporation and/or Bylaws as necessary;

(d) To notify the Board of Directors of any VSO concerns and/or requests;

(e) To relay information from the Board of Directors to each Representative's respective VSO.

(f) To approve or deny sale of BCVMA assets other than in the ordinary course of business;

(g) To approve or deny the indemnification of officers, directors, employees, and/or agents of the BCVMA;

(h) To approve or deny compensation paid to Directors.

(i) To approve or deny any merger or consolidation of the BCVMA with another corporation;

(j) To approve or deny the voluntary dissolution of the BCVMA.

Section 4.4 Quorum. A quorum present at all meetings shall consist of 51% of all the VSO Representatives. Any VSO not represented at two consecutive meetings shall not

have their organization included in the quorum count nor will they have a vote in business conducted until they have attended two consecutive meetings.

Section 4.5 Director Action. Upon a majority vote of the Board, provided a quorum is present, the President or other officer authorized by the Board shall notify a member VSO commander and/or president of any concerns the Board has with said member VSO's Representative and request that the commander and/or president take appropriate action.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 General Powers and Standard of Care. All corporate powers shall be exercised by or under the authority of the Board of Directors and the business and affairs of the BCVMA shall be managed by the Board of Directors, except as may be otherwise provided in the Idaho Nonprofit Corporation Act (Idaho Code §30-3) ("INCA") or in these Bylaws, and except for those decisions which are to be made by the Representatives as described in Article IV of these Bylaws.

Section 5.2 Number and Election of Directors. The number of Directors serving on the Board of Directors shall be five (5) or such other number as is fixed pursuant to resolutions adopted by the Board of Directors. Each Director shall serve a term of two years. Each Director shall hold office for the term for which said Director is elected and until said Director's successor shall have been elected and qualified. Directors must be a member in good standing of a VSO holding membership in the BCVMA.

Section 5.3 Vacancies. If a vacancy occurs in the Board of Directors, the President (or the Vice-President if the President is unavailable) shall notify each VSO Commander or President of such vacancy as soon as reasonably possible. Refer to Section 6.4

Section 5.4 Removal of Directors. A Director may be removed only by a 2/3 majority of the Representatives present at a special meeting called for such purpose.

(a) Guidelines for Special Meeting. The special meeting shall be called by no less than two (2) Representatives and must constitute a quorum pursuant to Section 4.4. Further, notice must be given seven (7) days prior to said special meeting.

(b) Waiver of Notice. Whenever any notice is required to be given to any Director, under the provisions of the Articles of Incorporation or these Bylaws, a waiver there of in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Attendance at said meeting constitutes waiver of notice.

(c) Opportunity to Address Representatives. Prior to any special meeting called for the purpose of removing a Director, the Director in question shall have the opportunity to address Representatives in a closed meeting and present any applicable information. The Director in question must be given notice a minimum of five (5) business days prior to such meeting where he/she may present such information. Notice shall be deemed given when notice is delivered to the United State Postal Service, UPS, or FedEx with appropriate postage and addressed to the Director in question at the Director's last known address. Meetings where a Director in question shall have the opportunity to address the Representatives shall be closed meetings, where only Representatives or parties invited by the Representatives or Director shall be present.

Section 5.5 Resignation of a Director. Any Director may resign at any time by filing a written notice of resignation with the Secretary. In the case of the resignation of the Secretary, the resignation shall be filed with the President or the Vice President. Upon acceptance of the resignation, the President shall call a special meeting of the Board of Directors, at which time the resignation shall become effective and the office deemed vacant. The President shall then call a special meeting of the Representatives to fill the vacant position. The vacancy shall be filled in accordance with Section 6.4.

Section 5.6 Directors and Committee Meetings. Meetings of the Board of Directors, regular or special, and meetings of any committee designated thereby, must be

held in Bannock County, Idaho. Except as otherwise provided in these Bylaws, regular or special meetings of the Board of Directors, or any committee designated thereby, may be called by or at the request of the President or any Director upon written or verbal notice thereof given to all Directors, at least three (3) days prior to such meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Attendance at or participation in any meeting by a Director shall constitute a waiver of notice of such a meeting for said Director.

Section 5.7 Quorum and Voting Requirements. A majority of the number of Directors shall constitute a quorum for the transaction of business at meetings of the Board of Directors. Any action taken by the Board of Directors shall require a majority vote at a meeting that constitutes a quorum, unless the action is taken without a meeting pursuant to the requirements of Section 5.8. The President shall not vote on any matters except to cast a tie-breaking vote.

Section 5.8 Action Without a Meeting. Any action that the Board of Directors could approve at a meeting of the Directors may be taken without a meeting provided the action is approved in writing by all of the Directors. Such written approval shall have the same effect as a unanimous vote.

Section 5.9 Compensation. No Director shall receive a salary or compensation for his/her services as a Director. However, a Director may be reimbursed for actual expenses incurred in the performance of such services. No Director shall be related to any salaried staff.

Section 5.10 Director Conflicts of Interest. Any Director who has an interest in a contract or other transaction presented to the Board of Directors for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board of Directors 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 BCVMA's interest.

Section 5.11 Loans to Directors. The BCVMA shall not lend money to or use its credit to assist any Director.

Section 5.12 Liability of Directors for Wrongful Distribution of Assets. In addition to any other liabilities imposed by law upon the Directors, the Directors who vote for or assent to any distribution of assets, other than in payment of the BCVMA's debt, when the BCVMA is insolvent or when such distribution would render the BCVMA insolvent, or during the liquidation of the BCVMA without the payment and discharge of or making adequate provisions for all known debts and obligations, shall be liable to the BCVMA for value of the assets distributed.

A Director who votes or assents to the distribution of assets 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 BCVMA represented to such Director to be correct by the President or an officer of the BCVMA that has charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants to reflect fairly the financial condition of the BCVMA. Further, such Director shall not be 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 equal to 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 reliance upon the written opinion of an attorney for the BCVMA.

A Director against whom a claim has been asserted under this Section and who has been held liable thereon shall not be entitled to contributions from persons who accepted or received such distribution knowing such distribution was made in violation of these Bylaws in proportion to the amounts received by them respectively.

ARTICLE VI

Directors

Section 6.1 Director Positions. The BCVMA shall have five Director positions. These positions shall include President, Vice President, Secretary, Treasurer, and Historian (collectively "Directors").

Section 6.2 Election of Directors. The Directors shall be elected at the BCVMA's annual meeting by the Representatives as provided in Section 4.1(c) and installed for a two year term. Tenure of each office shall extend from the time of each Director's installation until his/her successor has been properly elected and installed. The President, Vice President, Secretary, Treasurer, and Historian all may be re-elected to serve more than one (1) term.

Section 6.3 Oath. Persons elected to Director/Officer positions described in Article VI shall accept the obligation of their office by taking the following oath:

"I [Director gives name] agree to honor the office of [name of office] of the Bannock County Veterans Memorial Association, Incorporated, and will fulfill to the best of my ability, the obligation bestowed upon me. I will work for the betterment of the Memorial Building and the Bannock County Veterans Memorial Association. I will honor the laws of the State of Idaho and the United States of America. I solemnly promise that at the close of the term to which I have been elected, or sooner if so ordered by proper authority, I will surrender immediately, to duly authorized persons, all records, monies, or other properties of this Corporation in my possession or under my control. I understand that my service is voluntary and no reimbursement shall be given for time. All this I freely promise upon my honor as a loyal citizen of our great Republic, so help me God."

Section 6.4 Vacancy. Any vacancy occurring between meetings in the offices of the President or Vice President shall be filled by the person in the position next in line of succession. The succession order is as follows: First – President, Second – Vice President, Third – Secretary, Fourth – Treasurer, and Fifth – Historian. Any vacancy other than in the offices of President or Vice President shall be filled by special election at the next monthly meeting after the vacancy occurred, by a majority vote of the Representatives. A Director elected to fill a vacancy shall be elected for the remainder of the unexpired term of such Director's predecessor in office.

Section 6.5 Duties of the Directors. The President, Vice President, Secretary, Treasurer, and Historian shall have the following duties described below, respectively.

(a) President. As the Presiding Officer of the BCVMA, and as ex-officio chairman of all committees, the President shall be empowered to appoint committees and/or chairpersons, assign duties to Directors and Representatives as appropriate, appoint temporary assistants and take whatever action deemed necessary in the best interest of the BCVMA, with all actions being subject to the approval of the Board. The President shall insure that the provisions of the Articles of Incorporation and the Bylaws are complied with. The President shall preside at all meetings. The President will give the oath of office to newly elected Directors. The President, along with the Treasurer, shall present and negotiate budget issues with the Bannock County Commissioners. The President shall have the signature authority on all BCVMA bank account, subject to the requirement that all BCVMA bank accounts shall require two signatures. The President shall act as the representative of the BCVMA and the Board of Directors with regard to communicating Board decisions and concerns to Representatives, VSO commanders or presidents, staff, employees, and third parties. The President shall sign contracts approved by the Board or Representatives, or delegate this responsibility, on a case by case basis, to another Director.

(b) Vice President. It shall be the duty of the Vice President to act in place of the President in the President's absence or inability of the President to act. The Vice President shall have signature authority on all BCVMA bank accounts.

(c) Secretary. The Secretary shall keep thorough and complete records of all business conducted by BCVMA. Financial records, meeting minutes, and Board rosters shall be kept as permanent records. All other records will be kept for a minimum of two (2) years. The Secretary shall conduct all necessary correspondence; carry into effect all motions, orders, and resolutions adopted by the BCVMA. The Secretary shall officially notify each member of the Board of the time and location of special meetings. The Secretary will have thirty (30) days following the annual meeting to prepare year-end reports, minutes of the annual meeting, and such other corporate business pertinent to the close of the fiscal year, and to secure an economic and professional administration of corporate affairs. The Secretary shall provide each Representative with a copy of BCVMA meeting minutes as well as a copy of the annual year-end report, including minutes of the annual meeting. The Secretary shall keep accurate minutes and recordings of all BCVMA regular and special meetings. Minutes shall be kept in a book specifically for that purpose. Minutes must be kept as a matter of record and open for inspection at any time upon request of any member in good standing with the BCVMA. The Secretary shall present the minutes of the prior meeting and sign and date the minutes when approved.

(d) Treasurer. The Treasurer shall disburse monies authorized by check requests, invoices, statements and purchase orders. The Treasurer shall sign and properly date all checks issued on the various funds of the BCVMA, subject to appropriate counter signatures. All checks must be signed by two approved signatures as described in Section 6.6.

The Treasurer shall collect and receive all monies due to the BCVMA from any source, depositing the same in a financial institution approved by the Board. Deposit slips will be made out with the original for the financial institution and a copy retained for the file or by electronic transfer. The Treasurer shall make a monthly report and accounting of all receipts and disbursements and promptly transmit copies of the same to the Board of Directors.

The Treasurer or a party appointed by the Treasurer shall record all bills and deliver said bills to the Bannock County Auditor for payment on a weekly basis. Any request for payment from Bannock County shall go through the Treasurer's office. The Treasurer shall make a report at the monthly BCVMA meeting.

The Treasurer is responsible for seeing that federal and state tax returns are filed, and that the associated taxes are paid, in accordance with federal and state law.

The Treasurer shall obtain signature cards for each newly elected President, Vice President, Secretary, and Treasurer, no later than the November regular meeting.

The Treasurer shall present the financial records for review annually or otherwise as directed by the Board of Directors. The Treasurer shall provide a complete financial report, and provide copies of said report to each Representative, at the first regular meeting following the annual review. Under the direction of the Treasurer, an accountant will be contracted, when needed.

(e) Historian. All work related to the building shall be under the review of the Historian. Repairs or necessary upgrades of fixtures of the Memorial Building shall be performed to retain the historical integrity of the building and shall be under the evaluation and approval of the Board of Directors. Records of all materials, items, exhibits, photographs, scrapbooks, uniforms, and anything donated or given to the museum, shall be kept by the Historian and filed at the building. Names, addresses and phone numbers of the persons who have donated any item to and for the museum shall be the responsibility of the Historian. Fundraisers or grants to assist in the funding of the Memorial Building shall be under the approval of the Board of Directors.

Section 6.6 Signing Checks for BCVMA. The President, Vice President, Secretary, Treasurer, and any individual appointed by the Board in accordance with the BCVMA's Bylaws shall be the only parties authorized to sign corporate checks. All checks shall require signatures from two authorized parties.

ARTICLE VII

EMPLOYEES

Section 7.1 Employment. The Board of Directors shall have the authority to employ a Building Manager and an Assistant Building Manager and such other staff as the BCVMA may reasonably require from time to time. Employees may not serve as a VSO Representative.

Section 7.2 Employee Compensation. All compensation paid to a staff person shall be approved by the Board of Directors. Salary changes shall be brought before a quorum of the Representatives for discussion. After such discussion, the Board of Directors shall consider such discussion and vote on the salary decision in a private meeting. No salary changes for salaried staff shall take place without the approval of the Board of Directors.

Section 7.3 Removal of Employees. An employee may be terminated or suspended only by a majority vote of the Board of Directors at a special meeting called for such purpose in which a quorum is present. Except as otherwise may be required by applicable federal and state law or the terms of the written employment contract between the BCVMA and the employee, the Board of Directors and Representatives may discuss the removal or suspension of an employee and the Board of Directors and/or the Representatives may vote on the removal of said employee, without the employee having any right to attend such meetings. The President or another party appointed by the Board of Directors shall notify the employee of his/her termination or suspension. The President may suspend an employee immediately in accordance with Idaho State Law.

Section 7.4 Building Manager Duties. The Building Manager shall oversee all maintenance, repairs, and improvements to the building and grounds as detailed in the job description. The Building Manager shall be authorized to expend funds for repairs/replacements subject to Section 8.6 of these Bylaws. The Building Manager shall report monthly to the Board of Directors and the Representatives on work completed and status of projects pertaining to the building and the grounds.

Section 7.5 Assistant Building Manager. The Assistant Building Manager, under the direction of the Building Manager and/or Board of Directors shall perform such duties as required. Upon the absence of the Building Manager, the Assistant Building Manager shall report monthly to the Board of Directors and the Representatives on work completed and the status of projects pertaining to the building and the grounds.

Section 7.6 Staff Conflict of Interest. Any staff person who has an interest in a contract or other transaction presented to the Board of Directors for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board of Directors prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to the BCVMA's interest.

ARTICLE VIII

REVENUE AND FINANCE

Section 8.1 Revenue. All revenue of the BCVMA shall be derived in accordance with federal and state law and in such manner that shall not give rise to unrelated business taxable income. If the Board of Directors is concerned that an activity may give rise to unrelated business taxable income or jeopardize the tax-exempt status of the BCVMA, it shall seek qualified legal and accounting advice in regard to such activity.

Section 8.2 Deposits. All revenue shall be deposited in the BCVMA checking/savings accounts. Dedicated funds shall be used only for the purpose intended. All BCVMA monies shall be deposited and all investments shall be made in the name of the Bannock County Veterans Memorial Association, Inc.

Reserve funds of the BCVMA shall be invested in cash money market certificates. These deposits shall be fully insured. Investment actions may be taken only after a recommendation from the Treasurer and with approval of the Board of Directors.

Section 8.3 Annual Reviews. A review shall be conducted annually by an independent accountant, outside of the Association by a State Certified Accountant, whose appointment shall be made by the board by a 2/3 majority. The review must begin no later than July 1st and must be completed with the results of the review presented to the board during the general monthly meeting in October. The reports of each review shall be presented to the Board of Directors and the Representatives at the meeting following the review.

Section 8.4 Check Requests. All check requests must be made out and signed by the person making the request. All expenditures require a legible, itemized invoice or receipt signed by the person initiating the expenditure. No other check request procedure will be accepted by the BCVMA.

Section 8.5 Authorization of Corporate Expenditures. Any action that would obligate the BCVMA to pay or owe an aggregate amount exceeding one thousand dollars (\$1,000.00) shall require the prior approval of the Representatives, or in the case of an emergency, the approval of the Board of Directors. The BCVMA shall not utilize credit cards or credit accounts except as specifically authorized by the Board of Directors by resolution.

Section 8.6 Petty Cash. A petty cash fund shall be established, not to exceed three hundred dollars (\$300.00), for incidental purposes. The Building Manager and the Assistant Building Manager shall have access to the petty cash fund. A monthly accounting of the petty cash fund shall be balanced by the Treasurer and the Building Manager.

ARTICLE IX

MEETINGS

Section 9.1 Annual Meeting. The BCVMA's annual meeting shall be held in the Bannock County Veteran's Memorial Building at 300 North Johnson Avenue, Pocatello, Bannock County, Idaho 83204, at 6:30 p.m., on the third Monday of October each and every year.

Section 9.2 Regular Meetings. Regular monthly meetings shall be held on the third Monday of each month (other than in October when the annual meeting is held) at the Bannock County Veteran's Memorial Building at 300 North Johnson Avenue, Pocatello, Bannock County, Idaho 83204, at 6:30 p.m.

Section 9.3 Special Meetings. Special meetings of the Board of Directors, or of the Board of Directors and the Representatives, may be called by the President or any Director. Attendance at said meeting constitutes waiver of notice.

Section 9.4 Order of Business. The Order of Business at each annual and regular meeting shall be in the order as follows:

1. Opening Ceremonies, Pledge of Allegiance
2. Roll call of the Board of Directors and the Representatives
3. A quorum of fifty-one percent (51%) of the Directors and Representatives must be met
4. Secretary shall present the minutes of the last meeting
5. Treasurer shall provide a report of receipt/disbursements and report of bills
6. Building Manager's report
7. Reports of committee chairpersons
8. Elections (when appropriate)

9. Oath of Office (when appropriate)
10. Unfinished Business
11. New Business
12. Good of the Order
13. Adjournment

Section 9.5 Rules of Order. All meetings shall be conducted in accordance with these Bylaws. If these Bylaws do not provide direction on a certain issue, *Robert's Rules of Order* shall govern.

ARTICLE X

NOMINATIONS AND ELECTIONS

Section 10.1 Time and Place. Nomination of Directors shall take place at the August & September general monthly meetings. Elections of Directors for the coming year shall only be held at the annual BCVMA meeting held in October. The election of Directors shall take precedence over all other matters at the annual meeting. The Election of Directors shall be the first order of business at the Annual Meeting. Directors shall be elected for 2-year terms. The Vice President and Treasurer shall be elected in even numbered years. The President, Secretary, and Historian shall be elected in odd numbered years.

Section 10.2 Eligibility. No person shall be nominated, elected, or appointed to any position within the BCVMA unless he or she is a member in good standing of a VSO or auxiliary recognized by the BCVMA. No two members of the same household shall be permitted to hold Director positions concurrently. No Representative may serve as a Director while still serving in a Representative capacity.

Section 10.3 Nominations. Nominations of candidates for Director positions shall be conducted by call of the office. Any member in good standing of a VSO or Auxiliary who is in attendance at a nominating meeting may make a nomination of a candidate for a director position. The individual nominated must be a member in good standing with his/her VSO or

Auxiliary and be present at the meeting to accept the nomination. Electronic devices, Zoom or Cell Phones are accepted.

Section 10.4 Elections. Election of Directors shall be conducted by written ballot and held at the annual meeting in October. Should there only be one candidate for a position, the President may entertain a motion to accept the candidate without the use of a written ballot. In the event that more than two candidates are nominated for the same office, voting shall continue until one candidate receives a majority of the votes cast. The candidate receiving the least votes will be dropped at each successive vote. Current directors are not eligible to vote. Each VSO or Auxiliary is allowed only one vote, and such vote shall only be cast by the VSO or Auxiliary's Designed Representatives.

Section 10.5 No Absentee Voting or Voting By Proxy. Absentee voting and voting by proxy are both specifically prohibited. Representatives must be present at the meeting to cast a vote.

ARTICLE XI

MISCELLANEOUS

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Section 11.1 Property. The Board of Directors shall have charge of all corporate property. Tangible corporate property shall not be removed, rented, or loaned without written authorization from the Board of Directors. Any violation by a member, a member of a VSO, or a third party may result in criminal charges, required restitution, reporting of the incident to the individual's respective VSO (when applicable) for proper action referencing to the VSO's respective constitution, bylaws, and *Robert's Rules of Order*.

Section 11.2 Inventory. A complete inventory of all items and property owned by the BCVMA shall be taken annually by an inventory committee under the direction of the Historian.

Section 11.3 Keys. Only persons authorized by resolution of the Board of Directors shall have keys to the Bannock County Veterans Memorial Building. All keys will be signed in and out by member VSOs. Each VSO shall keep account of building keys and shall inform

the Board of Directors of which members hold building keys. All keys will be signed for and a record shall be maintained by the Secretary.

Section 11.4 Termination of Contract Agencies. Any contract agency engaging in any illegal activity will be immediately terminated by the Building Manger or the President. Termination for any other reason will be done by a majority vote of the Board of Directors, with written notice provided to the contract agency from the Building Manager.

Section 11.5 Indemnification of Directors, Employees, and Agents. The BCVMA may indemnify Directors, Employees, and Agents of the BCVMA to the extent permitted by, and in accordance with INCA. The BCVMA may purchase and maintain insurance on behalf of any person who is or has been a Director, Employee, or Agent of the BCVMA, or is or was serving at the request of the BCVMA as a director, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the BCVMA would have the power to indemnify such person against such liability.

Section 11.6 Books and Records. At the BCVMA's registered Director or principal place of business, the BCVMA shall keep the following:

- (a) Correct and complete books and records of accounts;
- (b) Minutes of the proceedings of its members and Board of Directors;
- (c) A record of the names and addresses of all Directors, Commanders and Representatives of VSO's.

Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 11.7 Loans. No loans shall be contracted on behalf of the BCVMA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority will be confined to specific instances.

Section 11.8 Gifts. The Board of Directors may accept on behalf of the BCVMA any contribution, gift, bequest, or devise for general purposes or for any special purpose of the BCVMA, and shall notify the Historian.

Section 11.9 Fiscal Year. The Fiscal Year of the BCVMA shall begin on the first day of October and end on the last day of September of each year, except that the first fiscal year shall begin on the date of incorporation.

Section 11.10 Regulation of Internal Affairs. The internal affairs of the BCVMA shall be regulated as set for in these Bylaws to the extent that these Bylaws are lawful.

Section 11.11 Interpretation and Severability. These Bylaws may contain any provision for managing the business and regulating the affairs of the BCVMA that is not inconsistent with law or the Articles of Incorporation. In the event any provision of these Bylaws is inconsistent with law or the Articles of Incorporation, such law or Articles of Incorporation shall govern. If any one or more of the provisions contained in these Bylaws, or any application thereof, shall be invalid, illegal or unenforceable in any respect, the validity, legality or enforceability of the remaining provisions contained herein and any other application thereof shall not in any way be affected or impaired thereby.

ARTICLE XII

REVIEW AND AMENDMENTS

Section 12.1 Review of Bylaws. The Board of Directors shall review these bylaws annually, following the installation of the new officers.

Section 12.2 Amendments. These Bylaws may be amended or repealed by the Board of Directors and the Representatives, and they may adopt new Bylaws, in accordance with the Articles of Incorporation; however, all Bylaw amendments shall first be proposed and discussed at a regular meeting.

ARTICLE XIII

ADOPTION

Section 13.1 Adoption. These Bylaws shall become effective immediately after approval by the Board of Directors.

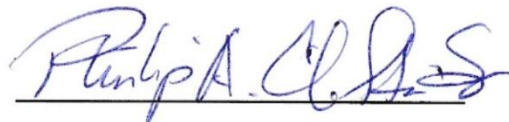
The undersigned, being the Secretary of the BCVMA, does hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Bannock County Veterans Memorial Association, Incorporated by unanimous approval by the Board of Directors on this 20 day of June, 2022.



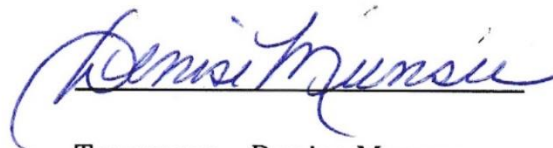
Secretary - Lauren Egbert



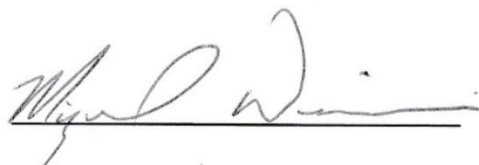
President - Teresa Vialpando



Vice-President - Phil Clifton



Treasurer - Denise Munsee



Historian - Miguel Dominic

Appendix A

The present membership of the Bannock County Veterans Memorial Association, Inc. is as follows:

Daughters of the American Revolution, Wyeth Chapter

American Legion Post #4

American Legion Auxiliary Unit #4

Veterans of Foreign Wars Post #735

Veterans of Foreign Wars Auxiliary Post #735

Disabled American Veterans, Chapter #3

Non-Commissioned Officers Association, Pocatello Chapter #888

Marine Corps League, Steven Dee Merrill Detachment

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Military Officers Association of America

AMVETS Post 1

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Vietnam Veterans of America



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