

**BYLAWS**  
**of**  
**BOUNDARY COUNTY BIKE AND PEDESTRIAN**  
**TRAIL COMMITTEE, INC.**

**ARTICLE I.**  
**IDENTIFICATION, OFFICE, GOVERNING LAW, AND EFFECTIVENESS**

- 1.1 **Corporate Identification.** This corporation shall be known as Boundary County Bike and Pedestrian Trail Committee, Inc. (Corporation) and it shall be registered with the Idaho Secretary of State.
- 1.2 **Office.** The principal office of the Corporation will be located in Boundary County, Idaho.
- 1.3 **Governing Law.** The Corporation shall be nonprofit, formed under the authority of Idaho Code § 30-30-101 et seq., known as the Idaho Nonprofit Corporation Act, and the provisions of these bylaws shall be interpreted under the laws of the State of Idaho.
- 1.4 **Limited Purpose Corporation.** The Corporation shall limit its purpose and activities to those set forth in its Articles of Incorporation. This shall be a tax exempt organization under the provisions of section 501(c)(3) of the Internal Revenue Code. In order to maintain the corporation's tax exempt status, the Directors shall be guided by the following provisions:
  - 1.4.1 **Distribution Only For Charitable Purposes.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its shareholders, members, trustees, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Corporation's exempt purpose as set forth in its Articles of Incorporation.
  - 1.4.2 **No Political Activities.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
  - 1.4.3 **Limitation On Activities.** Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an entity exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an entity, contributions to which are deductible under

section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- 1.5 **Effectiveness.** These bylaws shall be effective upon adoption.

## ARTICLE II. OWNERSHIP, VOTING RIGHTS, MEETINGS

- 2.1 **Ownership Vested in Board of Directors.** This is not a membership corporation. Ownership and management authority is vested in the Corporation's Board of Directors (Board).
- 2.2 **Voting Rights.** Each Director shall have one (1) vote.
- 2.3 **Annual Meeting.** The annual meeting of the Corporation shall be held in the month of March each year, beginning with the year 2018, at a day and hour to be determined by the Board, for the purpose of appointing one or more Directors, and for the transaction of such other business as may come before the meeting. The Board shall have discretion to change the date of the annual meeting by resolution and notice to Directors.
- 2.4 **Regular Meetings.** The Board, by resolution, may schedule meetings from time to time. Such meetings shall not require separate notice.
- 2.5 **Special Meetings.** Special meetings of the Directors, for any purpose or purposes, unless otherwise prescribed by statute or the governing documents, may be called by the President or by the Board. Notice of special meetings shall be required in writing stating the place, day, hour and purpose or purposes for which the special meeting is called, and shall be delivered not less than three (3) days nor more than twenty (20) days before the date of the meeting, to each Director, at the record address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, postage prepaid, addressed to the Director at the address as it appears in the Corporation records. A Director has a duty to keep the Corporation informed of a current mailing address.
- 2.6 **Place of Meeting.** The Board may designate any location for the meeting so long as the meeting is held in Boundary County, Idaho.
- 2.7 **Meetings by Telephone.** The Board or any committee designated by the Board may participate in any meeting of such Board or committee, including the annual meeting, by means of a conference telephone or similar communications equipment in which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 2.8 **Action without a Meeting.** Any action that may be taken by the Board at a meeting may also be taken without a meeting with a majority of the Board's consent in writing or by email, setting forth the action to be taken.
- 2.9 **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.
- 2.10 **Quorum.** The quorum shall be a majority of the Board.
- 2.11 **Majority Vote.** Except as otherwise required, the Directors shall act by majority vote of fifty percent (50%) plus 1 vote.

- 2.12 **Proxy Voting.** A Director may give a proxy to another Director. Such proxy shall be (a) in writing; (b) signed by the giver; (c) defining the particular meeting or time period in which the proxy may be exercised; and (d) delivered to the Secretary at or prior to the meeting.
- 2.13 **Presumption of Assent.** A Director who is present at a meeting of the Board at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless dissent is entered in the minutes of the meeting or unless a Director files written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

### **ARTICLE III. APPOINTMENT AND REMOVAL OF DIRECTORS**

- 3.1 **Qualifications.** A Director shall be over the age of 18 years and a resident of the state of Idaho.
- 3.2 **Time of Appointment.** Directors shall be elected at the Annual Meeting or as soon thereafter as determined by resolution of the Board, but not later than sixty (60) days subsequent to the original annual meeting date.
- 3.3 **Number of Directors.** There shall be three (3) Directors or the number of Directors set forth in the Articles of Incorporation as amended, whichever number is greater. Directors shall serve staggered terms so that at least one Director is appointed each year. A Director may serve consecutive terms. A Director shall serve until replaced.
- 3.4 **Manner of Appointment.** The Board may appoint a nominating committee to recommend Directors. An appointment shall be made upon the vote of a majority of the Board. A currently serving Director who has been self-nominated or nominated by others may vote on that appointment. The Board may, by resolution, agree to cast secret ballots.
- 3.5 **Removing Directors.** A Director may be removed for any reason, or no reason at all, by the unanimous vote of the remaining Directors.
- 3.6 **Resignation of Directors.** A Director may resign by submitting a written notice of resignation to each member of the Board. Resignation shall be effective upon receipt, or on the date set forth in the notice of resignation, whichever occurs later.
- 3.7 **Vacancies.** Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director appointed to fill a vacancy shall be appointed for the duration of the unexpired term of the predecessor in office.
- 3.8 **Default Resignation.** A Director will be considered to have resigned by not attending three (3) consecutive Board meetings. At the next scheduled meeting, the remaining Directors shall vote upon either reinstatement or replacement of the absentee Director.

**ARTICLE IV.  
OFFICERS, DUTIES, FINANCIAL CONTROLS,  
CONFLICT OF INTEREST**

- 4.1 **Number.** The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. One Director may serve as Secretary and Treasurer.
- 4.2 **Election and Term of Office.** The officers of the Corporation shall be elected annually by the Board at the annual meeting. If the election of officers does not occur at such meeting, the election shall be held as soon thereafter as practicable. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, or until death, or until resignation or removal from office in the manner hereinafter provided. An officer can serve no more than three consecutive terms in the same officer position.
- 4.3 **Removal.** Any officer may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal shall be effective upon the vote of a majority of the Board.
- 4.4 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.
- 4.5 **President.** The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, 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 Board. The President shall sign any legal instruments on behalf of the Corporation unless, by resolution, the Board permits another officer or executive to sign documents on behalf of the Corporation. The President shall be the principal spokesperson for the Board and may delegate this responsibility as deemed necessary. In addition, and in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
- 4.6 **Vice President.** In the absence of the President or in 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. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board.
- 4.7 **Secretary.** The Secretary shall (a) Keep the minutes of the proceedings of the Board in one or more minute books provided for that purpose; (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) Be custodian of the corporate records and of the seal of the Corporation, if the Board authorizes the use of a corporation seal; (d) Keep a register of the post office address of each Director, which shall be furnished to the Secretary by each Director; and (e) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board.
- 4.8 **Treasurer.** The Treasurer shall: (a) Have charge and custody of Corporation financial records; (b) Receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board; and

(c) In general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

- 4.9 **Expenses and Compensation.** By resolution of the Board, each Director, Officer, Employee, or Agent may be paid expenses.
- 4.10 **Checks and Financial Controls.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by two of the following: the President, Vice President, Secretary or Treasurer. The Board, by resolution, shall adopt any other internal financial controls deemed necessary.
- 4.11 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.
- 4.12 **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name.
- 4.13 **Conflict of Interest Policy.** A Director shall avoid any actual or appearance of a conflict of interest in carrying out duties as a Director. A Director or a Director's spouse, family or relative may not receive any direct funds or benefits from the Corporation in the form of grants or otherwise, except as reasonable reimbursement of expenses or compensation for services rendered the Corporation pursuant to a resolution of the Board. **The Board shall adopt a conflict of interest policy setting forth the safeguards to protect the exempt status of the Corporation.**

## ARTICLE V. POWERS OF THE BOARD OF DIRECTORS

- 5.1 **All Authorized Acts.** The Board may apply any and all power, authority and discretion given a corporate board under the laws of the state of Idaho, as long as such statutory authority is not otherwise inconsistent with the provisions of this instrument or the other governing documents of the Corporation.
- 5.2 **Appoint Agents and Attorneys.** The Board may employ agents and attorneys as necessary or desirable for the proper administration of the Corporation or for any litigation, controversy or uncertainty that may arise in connection with the Corporation.
- 5.3 **Appoint Standing or Temporary Committees.** The Board, by resolution adopted by a majority of the Directors, may designate and appoint one or more standing or temporary committees and invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by the Board and by applicable Idaho law. The Board, by resolution, may also consolidate, modify, or eliminate any of the committees.
- 5.4 **Engage in Legal Proceedings.** Prosecute, defend or participate in any legal action as principal or otherwise. This power shall include, without limitation, actions for attachment, execution, eviction, foreclosure, indemnity, arrest, and any other proceeding for legal, equitable or injunctive relief.
- 5.5 **Engage or Dismiss Employees, Compensation Arrangements.** Engage and dismiss employees, all upon such terms as the Board shall think fit for the efficient administration

of the Corporation. Compensation arrangements shall be documented, specifying the services to be rendered to the Corporation, and the name of each approving Director. Adoption of compensation arrangements shall comply with the Corporation's conflict of interest policy.

- 5.6 **Enter Contracts.** The Board may authorize any officer or officers, agent or agents, 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.
- 5.7 **Insure the Corporation.** Obtain such insurance as the Board determines is necessary to protect the Corporation against liability with respect to third persons.
- 5.8 **Manage Financial Accounts.** Open, maintain and close bank, brokerage, or similar accounts. The authority with respect to all such accounts shall include the authority to make deposits, transfers, and withdrawals.
- 5.9 **Manage Personal Property.** Purchase, receive, take possession of, lease, sell, assign, endorse, exchange, and release any interest in personal property.
- 5.10 **Manage Real Estate Transactions.** Purchase, take possession of, lease, sell, convey, exchange, mortgage, and release any interest in real property.
- 5.11 **Manage Securities.** Purchase, sell, assign, collect, redeem, transfer, or exercise any voting or other rights for stocks, bonds, mutual funds, brokerage accounts, other securities and any kind of US government bond including Series E, Series EE, Series H and Series I bonds.
- 5.12 **Pay and Settle Claims.** Pay, contest, or settle any claim by or against the Corporation by compromise, arbitration or otherwise and to release, in whole or in part, any claim belonging to the Corporation.
- 5.13 **Pay Taxes.** Perform any and all necessary acts with respect to federal and state taxation. This power includes, but is not limited to the following authority: (a) to prepare, execute, and file any tax return or document required by any federal or state government or taxing authority; (b) to represent the Corporation before any office of the Internal Revenue Service with respect to all Internal Revenue tax matters for any past or future tax periods, including audits, conferences and litigation; (c) to receive confidential information respecting the Corporation; (d) to receive, endorse and collect checks in payment of any refund of Internal Revenue tax, penalties, or interest, and execute waivers (including offers of waivers) of restrictions on assessment or collection of deficiencies in tax and waivers of notice of disallowance of a claim for credit or refund; (e) to execute consents extending the statutory period for assessment or collection of taxes; (f) to execute any agreements under the Internal Revenue Code; (g) and to delegate authority or substitute another representative for such tax matters.
- 5.14 **Receive Money.** Request, demand, recover, collect, endorse, and receive all moneys, debts, accounts, gifts, bequests, dividends, annuities, rents, and payments due the Corporation.
- 5.15 **Repair Property.** Make ordinary or extraordinary repairs, alterations or improvements in buildings or other Corporation property including but not limited to demolition.

5.16 **Sign for the Corporation.** Sign, acknowledge and deliver written instruments, as may be necessary or desirable in the exercise of the powers granted herein.

**ARTICLE VI.  
NONDISCRIMINATION POLICY**

The Corporation shall not discriminate against any person in the provision of services or facilities because of race, color, religion, sex, sexual orientation, familial status, or national origin, or other legally protected characteristic. The term "familial status" means the status of parental or guardianship relationships or pregnancy.

**ARTICLE VII.  
INDEMNITY**

The Corporation shall indemnify its directors, officers and employees as follows: (a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon the director, officer, or employee in connection with any proceeding to which that person may be made a party, or in which that person may become involved, by reason of being or having been a director, officer, employee or agent of the Corporation or any settlement thereof, whether or not that person is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the Corporation. (b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law; and (c) The Board may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article.

**ARTICLE VIII.  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December each year, unless a different fiscal year is established by resolution of the Board.

**ARTICLE IX.  
CORPORATE SEAL**

At the discretion of the Board, the Corporation may adopt a corporate seal, circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words, "Corporate Seal". No seal shall be necessary to make any contract or undertaking valid.

**ARTICLE X.  
AMENDMENTS**

These Bylaws may be altered, amended, repealed, restated, or new Bylaws adopted by resolution of the Board adopted at a duly called meeting of the Board.

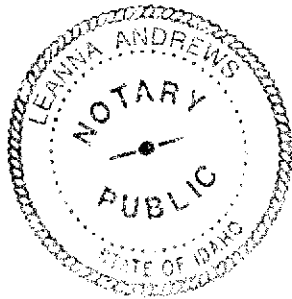
THESE BYLAWS are certified to have been adopted by the Board at the initial meeting of Corporation, held on the 7<sup>th</sup> day of March, 2018.




ERIC A. ANDERSON  
President

STATE OF IDAHO            )  
  ss.  
County of Boundary        )

On this 21<sup>st</sup> day of March, in the year of 2018, before me, a Notary Public for the state of Idaho, personally appeared, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.



  
NOTARY PUBLIC  
Residing at: Bonnas Ferry  
Commission expires: 2-10-23