

**FIRST AMENDED AND RESTATED  
BYLAWS OF THE COEUR D'ALENE GARDEN CLUB, INC.**

WHEREAS, the COEUR D'ALENE GARDEN CLUB, INC., is a not-for-profit Idaho corporation duly formed on April 19, 1999; and

WHEREAS, pursuant to Article IX, Section 1, of the Bylaws of said corporation, the Bylaws as adopted may be amended or modified; and

WHEREAS, Board of Directors of said corporation have resolved to so amend the Bylaws of the corporation for the good of the order and for the efficiency and propriety of the organization;

NOW THEREFORE, these First Amended And Restated Bylaws Of The Coeur d'Alene Garden Club, Inc. are hereby adopted.

**ARTICLE I    NAME, MISSION, AND PLACE OF BUSINESS**

- 1.01    Name. The name of this organization shall remain THE COEUR D'ALENE GARDEN CLUB, INC. (herein referred to as the "CLUB").
- 1.02    Mission. Our mission is to inspire and advance an appreciation for horticulture, gardening, civic beautification, and natural resource conservation through educational initiatives, charitable activities, and community improvement projects.
- 1.03    Location. The principal place of business of the CLUB shall be in Kootenai County, Idaho at the location of the then registered agent of the corporation or at such other location as the board of directors may designate. Such change of designated place of business shall not require an amendment of these Bylaws.

**ARTICLE II    PURPOSE**

- 2.01    Nonprofit Status. The CLUB is organized and operated exclusively to foster and encourage knowledge and participation in horticultural pursuits with an emphasis on botanical gardening, arboretums, landscape improvement, conservation, and education within the meaning of sections 501(c)(3) of the Internal Revenue Code. The CLUB's tax-exempt status was confirmed by the Internal Revenue Service on April 26, 2024. The CLUB's activities shall be conducted in such a manner that no part of its activities, financially inclined or otherwise, shall inure to the benefit of any member, director, officer, or other private person, except that the CLUB shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the mission set forth in Section 1.2 above.
  - (a)    Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the CLUB shall not carry on any other activities not permitted to be exercised by a corporation exempt from federal income tax under sections 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any subsequent federal tax laws.
  - (b)    The CLUB is qualified and authorized to receive tax deductible contributions, bequests, devices, transfers, or gifts under Internal Revenue Code §§ 170, 2055, 2106 and 2522.
  - (c)    The CLUB is not empowered to engage, otherwise than as an insubstantial part of its

authorized activities, in any activities that are not in furtherance of one or more of the exempt purposes referenced in Article 2.1 above.

- (d) Upon the dissolution of the CLUB, its assets shall be distributed for one or more tax exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any federal tax code or shall be distributed to the federal government or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the District Court of Kootenai County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE III    MEMBERSHIP**

- 3.01 Classes. There shall be two (2) classes of membership.
  - (a) Regular Members shall be those members in good standing who have paid annual membership dues.
  - (b) Honorary Members are selected based on both length of service and a significant history of exemplary service to further the purposes of the Club. Honorary member nominations shall be made by the board of directors and submitted to the general membership for approval by a simple majority vote at a regular Club meeting. An Honorary Member shall not pay dues and IS eligible to vote.
- 3.02 Application. Application for membership in the CLUB shall be made in the manner and form as prescribed by the board of directors and documented by the membership committee chairperson who shall be appointed by the president, and serve at the pleasure of the Board.
- 3.03 Dues. Dues are established by the board of directors, are non-refundable and may, at the discretion of the Board, be prorated for new Members who join the CLUB after July 1 of each year.
- 3.04 Voting. The affairs of the CLUB shall be managed solely by its board of directors. All members in good standing shall be entitled to vote only on the selection of the board of directors at the annual meeting.
- 3.05 Termination of Membership. Any Regular Membership shall be terminated if annual dues for that member are not paid within sixty (60) days of the date due. Membership may also be terminated at any time by the majority vote of the then serving board of directors for any reason upon reimbursement of the prorated annual dues paid by the terminated member.

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

- 4.01 Number. The CLUB shall have a board of directors consisting of not less than three (3) and not more than six (6) directors, each of whom shall be the age of majority, and be in good standing with the CLUB.
- 4.02 Quorum. Three (3) members of the board of directors shall constitute a quorum for the transaction of business. In all matters coming before the board of directors, each director shall be entitled to cast one (1) vote. In the event of an even number of directors voting on any matter in which there is a tie vote, the vote of the president shall break the tie.

- 4.03 Board Action. Subject to the laws of the State of Idaho and any limitations in the Articles of Incorporation and these Bylaws relating to action permitted to be taken or approved by the non-voting members, the activities and affairs of this CLUB shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.
- 4.04 Board Vacancy. Whenever any vacancy on the board of directors shall exist due to death, resignation, removal, or incapacity of a board member, unanimous approval of the remaining directors shall be required to appoint a successor to serve for the unexpired term of the director whose position is vacant.
- 4.05 Removal. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of Idaho or by a vote of the members constituting two thirds (2/3) of the total membership.
- 4.06 Elections. Nominations for board membership will be accepted from all members for any regular board vacancies. The election of new board members will be conducted by the members from the accepted nominations. The results of the election shall be tabulated by the secretary and vice president, and be verified by another person designated by the president at the meeting. In the event of a tie, the sitting board of directors will cast a tie breaking vote consisting of a quorum of the board. Selection of officers will be conducted by the new board at their first scheduled meeting thereafter.
- 4.07 Advisors. The board may appoint advisors to the board to evaluate and inform the board on issues of import. The advisors are not members of the board and hold no voting privileges.
- 4.08 Term of Office. All board members shall serve staggered two (2) year terms unless re-elected for additional term(s).
- 4.09 Duties of the Board. The duties of the board of directors shall be to:
- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
  - (b) Appoint and remove, employ, and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties, and fix the compensation, if any, of all officers, agents, and employees of the CLUB;
  - (c) Supervise all officers, agents, and employees of the CLUB to assure that their duties are performed properly; Meet at such times and places as required by these Bylaws;
  - (d) Register their addresses with the secretary of the CLUB, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
- 4.10 No Compensation. Directors shall serve without compensation, but shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties; provided, however, that any such payments shall be approved in advance by the board of directors.
- 4.11 Attendance. Any director that fails to attend three (3) consecutive regularly scheduled meetings may be removed from the board by a majority vote of the remaining board members. Removal of a director for any other reason than absenteeism requires a unanimous voice vote by the existing board, not including the subject director.
- 4.12 Fiscal Year. For accounting purposes, the fiscal year for the CLUB shall begin on the first (1st)

day of January and end on the thirty-first (31st) day of December.

- 4.13 Non-Liability of Directors and Officers. The board of directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the CLUB.
- 4.14 Indemnification of Directors and Officers. The CLUB to the fullest extent permissible shall defend and indemnify the directors and officers of the CLUB. The CLUB may, but shall not be required to, procure officers and directors errors and omissions insurance for this purpose.

## **ARTICLE V    OFFICERS/DUTIES**

- 5.01 Election of Officers. Officers are elected by the new board at the first regular board meeting after the election of the board, beginning with the election of president by majority vote of the elected board. A tie for the vote of president will be determined by a coin toss. Thereafter, election of subordinate officers shall be by majority vote, any tie(s) to be broken by the newly elected president.
- 5.02 Officers of the CLUB shall be president, vice president, secretary, and treasurer. At no time may the president or vice president hold more than one office. The offices of secretary and treasurer may be combined and held by one officer. Officers are required to be members of the board of directors.
- 5.03 PRESIDENT: The president shall be the chief executive officer of the CLUB and shall, subject to the direction of the board of directors, supervise and control the affairs of the CLUB and the activities of the other officers. The president shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the board of directors. The president shall preside at all meetings of the board of directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the president shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.
- 5.04 VICE PRESIDENT: In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the board of directors.
- 5.05 SECRETARY: The secretary shall certify and keep the records of the CLUB including the original, or a copy, of these Bylaws as amended to date; a book of minutes of all annual meetings, and, if applicable, any special meetings of the board or other meetings as directed by the board. The secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and shall be custodian of the records and of the seal of the CLUB, if any, and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the CLUB. The secretary shall exhibit at all reasonable times to any director, or to his or her designated agent or attorney, on request therefor, the Bylaws, Articles, and the minutes of the proceedings of the directors of the CLUB. The secretary shall perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the board of directors.

- 5.06 TREASURER: Shall have charge and custody of, and be responsible for, all funds of the CLUB, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors. The treasurer shall receive, and give receipt for, monies due and payable to the CLUB from any source whatsoever; disburse, or cause to be disbursed, the funds of the CLUB as may be directed by the board of directors; keep and maintain adequate and correct accounts of the CLUB's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses; exhibit at all reasonable times the books of account and financial records to any director of the CLUB, or to his or her authorized agent or attorney, on request therefor. The treasurer shall render to the president and directors, whenever requested, an account of any or all transactions of the financial condition of the CLUB; prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the CLUB, or by these Bylaws, or which may be assigned to him or her from time to time by the board of directors.

## **ARTICLE VI COMMITTEES**

- 6.01 The CLUB shall have standing committees and special committees. The number and kinds of committees shall be determined by the board of directors. The president shall have the authority to establish additional special committees and to appoint the chairperson and membership of each committee. The chairperson of each committee shall prepare and submit a written report to the secretary and make a verbal report to the membership at the annual meeting describing the activities and financial expenditures of the committee.

## **ARTICLE VII MEETINGS**

- 7.01 Place of Meetings. Meetings shall be held at the principal office of the CLUB, if any such office is maintained, or at such other place as may be designated from time to time by the board of directors.
- 7.02 Annual Meeting/Election of Board. The annual meeting shall be held in the month of November at a convenient time and place as determined by the board of directors. At the annual meeting of the board, directors for the following year shall be elected by vote of the members. Voting for the election of directors shall be by written ballot and decided by the majority of member votes cast. Proxy or absentee voting for board of directors elections shall not be permitted. Each member may cast one vote per open position to be elected to the board. The candidates receiving the highest number of votes shall be elected to serve on the board.
- 7.03 Regular Meetings. Regular meetings of the CLUB shall be held monthly on such day as determined by a majority of the directors. Members shall be permitted to propose matters for consideration of the Board, but the Board shall have sole discretion whether to hold a Board vote on such matters upon a motion by any Board member.
- 7.04 Board Voting Requirements. Board votes will be decided by the vote of the majority of board members so voting.
- 7.05 Proxies. A board member may vote only in person. Proxy or absentee voting shall not be permitted.

- 7.06 Action by Board without a Meeting. Any action required or permitted to be taken at a meeting of the board may be taken without a meeting if consent in writing (or e-mail) is given by a majority of the board members.

## **ARTICLE VIII RECORDKEEPING**

- 8.01 The CLUB shall keep the following records:
- (a) Minutes of all annual meetings of the board of directors and any special meetings called. The minutes shall indicate the time and place of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof. The CLUB may, but is not required to, also keep minutes of any meetings of committees of the board and/or meetings of members;
  - (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
  - (c) A record of the members of the board of directors, indicating their names and addresses and, if applicable, the office held by each director; and
  - (d) A copy of the CLUB's articles of incorporation and Bylaws as amended to date, which shall be open to inspection by any members of the CLUB upon reasonable notice to the secretary of the CLUB.

## **ARTICLE IX AMENDMENT**

- 9.01 Amendment. These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the board of directors, upon not less than ten (10) days prior notice to all CLUB members and board members of any meeting called for the purpose of so amending, altering, or repealing.
- 9.02 Constructions and Terms. If there is any conflict between the provisions of these Bylaws and the articles of incorporation of this CLUB, the provisions of the articles of incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 2019 as amended from time to time, or to corresponding provisions of any future federal tax code.

## ADOPTION OF BYLAWS

We, the undersigned, board directors or incorporators of this CLUB, upon a majority vote of the members so affirming the adoption hereof hereby consent to, and do, adopt the foregoing Amended and Restated Bylaws, as the official Bylaws of this CLUB.

DATED: \_\_\_\_\_, 2024

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*President – Rhoda King*

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*Secretary – Pamela Randolph*

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*Vice President – Carolyn Selbicky*

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*Treasurer – Viviana Finney*