



**The Bylaws of  
Idaho Renaissance Faire INC.  
An Idaho Non-Profit Corporation**

**THE BYLAWS OF  
IDAHO RENAISSANCE FAIRE INC.,  
AN IDAHO NON-PROFIT CORPORATION**

**ARTICLE ONE  
NAME**

The name of the corporation shall be Idaho Renaissance Faire, Inc., herein after called the Corporation.

**ARTICLE TWO  
Purpose**

- A. The Corporation is organized exclusively for charitable and educational purposes to include such purposes as making distributions to such organizations that may qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.
- B. The Corporation shall not participate or intervene in (including the publication or distribution of any statements) any political campaign on behalf of any candidate for public office. In addition the corporation shall not align itself with any religious group.

**ARTICLE THREE  
Membership**

The Corporation shall not have any voting members.

**ARTICLE FOUR  
Board of Directors**

- A. **Powers:** The Board of Directors shall conduct, manage, and control all the affairs and business of the Corporation. They shall have primary responsibility for general supervision and regulation of the activities of the Corporation. The board shall maintain an official record of all meetings. This record will be reviewed annually.
- B. **Number:** The Board of Directors shall consist of at least (3) individuals and no more than (10) individuals.

- C. **Elections:** Board members shall be reviewed annually, and positions sustained by  $\frac{3}{4}$  of board members or unanimous vote of all present board members at the meeting.
- D. **Nominations:** A new member of the Board can be nominated by a current sitting member of the Board, and only after one year of volunteer work in the Corporation immediately prior to the nomination. Upon a vote of  $\frac{3}{4}$  of the Board or a unanimous vote by all members present the nomination shall be considered sustained and the new member shall be instated on the Board.
- E. **Quorum:** Four (4) Directors shall constitute a quorum for the transaction of business. If the Board consists of only 3 members all votes are required to be unanimous.
- F. **Resignation:** Any officer may resign by written notice to the board.
- G. **Removal:** A vote of  $\frac{3}{4}$  members of all board members shall be required for removing a member of the board.
- H. **Reinstatement:** A member of the Board may be reinstated following the guidelines put forth in subsection D of this article.
- I. **Vacancies:** Vacancies shall be filled as needed.

## **ARTICLE FIVE**

### **Officers of the Board**

The officers of the board, shall be governed by the policy documents “Responsibilities of the Board” and “Board Organizational Tree.”

## **ARTICLE SIX**

### **Committees**

The Board shall appoint committees which shall have the power to oversee certain aspects of the Corporation. These committees, their powers, responsibilities, membership etc... shall be outlined in policy documents that shall be set forth by the Board.

## **ARTICLE SEVEN**

### **Bookkeeping**

The Corporation shall operate upon a calendar year, all accounting, and important meetings shall be based upon this.

## **ARTICLE EIGHT**

### **Conflict of Interest**

#### **Subsection A: Definitions**

##### **1. Interested Person**

Any Director, Principal Officer or Member of a Committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement.
- c. A potential ownership or investment interest in or compensation arrangement with any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Subsection B.2 a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **Subsection B: Procedures**

##### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of committees with governing board delegated powers considering the proposed transaction or arrangement.

##### **2. Determining Whether a Conflict of Interest Exists**

A conflict of interest shall be determined to exist whenever a decision an interested person makes shall directly or indirectly benefit himself, or his family members.

##### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the Governing Board or Committee Meeting but after the presentation, he/she shall leave the meeting during the discussion of and vote on the transaction or arrangement involving the possible conflict of interest.
- b. The Chairperson of the governing Board or Committee shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the Governing Board or Committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Governing Board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation best interest, for its own benefit and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter the transaction or arrangement.

## **ARTICLE NINE**

### **Record Keeping**

All records shall be kept for a period of ten (10) years, should the Articles of Incorporation, bylaws, or a policy document be revised or amended the previous version shall be kept for a period of ten (10) years from the date of the revision or amendment. All policy documents, bylaws, agreements, etc... shall be dated with the date they were adopted, and shall be dated with the date they were no longer applicable.

## **ARTICLE TEN**

### **Transparency**

- A.) The current Articles of Incorporation, Bylaws and policy documents shall be made available on the website of the Corporation.
- B.) Any other reasonable document will be made available upon request.

## **ARTICLE ELEVEN**

### **Code of Ethics and Whistleblower Policy**

The Department of Human Resources shall set forth the Policy Document: "Code of Ethics and Whistleblower Policy."

**ARTICLE TWELVE**  
**Policy Documents**

- A.) The President of the Board shall be responsible for setting forth all general policy documents governing the board not relegated to the area of Human Resources.
- B.) Each committee shall set forth the policy documents which shall govern their areas.
- C.) The Board of Directors shall review Policy Documents as they are submitted for adoption. A  $\frac{3}{4}$  vote shall be required to adopt a policy document.

**ARTICLE THIRTEEN**  
**Amendments**

The bylaws and articles of incorporation shall be allowed to be amended upon the following conditions.

- a.) An amendment shall be submitted one month prior to voting upon adoption of the amendment.
- b.)  $\frac{3}{4}$  majority of the board is required to approve the amendment.
- c.) A member who is unable to attend may vote by sealed envelope with a signature.