

## Bylaws of Friends of Sacajawea State Park

### Section 1 Membership

- 1.1 *Rights.* The corporation shall consist of a membership. Each member shall have one (1) vote at meetings. Members must be present to vote and if absent from a meeting shall not have an absentee vote nor shall any other member place a vote on their behalf. All acts, powers, and authorities of the Board of Directors of the corporation shall be limited by a vote of the members except as defined in the Bylaws.
- 1.2 *Nomination.* Any member may be nominated by the membership to serve on the Board of Directors. Members may not nominate his or her self for election.
- 1.3 *Definition.* Unless otherwise specified in the articles of incorporation or the bylaws, an individual, domestic or foreign profit or nonprofit corporation, a general or limited partnership, an association or other entity may be a member of a corporation.

### Section 2 Board of Directors

- 2.1 *Numbers.* The management of all affairs, property, and interests of the corporation shall be vested in the membership and a Board of Directors. The Board of Directors shall consist of at least five (5) persons and a maximum of nine (9) persons. At each annual meeting (December) Directors shall be elected for a term of two (2) years. A Director may not serve a consecutive term. After a year off, a former Director may be nominated and run again for another two-year term. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts as prescribed by the Bylaws and Articles of Incorporation subject to a vote of the corporation members.
- 2.2 *Change of Number.* The Directors may at any time increase or decrease by amendment of these Bylaws, and by majority vote of the members, but no decrease or increase shall put the Board under five (5) members, over nine (9) members, or shall have the effect of shortening the term of any incumbent Director.
- 2.3 *Vacancies.* All vacancies on the Board of Directors, whether cause by resignation, death, or otherwise, may be filled by appointment of the Board and affirmative vote of a majority of the corporation members. A Director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor or until a successor is elected.

### Section 3 Meetings

- 3.1 *Regular Meetings.* Regular meetings of the Board of Directors shall be held at the office of the corporation, or at an appropriate place designated by the President.

In addition, to an annual meeting, with proper notice, there shall be a regular meeting held at least once each calendar quarter.

- 3.2 *Special Meetings.* Special meetings of the Board of Directors may be called at any time by the President or upon written request by a Board Member and at least two (2) members.
- 3.3 *Notice of Meetings.* Notice of all special meetings of the Board of Directors and all regular meetings, other than an annual meeting, shall be sent to each Director thirty one (31) days before the meeting. Such notice shall need not specify the business to be transacted, nor the purpose of the meeting.
- 3.4 *Quorum.* A majority of the whole Board shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of businesses.
- 3.5 *Waiver of Notice.* Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objection to the transaction of any business. A waiver of notice signed by the Director, or Directors, whether before or after the time stated for the meeting, shall be equivalent to giving notice.
- 3.6 *Requesting Dissent.* A Director who is present at a meeting of the board, at which action on a corporate matter is taken, shall be presumed to have consented to such action, unless the Director files a written dissent or abstention to such action with the Secretary.
- 3.7 *Executive or Other Committees.* The board of Directors may appoint from time to time, from its own number, standing or temporary committees consisting of no fewer than two (2) members. Such committees may be vested with such limited powers as the Board may determine by resolution passed by a majority of the full Board. No committee may have the powers of the whole Board concerning amending, altering, or repealing these Bylaws; electing, appointing or removing any Director or committee member. All committees so appointed shall keep regular minutes of the transactions of their meetings.
- 3.8 *Remuneration.* No Director shall be paid a salary. Income or expenses as a result of transaction shall go to the Board of Directors for approval before being paid.
- 3.9 *Loans.* No loans shall be made to any officer or Director.
- 3.10 *Removal.* Any Director may be removed at any time with or without cause by a two-thirds (2/3) vote cast by members.

#### Section 4 Officers

- 4.1 *Designations.* The officers of the corporation shall be the President, Vice-President, Secretary, and Treasurer. All officers shall be elected for a term of one (1) year by a majority of members, or appointed until an election is held to fill the vacancy.
- 4.2 *President.* The President shall preside at all meetings of the Board of Directors, shall have general supervision of the officers of the corporation, and shall perform such other duties as are incidental to the office.  
*Vice-President.* The Vice-President shall act in place of the President in case of his or her absence.

*Secretary.* The Secretary shall attend all meetings of the Board of Directors, be responsible for recording all tallied vote motions, and minutes of all proceedings. The Secretary shall maintain all of these recordings to be stored in a designated place.

*Treasurer.* The Treasurer shall attend all meetings of the Board of Directors, and shall maintain cognizance of the corporation funds and securities. He/she shall oversee the keeping of a full and accurate account of receipts and disbursements in books belonging to the corporation and shall ascertain that all the books and accounts of the organization to be audited (or reviewed) by an outside professional accounting firm at least once a year. The Treasurer shall act as chairperson of the finance committee.

4.3 *Delegation.* If any officer of the corporation is absent or unable to act, and no other person is authorized to act in such officer's place by the provisions of the Bylaws, the Boards of Directors may from time to time delegate the powers of duties of such officer to any other officer or any Director, or any other person it may select on voting approval of the members.

4.4 *Term and Removal.* The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board may be removed at any time with or without course, by the affirmation vote of a majority of the whole Board and a majority of the members.

## Section 5 Indemnification

4.1 *Indemnification.* The corporation will indemnify and hold harmless any officer or director who may come subject to any liability incurred in the performance of duties for an on behalf of the corporation.

## Section 6 Dispositions

1.1 *Handling.* The duly authorized Treasurer of the corporation shall properly deposit all monies in the name of the corporation in such bank, Trust Company and Securities firm as the Board of Directors shall designate, and shall draw from such account only by check or other order payment of money signed by such persons and in such a manner as determined by the Board of Directors.