



## Bylaws of the Idaho Blues Society, Inc., an Idaho Nonprofit Corporation

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## **ARTICLE 1. OFFICES**

**SECTION 1-1. PRINCIPAL OFFICE.** The principal office of IDAHO BLUES SOCIETY, INC., an Idaho nonprofit corporation (the "Corporation"), shall be located at 876 East Monarch Street, Eagle, ID 83616. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**SECTION 1-2. REGISTERED OFFICE.** The registered office of the Corporation to be maintained in the state of Idaho shall be located at 876 East Monarch Street, Eagle, ID 83616, and may be changed from time to time by the Board of Directors.

## **ARTICLE 2. MEMBERS**

**SECTION 2-1. ADMISSION TO MEMBERSHIP.** Any person shall be admitted as a member of the Corporation upon payment of the annual dues set by the Board of Directors for the calendar year in which the person applies for membership. Each person's membership shall expire on the first anniversary of the person's admission to membership unless on or before that date the person has paid the annual dues established for the calendar year in which the membership expires. Conditions of membership and procedures for the suspension or termination of membership by the Corporation may be established from time to time by the Board of Directors and recorded in the Board minutes of the proceedings.

**SECTION 2-2. LEVELS OF MEMBERSHIP AND VOTING ALLOTMENTS.** The Board of Directors shall establish levels of membership. A member enrolled in the Corporation in any level other than household shall be entitled to one vote per ballot. Members enrolled as a household shall be entitled to one vote each, but no more than two votes, per ballot.

## **ARTICLE 3. MEETINGS**

**SECTION 3-1. ANNUAL MEETING.** An annual meeting of the members shall be held no earlier than the first day of March and no later than the last day of March in each year, with the exact date, time, and place of the meeting to be established by

the Board of Directors to elect Directors and conduct other business as may come before the Board.

**SECTION 3-2. SPECIAL MEETINGS.** Special meetings of the members may be called by the Board of Directors or at the request of not fewer than ten percent (10%) of the members of the Corporation.

**SECTION 3-3. PLACE OF MEETINGS.** The Board of Directors may designate any place within the state of Idaho as the place of meeting for any annual meeting or for any special meeting. If no designation is made, or if a special meeting is called, the place of the meeting shall be the principal office of the Corporation in the state of Idaho. When good cause exists, some or all of the Directors of the Corporation may attend a meeting of the Corporation via electronic means, e.g. telephone, Zoom, or the like.

**SECTION 3-4. NOTICE OF MEETINGS.** Notice of annual or regular meetings shall be given to each member entitled to vote at the meeting. The Secretary, Treasurer, President, or the Board of Directors shall notify as many members as reasonably practicable by any one or a combination of the following: (1) word-of-mouth; (2) notice at the principal office; (3) publication in a newspaper of general circulation in the state of Idaho; (4) email or mail to the members' addresses of record; or (5) post on the Corporation's website. If any notice is mailed to members, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation or the last known address of which the Corporation may have notice, with postage prepaid.

**SECTION 3-5. OFFICERS OF THE MEMBERS' MEETING.** The presiding officer at the members' meetings shall be the President of the Corporation or, in the absence of the President, a Vice President, or in the absence of both the President and a Vice President, a chairman elected by the members present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting shall act as secretary of the meeting.

**SECTION 3-6. QUORUM AND VOTING REQUIREMENTS.** One-tenth (1/10) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. The members present at a duly organized and conveyed meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the Idaho Nonprofit Corporation Act (Act) or the Bylaws.

**SECTION 3-7. PROXIES.** A member may vote either in person or by proxy executed in writing and emailed by the member from their email address of record to the mailbox of the Corporation. No proxy shall be valid after eleven (11) months from the date of its execution. Every proxy shall be revocable at the pleasure of the member who executed it.

**SECTION 3-8. ACTION BY MEMBERS WITHOUT A MEETING.** Any action required or permitted to be taken at a meeting of the members of the Corporation may be taken without a meeting if a consent in writing setting forth the action taken is signed by all of the members entitled to vote on the subject matter. Such consent shall have the same effect as a unanimous vote of members and may be stated as such in any articles or documents filed with the Idaho Secretary of State under the Act.

## **ARTICLE 4. DIRECTORS**

**SECTION 4-1. GENERAL POWERS AND STANDARDS OF CARE.** All corporate powers shall be exercised by or under authority of the Board of Directors, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors, except as may be otherwise provided in the Act or the Bylaws. If any such provision is made in the Bylaws, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed by the person or persons to the extent provided in the Bylaws.

Members of the Board of Directors shall perform the Directors' duties, including such duties as a member of any committee of the Board upon which a Director may

serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with such care a reasonable person in a like position would use under similar circumstances. In performing such duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a.) One (1) or more officers or employees of the Corporation who the Director reasonably believes to be reliable and competent in the matters presented, or
- (b.) Counsel, public accountants, or another person that the Director reasonably believes to be within the person's professional or expert competency, or
- (c.) A committee of the Board upon which the Director does not serve, duly designated in accordance with a provision of the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

However, the Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Director who performs such Director's duties in good faith shall have no liability by reason of being or having been a Director of the Corporation.

**SECTION 4-2. NUMBER, TENURE AND QUALIFICATIONS.** The number of Directors shall be not less than three (3) nor more than thirty-one (31).

Directors shall be elected at the annual meeting of the membership by a majority vote of voting members. The vote is binding upon the existing Board of Directors, and in conformity with Article IV of the Articles of Incorporation, the existing Board of Directors shall approve and ratify the election or appointment made by the members as their own election or appointment. Nominations and qualifications submitted in writing to the Secretary not less than five (5) days in advance of the annual meeting shall be prepared and made available to the members at such meeting. Nominations shall also be permitted from the floor at the meeting. Directors must be members of the Corporation. Directors

shall be elected for staggered three-year terms. Each Director shall hold office until the end of the term or until a successor is elected. The initial Board of Directors shall determine the initial term of each Director so that one-third (1/3) of the Board shall have one-year terms, one-third (1/3) shall have two-year terms, and one-third (1/3) shall have three-year terms.

**SECTION 4-3. VACANCIES.** Any vacancy occurring in the Board of Directors and any Director position to be filled by reason of any increase in the number of Directors shall be filled by appointment by the Board of Directors. A Director appointed to fill a vacancy shall serve for the balance of the term of that seat.

**SECTION 4-4. RESIGNATION OR REMOVAL OF DIRECTORS.** Any Director may resign from the Board of Directors by mailing or emailing written notice of resignation to the President of the Board of Directors. Any Director may be removed from office by a two-thirds (2/3) majority vote of the total Directors based upon a showing of good cause for removal. Good cause for removal under the two-thirds (2/3) majority provision shall include, but not be limited to, a Director's six (6) absences within any twelve-month period of Board meetings.

**SECTION 4-5. REGULAR MEETINGS.** A regular meeting of the Board of Directors shall be held without other notice within a month of the annual meeting of members. The Board of Directors may provide by resolution the time and place to hold additional regular meetings of the Board.

**SECTION 4-6. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may designate any place which satisfies the requirements of SECTION 3-3 as the place for holding any special meeting of the Board.

**SECTION 4-7. NOTICES.** Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous by written notice delivered personally, by mail, or by email to each Director at his or her address as shown by the records of the Corporation. The attendance of a Director at any meeting shall indicate that the Director received notice of the meeting. The purpose of any special

meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

**SECTION 4-8. QUORUM.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If fewer than a majority of the Directors are present, a majority of the Directors present may adjourn the meeting without further notice. Once a quorum is established, it shall remain for the duration of the meeting.

**SECTION 4-9. 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 of Directors, unless otherwise provided by law or by these Bylaws.

**SECTION 4-10. INFORMAL ACTION.** Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed by a majority of the Directors.

**SECTION 4-11. OPEN MEETINGS.** It is the intent of the Corporation to conduct its business in open sessions whenever possible.

On any matter which the Board feels must be dealt with in a confidential manner, the Board may close its meeting to the members of the Corporation and the general public. An affirmative two thirds (2/3) vote of the Board of Directors present is necessary to close the meeting.

**SECTION 4-12. COMPENSATION.** The Directors shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of the Corporation and approved by the Board of Directors in advance.

**SECTION 4-13. DIRECTOR CONFLICTS OF INTEREST.** Contracts or other transactions between the Corporation and one or more of its Directors, or entities in which one or more of its Directors have interest, are permissible provided that each contract or transaction is fair and reasonable to the Corporation and that the conflicted interest(s) are known or fully disclosed to the Board of Directors prior to the approval of such contracts or transactions.



Directors shall abstain from approving contracts or transactions in which their interests outside their Corporation responsibilities are conflicted; however, their presences shall be counted in determining a quorum.

**SECTION 4-14. LOANS TO DIRECTORS.** The Corporation shall not lend money to or use its credit to assist its Directors or officers.

**SECTION 4-15. PROPRIETARY ASSETS.** Assets of the Corporation, however acquired and wherever deposited, stored, or maintained, belong to the Corporation, and no member, officer or Director shall appropriate, use, or consume such assets for personal gain, financial or esoteric. No member, officer or Director shall obligate Corporation assets or incur indebtedness of the Corporation without first obtaining the support of a recorded majority of the Board of Directors.

**SECTION 4-16. LIABILITY OF DIRECTORS FOR WRONGFUL DISTRIBUTION OF ASSETS.** In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets other than in payment of its debts, when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations, and liabilities of the Corporation shall be jointly and severally liable to the Corporation for the value of such assets distributed to the extent that such debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged.

A Director shall not be liable under this section if, in the exercise of ordinary care, the Director relied and acted in good faith upon written financial statements of the Corporation represented to the Director to be correct by the President or by the officer of the Corporation in charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Corporation. Nor shall the Director be liable if, in the exercise of ordinary care and good faith in determining the amount available for distribution, the Director considered the assets to be of book value.

A Director shall not be liable under this section if, in the exercise of ordinary care, the Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

A Director against whom a claim shall be asserted under this section and who shall be held liable shall be entitled to contribution from persons who accepted or received the distribution knowing it to have been made in violation of this section in proportion to the amounts received respectively.

## **ARTICLE 5. OFFICERS**

**SECTION 5-1. NUMBER AND TITLE.** The officers of the Corporation shall be a President, one or more Vice Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer, and other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect one or more Assistant Secretaries or one or more Assistant Treasurers as it may feel desirable. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**SECTION 5-2. ELECTION AND TERM OF OFFICE.** The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors as defined in Section 4-5 above. If the election of officers cannot be held at this meeting, the election shall be held as soon as possible. Each officer shall hold office until their successor has been elected.

**SECTION 5-3. VACANCIES.** Vacancies may be filled or a new office created and filled at any meeting of the Board.

**SECTION 5-4. REMOVAL.** Any officer elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds (2/3) of the Board whenever, in its judgment, the best interest of the Corporation would be served.

**SECTION 5-5. PRESIDENT.** The President shall preside at all meetings of the Board of Directors and the general membership. He or she may sign with the Secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the

Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated to another officer or agent of the Corporation. In general, he or she shall perform all duties incident to the office of President and other duties prescribed by the Board of Directors from time to time.

**SECTION 5-6. VICE PRESIDENT.** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there shall be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President and shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform other duties that may be assigned by the President or by the Board of Directors from time to time.

**SECTION 5-7. SECRETARY.** The Secretary shall keep the permanent minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of corporate records and corporate seal, keep a register of the name and post office address of each corporate member, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors from time to time.

**SECTION 5-8. TREASURER.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, assure that the bookkeeper receives and gives receipts for money due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in a bank or other financial institution selected by the Board of Directors, and in general perform all the duties incident to the office of Treasurer, and other duties assigned by the Board of Directors from time to time. The Treasurer and President shall, with the appropriate standing committee, prepare an annual operating budget showing income and expenses to be presented to the Board for approval at the annual regular meeting of the Board of Directors.

## **ARTICLE 6. COMMITTEES**

**SECTION 6-1. CREATION.** The Board may establish committees it deems appropriate, and the chairperson of each committee shall be appointed by the Board. The duties, responsibilities, compositions, and authorities of each committee shall be recorded in the minutes of the meetings of the Corporation.

**SECTION 6-2. DURATION.** Committees established by the Board shall serve until the next annual meeting of the Board of Directors unless dissolved by action of the Board prior to that time. Committees may be re-established, re-constituted, or continued by the Board at the annual meeting.

## **ARTICLE 7. STAFF**

**SECTION 7-1. EMPLOYEES.** The Board of Directors may authorize the employment of staff as may be needed to carry out the purposes of the Corporation. The salary or wages and other terms of employment shall be set by the Board of Directors who may enter into contracts of employment with such staff on behalf of the Corporation.

## **ARTICLE 8. MISCELLANEOUS**

**SECTION 8-1. INDEMNIFICATION VIA INSURANCE.** The Corporation shall indemnify any Director, officer or former Director or officer of the Corporation against expenses actually and reasonably incurred by him or her in connection with the defense of any demand, action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Director or officer by maintaining Director and Officer liability insurance with a minimum coverage amount-both per occurrence and in the aggregate of one million dollars (\$1,000,000). The Corporation shall have no other obligation to indemnify its Directors.

**SECTION 8-2. DEPOSITORIES.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in banks, savings and loan associations, trust companies, or other depositories designated by the Board of Directors.

**SECTION 8-3. CONTRACTS.** The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers authorized by these Bylaws, 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.

**SECTION 8-4. CHECKS, DRAFTS, ETC.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner as determined by resolution of the Board of Directors from time to time. In the absence of determination by the Board of Directors, the instrument shall be countersigned by two (2) officers.

**SECTION 8-5. CALENDAR YEAR.** The calendar year of the Corporation shall end on the last day of December of each year.

**SECTION 8-6. INVESTMENT.** Any funds of the Corporation not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in investments permitted by law.

**SECTION 8-7. FINANCE COMMITTEE.** The Corporation shall establish and maintain a Finance Committee. The Finance Committee shall consist of the President and Treasurer of the Board of Directors and at least two other Directors. The Finance Committee shall review the books and records of the Corporation every month and also be available on an ad hoc basis regarding financial matters throughout the year.

**SECTION 8-8. BOOKS AND RECORDS.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, agent, attorney, or the general public for any proper purpose at any reasonable time.

**SECTION 8-9. DISSOLUTION.** (a) Any resolution to dissolve the Corporation shall be submitted to the Directors and, if appropriate under the voting requirements

of this Section, to the members. Resolution initially shall be submitted to a vote of the Directors at a meeting properly conducted and noticed under Article 3 of the Bylaws. If and only if a two-thirds (2/3) majority vote of the total Directors approve passage of the resolution to dissolve, the resolution shall be submitted to a vote of the members at a meeting properly conducted and noticed under Article 3. If and only if a two-thirds (2/3) majority vote of the total members approve passage of the resolution to dissolve, Corporation shall be dissolved.

(b) In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner or to such organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and which is organized for purposes substantially similar to that of the Corporation.

**SECTION 8-10. NONDISCRIMINATION.** The Corporation is an equal opportunity employer and shall make its services available without regard to race, religion, age, sex, sexual orientation, color, ethnicity, ancestry, or national origin.

**SECTION 8-11. POLITICAL ACTIVITY.** The Corporation shall not in any way use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office or initiative of referendum. However, this Bylaw shall not be construed to limit the right of any official or member of this Corporation to appear before any legislative committee to testify as to matters involving the Corporation.

**SECTION 8-12. GIFTS.** The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or any special purposes of the Corporation.

**SECTION 8-13. DUES.** Membership dues shall be established by the Board of Directors.

**SECTION 8-14. PARLIMENTARY PROCEDURE.** All meetings of the Board of Directors and membership shall be governed by the current edition of the Roberts Rules of Order unless contrary procedure is established by the Articles of Incorporation or these Bylaws, or by resolution of the Board of Directors.

## **ARTICLE 9. AMENDMENTS**

These Bylaws may be altered, amended, or repealed and a new set of Bylaws adopted by a two-thirds (2/3) majority vote of the Board of Directors. At least ten (10) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors.

## **SECRETARY'S CERTIFICATION**

This is to certify that the foregoing Bylaws have been adopted by the Board of Directors at a meeting held November 20, 2025.



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Tres White, Secretary

November 20, 2025

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Date