

**¹BY-LAWS OF
UPPER CLEARWATER COMMUNITY FOUNDATION**

ARTICLE I.—NAME AND PURPOSE

SECTION 1—NAME: This organization shall be known as the UPPER CLEARWATER COMMUNITY FOUNDATION, hereafter referred to as the UCCF, or the FOUNDATION, and shall have the mailing address of P.O. Box 73, Kamiah, ID 83536

SECTION 2—STATUS: The FOUNDATION is organized and operates under the Internal Revenue Code Sec 501(c) (3) of 1986 (or the corresponding provisions of any future Internal Revenue Code), which might apply to non-profit corporations engaged in specific charitable and non-profit purposes.

SECTION 3—PURPOSE: The purpose of the FOUNDATION is to identify, promote, and fund actions and projects which provide continuing community improvement in quality of life and economic vitality, and which are consistent with community values. The identified community values include:

- A. Family centered activities
- B. Well maintained public recreation facilities
- C. Well maintained infrastructure
- D. An attractive community image
- E. Effective programs to eliminate substance abuse and fight poverty
- F. Excellent youth programs
- G. High quality educational opportunities for youth and adults
- H. Up to date technology to support business growth, new jobs, and entrepreneurs
- I. Growth of a sustainable and vibrant economy that builds on the natural beauty of the area and adds value to local resources
- J. Celebrating both the rich Nez Perce culture and the western community heritage
- K. Working collaboratively with the two cultures to achieve Kamiah's vision and goals
- L. Welcoming visitors and tourists to heritage and cultural events
- M. Encouraging fresh, new, and innovative ideas

ARTICLE II.—MEMBERSHIP

SECTION 1—ADMISSION: Membership in the FOUNDATION is open to everyone and shall consist of individuals who support the purposes of the FOUNDATION and/or actively participate in the FOUNDATION meetings and activities.

SECTION 2—FUNCTIONS: The general membership is the deliberative body that determines the conduct of all business by vote of the majority.

SECTION 3—VOTING: Any person shall be permitted to become a VOTING member of the FOUNDATION after attending at least three (3) meetings or functions of the FOUNDATION. To maintain voting status, each member must attend at least ½ of all meetings and functions per year of the general membership, and/or of an Action

11/15/2007

Team. Each member who meets this definition is entitled to vote at the meetings, one vote per member.

SECTION 4—PARTICIPATION: The general membership shall form committees, forums, or interest groups, hereinafter referred to as ACTION TEAMS to carry out the purposes of the FOUNDATION.

- A. Each Action Team must submit a clear proposal and description of the task it will undertake, and obtain approval from the general membership, before becoming an official Action Team of the FOUNDATION.
- B. In order to maintain status as an Action Team, at least one member shall be present at the general membership meetings to report on activities and progress.
- C. The leader of an Action Team shall provide the Secretary with a list of Action Team members and their attendance at meetings.

SECTION 5—GRANTS COMMITTEE. One of the Action Teams shall be a Grants Committee of not less than seven (7) persons. The President shall appoint a member to chair the Grants Committee. The duties of the Grants Committee shall be as follows:

- A. Make recommendations to the Board with respect to the policies, standards, and criteria to be considered when allocating funds.
- B. Review all requests for funds.
- C. Make recommendations to the Board regarding grants and distributions.

SECTION 6—MEMBERSHIP REGISTER. The FOUNDATION shall keep a membership register containing the name, address, telephone number, and e-mail address of each person who is a member, along with a record of attendance at meetings and the voting status of members.

ARTICLE III.—OFFICERS

SECTION 1—OFFICERS: The Board of the FOUNDATION shall consist of five (5) elected officers: the President, Vice President, Treasurer, and two elected Members at Large, and a Secretary, to be appointed by the President.

SECTION 2—TERM OF OFFICE: The Board members shall hold office for a term of two years, on a staggered basis, with 2 officers elected in odd years, and 3 officers elected in even years. Election shall be at the last quarterly meeting of every year, with the new term to begin in January of the following year.

SECTION 3—DUTIES:

- A. **PRESIDENT:** The President shall be the principal executive officer of the FOUNDATION and as such, shall initiate the decisions of the Board and the general membership. Subject to such decisions, the President shall supervise and control the business and affairs of the FOUNDATION and shall preside at meetings of the general membership and the Board. Subject to any specific assignments of duties made by the Board, the vice president, secretary and treasurer shall act under the direction of the President.
- B. **VICE PRESIDENT:** The Vice-President shall perform the duties of the President when the President is absent and unable to act, and shall assist the President

- C. SECRETARY:** The Secretary shall prepare and keep minutes of the meetings of the Board and the general membership.
- D. TREASURER:** The treasurer shall:
 - a. keep and be responsible for all financial records, and all funds of the FOUNDATION,
 - b. receive and receipt for monies for the FOUNDATION, and deposit all such monies in the appropriate FOUNDATION bank account or fund,
 - c. draft and prepare all checks and other documents for disbursement of funds,
 - d. make monthly reports to the Board and the general membership,
 - e. subject financial records of the FOUNDATION to a yearly audit.
- E. MEMBERS AT LARGE.** The first Member at Large shall keep a current register of members and record of attendance at meetings, as part of the FOUNDATION records and that register shall be available to all members for inspection upon request. The second Member at Large shall perform the duties of the Secretary when the Secretary is absent and unable to attend a meeting.

SECTION 4—REQUIRED SIGNATURES:

- A.** In the case of a check, draft, or any other document that constitutes a withdrawal of money from the bank account or other disbursement of funds held by the FOUNDATION, the Treasurer shall draft the document, but shall not be among the two members of the Board who are required to sign the document.
- B.** Any two members of the Board shall have authority to sign documents for and on behalf of the FOUNDATION , if such documents are authorized by the general membership or the Board.
- C.** Each new Board member shall be provided a copy of the By-Laws of the FOUNDATION, and shall attach their signature to a copy of the same which is to be kept with the FOUNDATION records, to signify their agreement to abide by the Articles herein.

SECTION 5—CONTRACTS: No members of the FOUNDATION shall enter into any contract or agreement concerning the FOUNDATION without approval of the Board.

SECTION 6—VACANCIES: Any vacancy on the Board shall be filled by the remaining members nominating a replacement at the next regular meeting and a vote being taken by the general membership to approve the nominee. The Board may declare a vacancy for a Board position if a Board member fails to attend three consecutive meetings of the Board, or any just cause including any failure to perform duties, or conduct unbecoming to an officer of the FOUNDATION.

SECTION 7—PARTICIPATION: Nothing herein precludes a Board member from participating on an Action Team.

ARTICLE IV.—MEETINGS

SECTION 1—FREQUENCY: The general membership and the Board shall hold at least four meetings a year, held quarterly, and may hold additional meetings. Action Teams shall hold meetings as they determine to be useful and necessary.

SECTION 2—LOCATION: The Board shall determine the location of the meetings.

SECTION 3—QUORUM:

- A. Any number of people present and attending a general meeting shall constitute a quorum, provided that at least three (3) members of the Board, and no less than 20% of the voting members are present. A simple majority of those voting for a particular proposal shall be sufficient for passage, provided that there is a quorum.
- B. Presence of no less than three (3) Board members shall be necessary to constitute a quorum at a meeting of the Board. In the absence of the presiding officers, a chairman may be selected from among the Board members present.

SECTION 4—RULES: Whenever a question of procedure arises, "Robert's Rules of Order newly Revised" shall be the guide, which provides procedures to insure that all meetings shall be conducted in an orderly manner, with the goal of allowing all issues and questions to be thoroughly discussed before taking action. To that end:

- A. Each member shall be recognized by the chair before speaking.
- B. Each member has the right to be heard, and members shall not speak twice to the same issue until everyone else wishing to speak has spoken to it once.
- C. Debate may be ended by a majority vote.
- D. The discussion and debate should be oriented towards consensus and compromise rather than confrontation and defeat of any particular view. The chair may ask for compromise positions to be offered, in case of a dispute.

SECTION 5—RESOLUTION: If an issue that is introduced at a meeting is not resolved, or an action is proposed which is not completed, it must appear on the agenda of the next meeting, and continue to do so until it is resolved or completed.

SECTION 6—SPECIAL MEETINGS: Special meetings may be called by the President or any two Board members on two (2) days notice given personally, by e-mail, or by telephone, or by not fewer than 20% of the total voting members of the FOUNDATION.

SECTION 7—CONTROLLING VOTE: The actions of the Board earlier taken, are subject to review and approval by the general membership, with the vote of the general membership controlling.

SECTION 8—POLLING THE BOARD: Any action required or permitted to be taken by the Board may be taken without a meeting if a verbal consent of all six Board members is obtained, followed by a written consent describing the action taken, and signed by each Board member, at the next scheduled meeting. Unanimous written consent has the effect of a meeting vote, and shall be included in the minutes.

ARTICLE V.—MISCELLANEOUS PROVISIONS

SECTION 1—FISCAL YEAR. The fiscal or business year of the Foundation shall begin on the first day of January and end on the last day of December following.

11/15/2007

SECTION 2—COMPENSATION: All members shall serve without compensation, except they shall be reimbursed for reasonable expenses incurred for and on behalf of the FOUNDATION. No part of the earnings or assets of the FOUNDATION shall inure to the benefit of, or be distributable to, its officers, or other private persons, except that the FOUNDATION shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set fort in Article I above.

SECTION 3—AMENDMENTS: These by-laws may be amended or repealed and new bylaws adopted by a majority vote of a quorum, as herein defined, of the general membership, provided that previous notice of such an amendment has been given. Unless otherwise stated, the amendment goes into effect immediately upon adoption.

SECTION 4—DISSOLUTION: Upon dissolution of the FOUNDATION, the Board shall, after paying or making provision for the payment of all liabilities of the FOUNDATION, distribute all the assets of the FOUNDATION, consistent with the purposes of the FOUNDATION, to such educational or charitable organization as shall at that time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board shall determine.

ARTICLE VI—ADOPTION

ADOPTED BY THE general Membership of the UPPER CLEARWATER COMMUNITY FOUNDATION this _____ day of _____ 2006.

In WITNESS WHEREOF, the authorized officers of the Foundation affix their signature below, and agree to execute these By-Laws to the best of their ability.

SIGNED BY THE Officers of the BOARD on this _____ day of _____, 20__:

President

Treasurer

Vice-President

Member at Large

Secretary

Member at Large

11/15/2007

Here is an idea to consider. Suppose that each Member-at-Large of the Board is also required to be a member of a Standing Committee, and is to report of that Committee's activities to the Board. (Or we could just have the Communication/Leadership and the Recreation be represented, because Planning is more a sporadic function than the other two.) That would mean increasing the number of board members--3 standing committee representatives for Communication/Leadership, Planning, and Recreation. The responsibilities of these committees would be outlined in the by-laws. For Instance:

Communications/Leadership:

Is Responsible for Promotion and Outreach with the goal of Motivating people to become involved. To that end, they shall:

1. Develop the messages and stories which capture the imagination of the people and encourage them to get involved in community projects.
2. Develop innovative and attention getting methods to market and promote the UCCF through various media, such as newspaper, websites, signs, and other message bearing vehicles.
3. Contact members to inform them of meetings and projects
4. Invite new volunteers to help out with projects or tasks (getting people involved with the goals of UCCF.)
5. Develop and maintains a list of organizations and their contact/leaders who might be willing to collaborate with the UCCF in projects, and contacts these organizations for collaborative projects and partnerships.
6. Provide a monthly or quarterly community forum of organizational leaders to discuss community needs and opportunities, such as a brown bag luncheon.
7. Conduct outreach in the form of meeting with individuals or groups to listen to their concerns and offer UCCF help.
8. Serve as the spokesman for the organization in all communications and announcements to outside organizations.

Planning:

1. Develops and revises long range plans for community improvement projects and prioritizes these plans for implementation, in collaboration with other UCCF committees the Board, and other community organizations.
2. Reports yearly progress of enacting the comprehensive plan to the Idaho Dept. of Commerce as a Gem Community.
3. Institutes think tanks, brainstorming sessions, contests, and other methods to encourage innovative and creative ideas for community projects. Nurtures these ideas for possible implementation.
4. May be asked by other groups to plan and organize special events or promotions.

Recreation:

1. Seeks opportunities to maintain and expand recreational opportunities for the community, and identifies recreational projects for priority action.
2. Encourages the development of Action Teams to work on specific recreational projects.
3. Organizes Quick-Action Teams to undertake short term projects, under the immediate direction and authority of itself, with the responsibility to report these projects to the UCCF.
3. Plans and implements events and celebrations to bring the community together in supporting recreational pursuits.

**BYLAWS OF
UPPER CLEARWATER COMMUNITY FOUNDATION**

ARTICLE I. MEMBERS

SECTION 1. Meetings of the membership shall be held at the Kamiah Welcome Center, or at such other place as the Board of Officers shall determine. Meetings shall be ordinarily held a minimum of once quarterly at a time and place determined by the Board and stated in the notice of meeting. A notice of meeting may be mailed by regular first class mail, by telephone, or by e-mail, at least one week prior to the scheduled meeting.

SECTION 2. Any person shall be permitted to become a member of the UPPER CLEARWATER COMMUNITY FOUNDATION by regular attendance of meetings and functions. For the purpose of these By-laws, regular attendance means attendance at $\frac{1}{2}$ of all meetings and functions per year. Each member who meets this definition is entitled to vote at the meetings.

SECTION 3. No proxy votes shall be allowed. Anyone desiring to vote must be personally present at any particular meeting.

SECTION 4. Any number of people present and attending a meeting shall constitute a quorum, provided that at least 3 members of the Board are present. A simple majority of those voting for a particular proposal shall be sufficient for passage, provided that there is a quorum.

SECTION 5. There shall not be any certificate for membership, but the Secretary shall keep a current roster of members as part of the corporate records and that roster shall be available to all members for inspection upon request.

ARTICLE II. OFFICERS

SECTION 1. There shall be six (6) Officers of the FOUNDATION, who shall be the members of the Board. The Board shall consist of the President, Vice President, Secretary and Treasurer, and two (2) Members At Large. The secretary shall be appointed by the Board.

SECTION 2. Officers shall hold office for a term of two years. Election of officers shall be at the last quarterly meeting of every year, with the new term to begin January 1 of the following year. Officers shall remain in office until the end of their term.

SECTION 3. Special meetings of the Board may be called by the President or any two Officers on two (2) days notice given personally, by telephone, or by e-mail. Special meetings shall be held at the place determined by the Board. Presence of no less than three Officers shall be necessary to constitute a quorum of the Board members.

SECTION 4. The president shall be the principal executive officer of the FOUNDATION and as such, shall put into effect the decisions of the Board. Subject to such decisions, the President shall supervise and control the business and affairs of the FOUNDATION and shall preside at meetings of the members and the Board.

SECTION 5. Subject to any specific assignments of duties made by the Board, the Vice-President, Secretary and Treasurer shall act under the direction of the President. The Vice-President shall perform the duties of the President when the President is absent and unable to act. The Secretary shall prepare and keep minutes of the meetings of the members and officers. The Treasurer shall have custody of the funds of the FOUNDATION and keep its financial records.

ARTICLE III. GENERAL PURPOSES

SECTION 1. The general purpose of the FOUNDATION, is to identify, promote, and fund actions and projects which provide continuing community improvement in quality of life and economic vitality, and which are consistent with community values. The identified community values include:

1. Family centered activities
2. Well maintained public recreation facilities
3. Well maintained infrastructure
4. An attractive community image
5. Effective programs to eliminate substance abuse and fight poverty
6. Excellent youth programs
7. High quality educational opportunities for youth and adults
8. Up to date technology to support business growth, new jobs, and entrepreneurs
9. Growth of a sustainable and vibrant economy that builds on the natural beauty of the area and adds value to local resources
10. Celebrating both the rich Nez Perce culture and the western community heritage
11. Working collaboratively with the two cultures to achieve Kaniyah's vision and goals
12. Welcoming visitors and tourists to heritage and cultural events
13. Encouraging fresh, new, and innovative ideas

SECTION 2. The FOUNDATION shall have the specific authority to qualify under the Internal Revenue Code Sec. 501(c) (3) or any other similar section as from time to time might apply to non-profit corporations engaged in specific charitable and non-profit purposes and must carry on its activities in a way that does not violate any Internal Revenue Code qualifications.

ARTICLE IV. MISCELLANEOUS PROVISIONS

SECTION 1. Any two members of the Board shall have authority to sign FOUNDATION documents for and on behalf of the Foundation, once authorized by the membership or the Board.

SECTION 2. Subject to the limitations set forth herein, business of the FOUNDATION shall be conducted either by the Board or by the general membership with the general membership always having the ability to review the specific actions of the Board of directors earlier taken and with the vote of the general membership controlling.

SECTION 3. These bylaws may be altered, amended or repealed and new bylaws adopted by a majority vote of a quorum, as herein defined, of the general membership

SECTION 4. Any action required or permitted to be taken by the Board may be taken without a meeting if a verbal consent of all six Board members is obtained followed by a written consent at the next scheduled meeting, setting forth the action taken and signed by all six members of the Board.

SECTION 5. Any vacancy on the Board shall be filled by the remaining officers nominating a replacement at the next regular meeting and a vote being taken by the general membership to approve the nominee.


SECTION 6. Upon dissolution of the FOUNDATION, the Board shall, after paying or making provision for the payment of all liabilities of the FOUNDATION, distribute all the assets of the FOUNDATION, consistent with the purposes of the FOUNDATION, to such educational or charitable organization as shall at that time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board shall determine

ARTICLE V. ADOPTION

ADOPTED BY THE general Membership of the UPPER CLEARWATER COMMUNITY FOUNDATION this 28th day of March, 2006.

In WITNESS WHEREOF, the authorized officers of the FOUNDATION affix their signature below, and agree to execute these By-Laws to the best of their ability.

SIGNED BY THE BOARD OF OFFICERS on this 28th day of March, 2006.



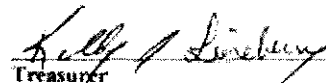
President



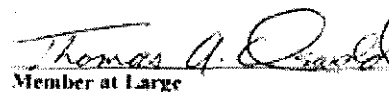
Vice-President



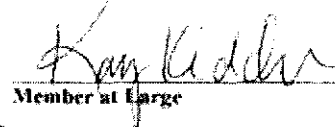
Secretary



Treasurer



Member at Large



Member at Large