

BYLAWS

IDAHO PEACE OFFICERS' MEMORIAL FUND, INCORPORATED

ARTICLE I NAME

The name of the organization shall be the Idaho Peace Officers Memorial Fund, Incorporated.

ARTICLE II PURPOSES

The object of the organization is to erect and maintain a memorial monument to Idaho peace officers who have lost their lives in the line of duty by ensuring that the officers' sacrifices are remembered for future generations, by paying tribute to all law enforcement officers, living and dead who dedicate themselves to the protection of life and property and to provide a place where survivors of fallen law enforcement officers can spend time in quiet reflection.

ARTICLE III SCHOLARSHIP FUND

The organization may, subject to adequate financial resources, award law enforcement memorial scholarships applicants under eligibility requirements and such other terms and conditions as may be established by the organization's Board of Directors.

ARTICLE IV MEMBERSHIP

The corporation shall have no members.

ARTICLE V BOARD OF DIRECTORS

Section 1. The business of the organization shall be managed by a Board of Directors consisting of between eleven (11) and fifteen (15) members with one (1) member being the Post Academy Administrator together with the officers of the organization. All board members will be appointed for staggered terms of three (3) and four (4) years and may be reappointed by a vote of the majority of the Board. The term begins January 1 of the year appointed or reappointed.

Section 2. The Board of Directors shall have the control and management of the affairs and business of the organization and shall establish a written policy to govern placement of all forms of individual or institutional memorials on the Idaho Peace Officers Memorial site. The Board of Directors shall only act in the name of the organization. It shall be regularly convened by its president after due notice to all directors of such meeting.

Section 3. A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the third Monday of every other month and at such other times as may be determined by the President or five (5) Board members.

Section 4. Each director shall have one vote and such voting may not be by proxy.

Section 5. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 6. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for a three (3) or four (4) year term.

Section 7. The president of the organization by virtue of his office shall be Chairman of the Board of Directors.

Section 8. The Board of Directors shall elect from one of its members a secretary.

Section 9. A director may be removed by a majority vote of the Board and only upon a showing the entry of a guilty plea or finding of guilt to any misdemeanor or felony criminal violation, excepting minor traffic violations.

ARTICLE VI OFFICERS

Section 1. The officers of the organization shall be as follows and shall each serve a one (1) year term with election every November and take office January 1.

President
Vice President
Secretary
Treasurer

Section 2. Duties

- a) The President shall preside at all meetings of the Board of Directors. The President by virtue of his office shall be Chairman of the Board of Directors. With the approval of the Board of Directors, the President alone shall have authority to enter into and execute contracts binding the organization, which authority may be delegated, as necessary, to another officer of the organization. The President shall appoint all committees, temporary or permanent. The President shall see all books, reports and certificates required by law are properly kept or filed. The President shall be one of the officers who may sign the checks or drafts of the organization.

- b) The Vice President shall in the event of the absence or inability of the President to exercise his/her office become acting president of the organization with all the rights, privileges and powers as if he/she had been duly elected president.
- c) The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be the duty of the Secretary to file any certificate required by any statute, federal or state. The Secretary shall give and serve all notices to members of this organization. The Secretary shall be the official custodian of the records of the organization. The Secretary may be one of the officers required to sign the checks and drafts of the organization. The Secretary shall present to the membership at any meetings any communication addressed to him/her as Secretary of the organization. The Secretary shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization. The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
- d) The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Treasurer shall cause to be deposited in the regular business bank or trust company a sum not exceeding \$100.00 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. The Treasurer shall exercise all duties incident to the office of the Treasurer.

Section 3. Officers shall by virtue of their office be members of the Board of Directors.

Section 4. No officer or director shall, for reason of his/her office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer. By a majority vote of the Board of Directors, a director residing more than fifty (50) miles from Boise Idaho may be reimbursed for travel to meetings of the Board, and other organization events.

VII MEETINGS

Section 1. All business of the organization shall be conducted at regular or special meetings of the Board of Directors. Meetings shall be open to the public, with notice posted on the organization's website: www.idahopeaceofficersmemorial.com a week in advance of the meeting. Notice of any special meeting of the Board of Directors shall be similarly posted with as much advance notice as is practicable under the circumstances then and there existing.

Section 2. A Director will be considered "in attendance" by attending a meeting in person, by telephone conference, or any other means that should become available that would allow the Director to actively participate in the Board of Director meeting. There shall be no voting via electronic mail.

Section 3. All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order.

Section 4. Attendance at Board meetings is crucial to the success of the Organization. The Director must attend one-half of the meetings per year to stay on the Board. In addition the Director must attend the Memorial in May, unless unable due to medical or family issue and/or absence is approved by the President.

ARTICLE VIII GENERAL

Section 1. The Board of Directors may, by a 2/3 majority vote, contract with and appoint such employees, contractors and professionals as in the considered judgment of the Board of Directors assist the Board in carrying out the business of the organization and carrying out the duties and responsibilities of the Board of Directors.

Section 2. The Board shall purchase and maintain the appropriate directors and errors and omissions insurance for all Board Members.

Section 3. The Idaho Peace Officer Memorial logo and name shall only be used with expressed written authorization by the Board.

ARTICLE IX AMENDMENT TO THE BYLAWS

Amendments to the By-Laws may be proposed at any regular or special meeting of the Board of Directors, but shall not be considered by the Board until the next regularly scheduled meeting. Amendments to the by-laws shall require a two-thirds (2/3) vote of the Board members present at the meeting at which amendments are voted upon.

**ARTICLE X
FISCAL YEAR**

The fiscal year of the organization shall be January 1 to December 31.

**ARTICLE XI
CONFLICT OF INTEREST**

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will refrain from discussion and voting on said item.

**ARTICLE XII
COMMITTEES AND EVENTS**

Section 1. The Board of Directors may appoint such standing and as hoc committees as are consistent with the purposed and resources of the organization.

Section 2. The Organization will not sponsor, with funds, outside events with the exception of other Idaho Law Enforcement Memorial functions, COPS and the National Law Enforcement Memorial.

Section 3. The organization may endorse or partner with other law enforcement agencies in public interest projects.

**ARTICLE XIII
LIMITATION ON ACTIVITIES AND EXPENDITURES**

All of the properties and assets of this corporation shall be, and are, irrevocable dedicated to charitable, scientific and educational purposes and no part of the monies, properties or assets of the corporation, upon dissolution or otherwise, shall ensure to the benefit of any private person or individual or any stockholders of the corporation, except as such stockholder may be a corporation organized and operated exclusively for charitable, scientific or educational purposes, including medial research, and which is exempt from taxation, and particularly the Federal Income Tax. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles, the organization shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under Section 501 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

**ARTICLE XIV
DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payments of all the liabilities of the corporation, dispose of all the assets of corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, or scientific purposes and which shall at the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided however, and subject to the above limitations, if any of such assets have been acquired under a Federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on the dates stated below.

President

Vice-President

Secretary