

Bylaws of BlueRibbon Coalition, Inc.

October 28, 2018

ARTICLE I NAME AND LOCATION

Section 1. NAME. The name of this corporation is BlueRibbon Coalition, Inc. hereinafter referred to as the “Coalition.”

Section 2. LOCATION. The principal offices of the BlueRibbon Coalition shall be at such location as may be determined by the Board of the organization. The Coalition may have such other offices as the Board may determine appropriate.

ARTICLE II PURPOSES

Section 1. PURPOSES. The purposes for which the Coalition is organized are as follows:

The Coalition shall be operated to advance the public interest and for charitable, educational and scientific purposes. The Coalition shall be dedicated to defense and enhancement of recreational access via motorized, mechanized, and nonmechanized means, to public lands, and to the protection of the environment, including the preservation of natural resources and natural values in concert with opportunities for humans to gain access to and interact directly with their physical environment. In advancing these purposes, the Coalition shall be guided by the principle that viable, sustainable and healthy ecosystems, including the animal and plant communities, sensitive, threatened and endangered species, marketable commodities, and recreational and aesthetic opportunities within such functioning ecosystems, can be best fostered, maintained, and supported by elected officials, administrators and an interested public who are able to gain access to, directly observe, and actively manage those ecosystems and the lands, waters and physical components comprising them. The Coalition shall embody principles of multiple use and sustained yield, and that our culture should protect our natural resources FOR the Public instead of FROM the Public.

Section 2. RESTRICTIONS ON ACTIVITIES. The Coalition shall operate under the following restriction:

The Coalition shall conduct all its activities within the restrictions established by Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and the Regulations relating thereto as issued by the Department of the Treasury.

ARTICLE III MEMBERSHIP

Section 1. CATEGORIES OF MEMBERSHIP. Categories shall be determined by the Board.

Section 2. QUALIFICATIONS. Any individual who subscribes to the purpose of the Coalition may become a member of the Coalition subject only to compliance with the provisions of these Bylaws and payment of dues to be established by the Board. Membership in the Coalition shall be available without regard to race, color, creed, or national origin.

Section 3. DUES. Dues shall be determined by the Board. Dues are to be paid in advance.

Section 4. SUBSCRIPTIONS. Individuals agencies, or organizations may purchase subscriptions to Coalition publications, but will not be considered members or be entitled to vote.

Section 5. MEETINGS. The annual meeting of members shall be held at a time and place established by the Board. Notice of a meeting of the members shall be deemed fair and reasonable if provided by one or more of the following means, including first-class U.S. Mail, electronic mail, presentation in Coalition publications, or display on the BlueRibbon website (www.sharetrails.org) not less than thirty (30) days in advance of the meeting. All meetings will be conducted according to Robert's Rules of Order.

Section 6. LAPSE OF MEMBERSHIP. Any membership shall lapse if the member's dues have not been paid.

Section 7. RESIGNATION. Any member may resign by filing a written resignation with the Coalition office.

ARTICLE IV VOTING POWERS OF MEMBERSHIP

Section 1. VOTING. On matters upon which members of the Coalition have a vote, each member of the Coalition may have one (1) vote.

Section 2. QUORUM. On all matters requiring or being subjected to a vote of the members, a quorum shall be defined as those members actually voting, including submission of votes by proxy or absentee or written ballot.

ARTICLE V OFFICERS AND BOARD OF DIRECTORS

Section 1. OFFICERS. The officers of the Coalition shall consist of President, Vice-President, Secretary, and Treasurer. The officers shall be elected by the Board. The officers shall assume their respective offices on the first day of the fiscal year following their election.

Section 2. BOARD OF DIRECTORS. The Board shall consist of no less than seven (7) Directors. Each Director shall hold office for three years or until a successor is duly elected. Terms of Directors shall be staggered. BOD members shall be members in good standing of the organization to be on the Board of Directors.

Section 3. ELECTIONS. All new Directors shall be elected at the annual meeting in the following manner:

(a) Not later than 120 days prior to the annual meeting, the President shall appoint a nominating committee of five board members.

(b) The Nominating Committee shall meet and nominate candidates for Directors, one or more candidates for each vacancy to be filled. The nominations shall be

made with due regard to the geographical location and recreational representation of the members and shall be completed not later than 90 days prior to the annual meeting.

(c) The committee shall report to the President the names of the nominees, together with a resume and a statement of their consent to serve if elected. The President shall publish to the membership the report of the Nominating Committee no less than sixty (60) days prior to the annual meeting. Additional nominations for any vacancy to be filled may be made by petition of any fifty (50) members; provided that such petitions are accompanied by the following: 1) a resume; 2) a written statement committing the nominee to serve if elected, and provided all aforementioned documents are filed with the President no less than thirty (30) days prior to the annual meeting.

(d) The President shall issue ballots at the annual meeting of the membership. Absentee ballots shall be available prior to the meeting by member's request to the Coalition office and must be physically received at said Coalition office not later than 4 pm local time at the registered offices of the Coalition on the last business day prior to the annual meeting in order to be counted. The President shall appoint a Teller's committee, consisting of three members. The Teller's committee shall meet and canvas the returns. The results shall be published in the Coalition's publications. In the event of a tie vote for any Director position, a runoff election will be held.

(e) The newly elected board members shall take office the beginning of the following calendar year.

Section 4. EXECUTIVE COMMITTEE. There shall exist an Executive Committee, which shall consist of the President, Vice-President, Secretary, Treasurer and one member at-large elected by non-officer members of the Board. The Executive Committee shall have the powers and authority delegated to it by the Board. An agenda shall be circulated to the Board not less than five (5) days in advance of any meeting of the Executive

Committee. Not less than seven (7) days after an Executive Committee meeting a written report summarizing that meeting shall be circulated to all Board members. The requirement of advance notice and circulation of an agenda may be waived if a meeting is necessitated by a bona fide emergency, provided that in such instance a written report summarizing that meeting shall be circulated to the Board as soon as possible but not less than seven (7) days after the meeting. The Board shall review and reaffirm or modify the configuration, responsibilities and procedures of the Executive Committee not less than every five (5) years.

Section 5. VACANCIES. Should a vacancy occur on the Board or in the Officers, the remaining Directors may appoint a member to fill such vacancy.

Section 6. PLACE AND MANNER OF MEETING; ACTION WITHOUT MEETING. Meetings of the Board may be held at such place and time as the Directors may determine. Special meetings of the Board may be held upon call of the President or a majority of the Board. At any regular, special or other meeting of the Board any or all directors may participate or conduct the meeting through any means of communication by which all participants in the meeting may simultaneously hear each other during the meeting. A participant in any meeting through such means is deemed to be present at the meeting.

Section 7. QUORUM. Unless specifically authorized elsewhere in these bylaws, the board may only act through a quorum. A majority of the members of the Board shall constitute a quorum. No vote shall be taken unless a quorum is available. The vote of a majority of those available at a meeting at which a quorum is available shall be sufficient to constitute action of the Board, except for actions for which a greater vote may be required by statute, the Articles of Incorporation, or these Bylaws.

Section 8. REMOVAL OF DIRECTORS. Any Director may be removed by a vote of two-thirds (2/3) of the full Board of Directors.

Section 9. RESIGNATIONS. Any Director or Officer may resign by giving written notice to the President. Such resignation shall be effective upon receipt of notice by the President or at such later date as specified in the notice.

Section 10. REMOVAL OF OFFICERS. Any officer may be removed by a vote of the majority of the full Board.

ARTICLE VI POWERS OF OFFICERS AND DIRECTORS

Section 1. GOVERNING POWERS AND RESPONSIBILITIES. The Board shall have all the authority and responsibilities necessary and appropriate for providing overall direction and financial and legal oversight of the administration of the organization. They may do all such acts as are not prohibited by law or by the Articles of Incorporation or by the by-laws or by resolutions of the voting membership. The Board may delegate any of its authority which is not prohibited to be so delegated.

(a) The Board shall appoint an Executive Director who shall serve at the pleasure of the Board. Salary and expenses shall be agreed upon and evidenced in a written contract between the Coalition (represented by the Executive Committee) and the Executive Director.

(b) The Board may establish such committees as it deems necessary to conduct the business of the Coalition.

Section 2. PRESIDENT. The President shall preside over all meetings of the membership, the Board, and the Executive Committee. The President shall exercise a general supervision over all of the affairs of the Coalition. The President shall be a member ex-officio of all committees, but shall not be counted in determining the presence of a quorum for the transaction of business by any committee.

Section 3. VICE-PRESIDENT. The Vice-President shall assist the President to the extent determined by the President or the Board, and in the absence or incapacity of the President, shall succeed to the duties of the President.

Section 4. DUTIES OF THE SECRETARY. The Secretary shall ensure that accurate meeting minutes are kept. The Secretary shall give notice of all meetings of the Board. The Secretary shall further perform all duties incident to the office of the Secretary of the Coalition.

Section 5. DUTIES OF THE TREASURER. The Treasurer shall advise the Board as to status of all Coalition funds. The Treasurer shall coordinate the annual review of the Coalition's financial statements by an independent certified public accountant.

Section 6. DUTIES OF THE PAST PRESIDENT. The past President shall assign and help advise the President and is to be the Ex-Officio to all committees.

Section 7. DUTIES OF THE EXECUTIVE DIRECTOR. The Executive Director shall have such duties and responsibilities in managing the business of the Coalition, establishing and operating an office or offices of the Coalition, and promoting membership in the Coalition as are assigned by the Board.

Section 8. LIABILITY. No director or officer of the Coalition shall be personally liable for its debts, obligations or liabilities as provided by the Idaho Nonprofit Corporation Act.

Section 9. INDEMNIFICATION. The Coalition may indemnify and reimburse all persons whom it has the power to indemnify and reimburse, pursuant to the Idaho Nonprofit Corporation Act. The Coalition may purchase and maintain insurance for this purpose. Any indemnification provided for in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification for any reason whatever may be entitled under any agreement, vote of disinterested Directors, or otherwise.

Section 10. Conflict of Interest. Conflicts of interest shall be defined, determined and addressed pursuant to the applicable provisions of the Idaho Nonprofit Corporation Act,

unless additional and more protective procedures are prescribed by a specific written policy adopted by the Coalition Board of Directors.

Section 11. Duty of Loyalty. In addition to those specific relationships or interests which may give rise to a conflict of interest governed by the preceding section, directors and officers of the Coalition owe an express duty of loyalty to the Coalition, which shall mean, at a minimum, that directors shall at all times act in good faith and in a manner the director reasonably believes to be in the best interests of the Coalition. A director may not act to advance his or her own interests, or the interests of another entity, at the expense or disadvantage of the Coalition. If a director becomes aware of an opportunity or transactions that would be of interest to or might benefit the Coalition, the director is obligated to disclose such opportunity to the Coalition and allow the Coalition to take advantage of the opportunity if the Coalition so desires.

ARTICLE VII FINANCES

Section 1. FISCAL YEAR AND BUDGET. The Fiscal year of the Coalition shall extend from January 1 to the following December 31. At the beginning of each fiscal year, the Executive Committee shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been approved by the Board, shall stand as the limit of expenditures of the respective purposes unless otherwise ordered by action of the Board.

Section 2. DISBURSEMENT OF FUNDS. All checks, drafts, and other orders for payment of money out of the funds of the Coalition, and all notes and other evidences of indebtedness of the Coalition, shall be signed on behalf of the Coalition in such a manner as shall be determined by the Board. The cost of bonding shall be an expense of the Coalition.

Section 3. BONDING. The Executive Director and each officer, employee and Director having access to funds or authorized to sign checks shall be bonded in an amount determined by the Board. The cost of bonding shall be an expense of the Coalition.

Section 4. EXECUTION OF CONTRACTS. The Board, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf of the Coalition, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purpose of the Coalition. Any such authority may be general or confined to specific instances.

Section 5. INVESTMENTS. The Coalition shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it as determined by the Board. The Board may delegate to the Treasurer the day-to-day management of such investments as the Board may authorize.

Section 6. BOOKS AND RECORDS. There shall be kept, at the principal office of the Coalition, correct books of accounts of all the business and transactions of the Coalition.

Section 7. DEPOSITORIES. The funds of the Coalition shall be deposited to the order of the Coalition in such banks, trust companies, or other depositories as the Board may select.

Section 8. REMUNERATION. Except for reimbursement of costs approved by the Board, members of the Coalition shall serve in elected or appointed offices without remuneration.

ARTICLE VIII

AMENDMENTS TO BY-LAWS

These bylaws may be amended in any particular by a majority of the members actually present or submitting absentee ballots at a vote called at any meeting of the members of the Coalition duly noticed, which shall include a summary of the proposed amendments and which informs members of the manner in which they can obtain a copy of the full text of the proposed amended bylaws. Notice of such meeting and any proposed amendment shall be published to the membership not less than thirty (30) days in advance of such a meeting. Absentee ballots shall be available prior to the meeting by members request to the Coalition office and must be physically received not later than 4 pm local time at the

registered offices of the Coalition on the last business day prior to the meeting to be counted.

ARTICLE IX
DISSOLUTION

In the event that the corporation shall cease to carry out the purposes of the corporation, all business property and assets of the corporation (after paying or adequately providing for the debts and obligation of the corporation) shall be distributed to the Mountain States Legal Foundation or such other organization as the Board shall select; provided, however, that no such distribution shall be made to any organization which has not qualified for non-profit and tax exempt status under Section 501(c)(3) of the Internal Revenue Code as of the date of distribution.

Amended by vote of the membership on October 28, 2018.

Signed:

Joni Mogstad, President