



BYLAWS

of

ICE AGE FLOODS INSTITUTE, INC

Last amended, October 7, 2011

ARTICLE I Nature, Scope and Purpose

Section 1. The legal name of this 501(c)(3) non-profit organization shall be Ice Age Floods Institute, Inc. The name, Ice Age Floods Institute, and IAFI, may be used on non-legal materials and documents.

Section 2. The principal office and place of business of this organization shall be in one of the four states related to the Ice Age Floods region and as determined by the Board of Directors.

Section 3. This organization shall be for the following purposes:

(a) To promote awareness and understanding of the Ice Age Floods among general audiences at the local, regional, national and international levels, through active participation in a partnership of educational, scientific, conservation, transportation, economic and community interests and agencies.

(b) To develop relationships and resources to ensure an effective, coordinated, regional approach to the authoritative presentation of the Ice Age Floods story, and, as may be appropriate, to collaborate in programs that may include other aspects of the natural and cultural history of the region.

(c) To develop or participate in the development of interpretive, educational and visitor information programs and resources that may be expected to generate local and regional economic benefits, either directly or indirectly.

(d) To serve as a clearinghouse for individuals and groups seeking information, educational materials or contacts relating to the Ice Age Floods.

(e) To receive and expend funds for such purposes and engage in any or all activities that are incidental or conducive to the attainment of the purposes of this organization, insofar as these may be allowed under the laws or regulations that may now or hereafter be applicable to this organization.

(f) and, to partner with the National Park Service in the development and promotion of the Ice Age Floods National Geologic Trail.

ARTICLE II Membership

Section 1. All private individuals, firms, institutions and organizations that have currently paid dues to support this organization shall be regular members.

Section 2. Membership dues shall be at such rate or rates as may be prescribed by the Board of Directors, and shall be payable and credited on an annual anniversary date basis. The anniversary date shall be defined as the first day of the month following the date the member's original application is processed and the dues payment is deposited by the Ice Age Floods Institute, Inc. An invoice for renewal of member's dues will be sent approximately 30 days prior to member's annual anniversary date and are payable upon receipt of invoice. Failure to pay dues within 60 days after annual anniversary date may result in termination of membership.

Section 3. Each individual or entity holding regular membership shall be entitled to one vote, regardless of the amount of dues paid, except that family memberships shall be considered as constituted by individual members, with one vote for each adult, but no more than two votes per family membership. Each member firm and organization shall be required to name a representative and, if needed, an alternate to exercise its vote. Members must be currently in good standing, with dues paid, to move, second or vote on any organization business.

Section 4. Individual administrators and staff of governmental agencies are eligible to apply for associate membership. Associate members shall pay dues on a calendar-year basis and shall have the same privileges and benefits as regular members, except that associate members may not hold elected Institute or chapter office.

Section 5. Honorary non-voting memberships may be conferred by a two-thirds vote of the Board of Directors, to distinguished persons in recognition of notable service consistent with the mission of this organization. Honorary membership shall ordinarily be conferred on a lifetime basis, subject to the provision of Section 6 of this Article.

Section 6. Members of any of the classes of membership may be expelled for cause by a two-thirds vote of the Board of Directors.

ARTICLE III Meetings of Members

Section 1. The annual general meeting of the organization shall be for the purposes of receiving reports, electing Directors, and conducting such other business as may properly come before the annual meeting. The annual general meeting shall be in the fall, at a time and place set by the Board of Directors.

Section 2. Special meetings of the membership may be called by the President, with the approval of the Board of Directors or Executive Committee, and a special meeting must be called upon written request of ten percent of the voting members. Not less than seven days written notice of a special meeting shall be provided to the membership.

Section 3. The election of Directors shall be held at the annual meeting and shall be by vote of the membership in keeping with such procedures as the Board of Directors may set down by rule. All Directors then elected shall serve for the terms for which they are respectively elected or until their successors are elected and qualified.

Section 4. The President shall preside at all meetings of the membership and the Secretary shall act as recording secretary or provide for a substitute to do so. In case of the President's absence, the succession of presiding officers shall be the Vice President, Secretary and Treasurer. Should the Secretary act as presiding officer, then he or she shall appoint an Assistant Secretary to act as recording secretary.

Section 5. All meetings of the membership shall be governed by Robert's Rules of Order, except as those rules may vary from the provisions of these bylaws.

Section 6. No action shall be taken at any general meeting of the membership that was not previously considered by the Board of Directors. The membership may vote to refer items and questions to the Board for its prompt consideration.

ARTICLE IV Board of Directors

Section 1. The direction of the affairs of the organization shall be vested in a Board of Directors consisting of no less than nine (9) and no more than 15 members who have been elected or appointed as provided in Sections 1-5 of this Article, plus those members who serve *ex officio* as provided in Section 6. *Ex officio* members will be included in calculating required quorums and majorities. Insofar as possible, the composition of the Board should provide representation of the four states of the region and of the various private-sector interests that support the objectives of the organization. No Directors shall be members representing governmental agencies. Each Board Member is expected to provide all material facts and personal interests that may be determined to present a conflict of interest before any discussion or negotiation of such transaction. The Board member with a conflict of interest may not vote on the transaction, but is not prohibited from participating in Board discussion regarding the transaction.

Section 2. Directors elected by the membership shall serve for three-year terms, or until their successors are elected or appointed and qualified. Directors may be re-elected to successive terms. Insofar as possible, one-third of the Directors should be elected each year.

Section 3. Immediately following the annual general meeting at which Directors are elected, the newly constituted Board of Directors shall elect from its number the officers of the organization and two Directors to serve on the Executive Committee.

Section 4. Any vacancy on the Board of Directors may be filled by the Board of Directors and any Director elected to fill a vacancy shall serve for the remainder of the term of his or her predecessor in office.

Section 5. The Board of Directors may increase or decrease the number of Directors, within the limits set in Section 1 of this Article. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Any Director position to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors, and any Director so elected shall serve for an initial term of not more than three years, which term shall be set by the Board at the time of election and shall end at the time of a regular election of Directors, in order to maintain a schedule of filling one-third or approximately one-third of the Director positions each year.

Section 6. The current President or Chairperson of each provisionally qualified or fully chartered local chapter will be a member *ex officio* of the Board of Directors. When an elected or appointed Director also serves as the presiding officer of a chapter, he or she will have only one vote on matters considered by the Board. An *ex officio* member may serve as an Institute officer and/or member of the Executive Committee if he or she has also been elected as a Director with a specified term, as described in Section 5 of this Article.

Section 7. A Chapter President may designate a chapter member to be an alternate to attend a Board meeting when the Chapter President will not be able to be present. As early as possible before the meeting, the Chapter President shall notify the President as to who the designated alternate will be. In the case of a Chapter President who is also a regular Director, an alternate for that Chapter President will have only one vote in acting on the business of the Board. In the case of a regular Director who is designated as an alternate by a Chapter President, that individual will likewise have only one vote.

Section 8. The Board of Directors shall hold at least two conventional in-person meetings each year, ordinarily with one meeting in the spring and another in the fall. Special Board meetings shall be held upon call of the President, or upon petition signed by twenty-five percent of the Directors, or upon petition signed by ten percent of the regular members. Such petitions shall be presented to the President at least fifteen days before a special Board meeting is to be held, and at least seven days written notice of any Board meeting shall be provided to the Directors. A record of the proceedings of the Board of Directors shall be kept by the Secretary, or his or her designee, and a record of each session shall be furnished to each Director.

Section 9. At meetings of the Board of Directors, three-fifths of the full Board shall constitute a quorum, except that it must be two-thirds in those special situations that require approval by a two-thirds vote of the Board, as provided in Article II, Sections 5 and 6; Article IV, Section 13; and Article IX.

Section 10. Between semi-annual meetings, business of the Board of Directors and the Executive Committee may be transmitted or conducted by U.S. Mail, express service, and/or electronic communication, provided all reasonable effort is made to include every Director who would ordinarily be included in the consideration of the particular question(s) or topic(s). Electronic meetings shall be conducted in accordance with the Ice Age Floods Institute's "Electronic Meeting Special Rules of Order". Any written notice required in these bylaws may be provided by electronic transmission of printable text.

Section 11. Local chapters of the organization may be formed by Institute members on such terms as may be determined by the Board of Directors, in keeping with applicable local, state and federal laws and regulations.

Section 12. The name and emblem of the organization shall be used only on such terms as are determined by the Board of Directors.

Section 13. The Board of Directors may remove an officer or Director from office for cause by a two-thirds vote of the entire Board, provided that a majority of the Board or twenty-five per cent of the membership has presented a petition for such action to the President, and that the vote shall be taken no later than thirty days from presentation of the petition, and that at least seven days written notice of such proposed action is given to all Directors. If the charge is against the President, or against the President and others, the most senior-ranking officer or Director who is not charged shall set the meeting, provide the notice and preside at the meeting.

Section 14. If a Board Director anticipates being absent from a Board meeting, the individual will contact the President of the Board in a timely manner with the reason for absence. The President with the assistance of the Executive Committee will determine if the absence is excused; the President will notify the Board Director of the decision in writing via email. If a Board Director has two unexcused absences within a 12-month period, the Board Director will be deemed to have resigned and the position declared vacant.

ARTICLE V Officers

Section 1. The Board of Directors shall elect from its number the President, Vice President, Secretary and Treasurer, as well as two Directors to serve on the Executive Committee, as provided in Article IV, Section 3.

Section 2. All officers and Executive Committee members shall serve terms of one year and may be re-elected to their positions, so long as they are concurrently serving as Directors.

Section 3. The President shall preside at meetings of the membership, the Board of Directors and the Executive Committee. The Vice President shall assume the duties of the President in the event of his or her absence or resignation. The Secretary shall maintain an accurate and organized record of the proceedings of the organization, the Board of Directors and the Executive Committee. The Treasurer shall be responsible for maintaining the financial records of the organization and for the observance of internal financial procedures and policies, and of such laws and regulations as are applicable to the financial procedures and records of the organization.

ARTICLE VI Executive Committee

Section 1. The President, Vice President, Secretary, Treasurer and two Directors elected by the Board shall constitute the Executive Committee.

Section 2. The Executive Committee shall meet at the call of the President. Subject to the limitations and review set out in this Article and in Article VII, the Executive Committee shall have the authority and power of the Board of Directors to act *ad interim* between meetings of the full Board of Directors. Five members of the Executive Committee shall constitute a quorum. The Secretary shall provide minutes of Executive Committee proceedings to all Directors.

Section 3. The Executive Committee shall designate and establish from time to time such standing committees, special committees, sub-committees and working groups as it considers appropriate to carry into effect the objects and purposes of the organization.

Section 4. Subject to the review and approval of the Board of Directors, the Executive Committee may contract for the provision of administrative services for the organization, and the Executive Committee may make recommendations to the Board regarding the employment or engagement of individuals, partnerships, joint ventures or corporations to carry into effect specified objects and purposes of this organization.

Section 5. The Executive Committee shall not have the authority to amend, alter or repeal the bylaws; elect, appoint or remove any member of the Executive Committee, or any Director or officer of this organization; amend the Articles of Incorporation; adopt a plan of merger or consolidation; authorize the sale, lease, exchange or mortgage of all or any substantial part of the property and assets

of the organization; authorize the voluntary dissolution of the organization or revoke proceedings therefore; adopt a plan for the contribution or transfer of the assets of the organization; or amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee.

ARTICLE VII

Finance

Section 1. The funds of the organization shall be administered by the Board of Directors. The Executive Committee, with the approval of the Board, may contract with another party outside the organization to prepare any required tax reports.

Section 2. Membership dues shall be established by the Board of Directors. Subject to the prior approval of the Board of Directors, funds for the program of work of the organization may be sought from public and private entities, and funds may be raised through the sale and raffle of items in keeping with the purposes of the organization. The Board of Directors may accept on behalf of the organization any contribution, gift, bequest or devise, for the general purposes or any special purpose of the organization.

Section 3. The Board of Directors shall have power to incur debt, to borrow money and to pledge the credit of the organization in order to expedite or finance activities designed to carry out the purposes of the organization.

Section 4. The fiscal year for the organization shall be the calendar year.

Section 5. Prior to the fall Board of Directors meeting, the Treasurer and Store Manager shall provide documents of accounting of the organization to be reviewed by an auditing committee of three Board Directors selected by the Board. The findings of their review shall be reported to the Board of Directors within 30 days after the close of the fall Board of Directors meeting.

Section 6. After the election of Directors and officers in the fall, and prior to the beginning of the next fiscal year, the Treasurer, with consultation from the Executive Committee, shall prepare a budget of anticipated revenues and expenses, for submittal to the Board of Directors for their review, possible amendment, and approval prior to the beginning of the next fiscal year.

Section 7. No member of the organization, or officer, or Director shall obtain reimbursement for expenses incurred, whether for travel or otherwise, in attending any meeting as a representative of this organization unless before the expenses are incurred such reimbursement has been authorized by a two-thirds vote of the Board of Directors.

Section 8. No part of the income or earnings of this organization shall ever inure to the benefit of any private member, individual or firm. In the event of liquidation or dissolution of the organization, the balance of its money and property, after the payment of all debts and obligations, shall be transferred and conveyed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization(s) or institution(s) to be selected by the Board of Directors.

ARTICLE VIII
Indemnity

This organization shall indemnify any Director or officer or former Director or officer of the organization, or any person who may have served at its request as a Director or officer of another organization, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such Director or officer may be entitled, under any bylaw, agreement, vote of the Board of Directors or members, or otherwise.

ARTICLE IX
Amendment

These bylaws may be amended by a two-thirds vote of the Board of Directors at a meeting called for that purpose, or for that purpose among others, provided that the proposed amendments have been submitted to the President at least fifteen days prior to the meeting, and provided also that written notice has been given to all Directors at least seven days prior to the meeting and the notice has included the text of the proposed amendments.