

INITIAL BYLAWS
OF
THE SKYLINE GRIZZLIES ALUMNI
ASSOCIATION INC.
An Idaho Non-Profit Corporation

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ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of SKYLINE GRIZZLIES ALUMNI ASSOCIATION INC., an Idaho nonprofit corporation (the “Corporation”), shall be located at 428 Park Avenue, Idaho Falls, ID 83402. 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 2. Registered Office. The registered office of the Corporation to be maintained in the State of Idaho shall be located at 428 Park Ave., Idaho Falls, ID 83402, and may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. Admission to Membership. Any person shall be admitted as a member of the Corporation upon invitation of the Board of Directors and payment of any applicable membership fees and dues. Each person’s membership shall expire on the first anniversary of such person’s admission to membership unless on or before that date such person has paid applicable membership fees and dues. Conditions of membership and procedures for the suspension or termination of a membership by the Corporation may be established from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board of Directors.

Section 2. One Class of Members and Voting. The Corporation shall have one class of members for voting. Each member, provided s/he is listed as a member, shall be entitled to vote on each matter submitted to a vote of the members.

Section 3. Annual Meetings. An annual meeting of the members may be held each year with the exact date, time and place of meeting to be established by the Board of Directors, for the purpose of electing directors, and for the transaction of such other business as may come before the meeting.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers and Standard of Care. All corporate powers shall be exercised by or under authority of, 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 Idaho Non-Profit Corporation Act as set forth in Title 30, Chapter 30, (Idaho Code § 30-30-101 et. seq. the “Act”) or the Articles of Incorporation of the Corporation (the “Articles”). If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent and by such person or persons as shall be provided in the Articles.

A director shall perform such Director’s duties as a Director, including such Director’s duties as a member of any committee of the Board upon which such Director may serve in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such

Director's 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 present by:

- (a) One (1) or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or,
- (c) A committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these First Amended Bylaws, as to matters within it designates authority, which committee and Director reasonably believes to merit confidence.

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

Section 2. Number, Tenure and Qualifications. The number of directors shall be not fewer than three (3) or more than fifteen (15).

Directors shall be elected for three-year terms. Each director shall hold office until the end of the term or until a successor shall be elected and qualified. The terms of the members of the initial Board should be staggered by agreement or by lot. Directors shall be elected by the members of the Board at an annual meeting of the Board of Directors. Nominations and qualifications may be submitted in writing to the corporate secretary not less than ten (10) days in advance of such annual meeting and shall be prepared and made available to the Board members at such meeting. Nominations shall also be permitted from the floor at the meeting. Elected directors must be members of the Corporation.

Section 3. Vacancies. The Board of Directors shall fill any vacancy occurring on the Board of Directors and any directorship to be filled by reason of any increase in the number of directors. Directors elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 4. Removal of Directors. Any director may be removed from office for cause by a two-thirds (2/3) majority vote of the total number of directors.

Section 5. Regular Meetings. An annual meeting of the Board of Directors shall be held on a date determined by the Board from year to year. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board; provided that the Board shall meet no less frequently than each calendar quarter.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) directors. The person or persons authorized to call special meetings of the Board may designate any place as the place for holding any special meeting of the Board called by them.

Section 7. Chairman and Secretary. At the annual meeting of the Board it shall elect a President and a Vice-President from among the members of the Board to serve for two years, and the President shall preside at all meetings of the Board, and in the President's absence the Vice-President shall

preside, and in the absence of both the Board shall elect a Chairman to serve for that meeting. The Secretary of the Corporation or a person appointed by the Secretary shall act as Secretary of the meetings of the Board.

Section 8. Notices. Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally or sent by mail, e-mail or fax to each director at his/her address as shown by the records of the corporation. The attendance of a director at any meeting shall indicate that such director received notice of such meeting. The purpose of any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Section 9. Quorum Voting. One-third (1/3) of the number of directors in office or three (3) directors, whichever is greater, shall constitute a quorum for the transaction of business at any meeting of the Board. Once a quorum is established, any quorum requirement shall continue for the duration of the meeting.

Section 10. 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 First Amended Bylaws.

Section 11. 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, including e-mails, setting forth the action as taken shall be signed and/or otherwise consented to by a majority of the directors.

Section 12. Open Meetings. It is the intent of the Corporation to conduct its business in open sessions whenever possible. However, in those circumstances where the Board is discussing or acting upon strategy with respect to litigation, implementation of security systems, purchase of property, interviews with prospective employees and discussion of personnel matters, the meeting may be closed.

Section 13. 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 14. Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

- a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Directors;
- b) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, in which vote or consent such interested Directors may participate to the extent that they are also members; or
- c) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof that authorizes, approves or ratifies such contract or transaction.

Section 15. Loans to Directors. The Corporation shall not lend money to or use its credit to assist its Directors, officers or employees.

Section 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 which are thus 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, such Director relied and acted in good faith upon written financial statements of the Corporation represented to such Director to be correct by the President or by the officer of the Corporation having 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 such Director be so liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be of their book value.

A Director shall not be liable under this section, if, in the exercise of ordinary care, such 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 thereon shall be entitled to contribution from persons who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amounts received by them respectively.

ARTICLE IV. OFFICERS

Section 1. Number and Title. The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and Treasurer and such 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 be felt desirable. Any two or more offices may be held by the same person, except the office of President and the office of Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible. Each officer shall hold office until her/his successor shall be duly elected and qualified.

Section 3. Vacancies. Vacancies may be filled or a new office created and filled at any meeting of the Board.

Section 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by an affirmative vote of majority of the total Board whenever, in its judgment, the best interest of the Corporation would be served thereby.

Section 5. President. The President shall be a voting member of the Board of Directors and shall attend all meetings of the Board unless specifically excused there from by the Board and shall preside at all meetings of the general membership. S/he 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 thereof shall be expressly delegated to some other officer or agent of the Corporation. In general s/he shall perform all duties incident to the office of President and such other duties that shall be prescribed by the Board of Directors from time to time. The President shall serve as an ex-officio member of all corporate committees. S/he shall have general direction over the operations of the corporation and shall be its official representative. S/he shall comply with Board policies and shall submit to the Board of Directors such reports, analyses, statistics, plans and other information as may be required from time to time.

Section 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 when so action shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 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 First Amended Bylaws or as required by law, be custodian of the corporate records and corporate seal, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President of the Board of Directors.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation. The Treasurer shall 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 such bank or other financial institution as shall be selected by the Board of Directors and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time be assigned by the Board of Directors. 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 meeting of the Board of Directors.

ARTICLE V. COMMITTEES

Section 1. Standing Committee. The Board of Directors may establish such committees as are necessary and appropriate to carry out the business of the Corporation. Committees designated by the

Board of Directors may be composed entirely of officers, entirely of members of the Board of Directors or may include members of the general public. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors.

Section 2. Appointment. The chairperson of each standing committee shall be appointed by the President of the Board in consultation and with the advice and consent of the Board of Directors.

Committee members shall be appointed by the chairperson of each committee in consultation with the President of the Corporation. Committee members may or may not be members of the Board of Directors. At least one member on each standing committee shall be selected from among the Board members.

Section 3. Duties. The duties, responsibilities, authority and composition of all standing committees and ad hoc committees shall be stated in writing and adopted by resolution of the Board of Directors.

Section 4. Term of Office. All committee members shall serve until the first annual meeting following their appointment or until their successors have been appointed.

Section 5. Reports. Each committee shall submit activity reports to the Board of Directors.

ARTICLE VI. STAFF

Section 1. Employees. The Board of Directors may employ an Executive Director or Chief Operating Officer and shall authorize the employment of other employees as are needed to carry out the purposes of the Corporation. The Executive Director or Chief Operating Officer shall select any other employees of the Corporation. Compensation and other terms of employment shall be set by the Board of Directors who may enter into contracts of Employment with such employees on behalf of the Corporation.

ARTICLE VII. MISCELLANEOUS

Section 1. Indemnification. The Corporation shall indemnify any director, officer or former director or officer of the Corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which s/he is made party by reason of being or having been a director or officer, except in relation to matters as to which s/he is adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of such person's duty to the Corporation.

Section 2. Depositories. All funds from the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may determine.

Section 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 First Amended 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 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 shall from time to time be determined by resolution of the Board of Directors; provided that no less than two (2) signatures shall be required on all checks and drafts. In the absence of such determination by the Board of Directors, the Treasurer or an Assistant Treasurer shall sign such instrument.

Section 5. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December of each year.

Section 6. Investment. Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

Section 7. Annual Audit. The financial books and records of the Corporation may be audited or reviewed annually by a certified public accountant as determined by the Board of Directors.

Section 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 name and address of members entitled to vote. Any member or his agent or attorney or the general public may inspect all books and records of the Corporation for any proper purpose at any reasonable time.

Section 9. Dissolution. A resolution to dissolve the Corporation shall be submitted to a vote of the Board of Directors. 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 purposes as shall at the time qualify under Section 501(c)(3) or (6) of the Internal Revenue Code.

Section 10. Nondiscrimination. This Corporation is an equal opportunity employer and shall make available its services without regard to race, creed, age, sex, color, ancestry or national origin.

Section 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. The Corporation shall not attempt to influence legislation.

Section 12. Gifts. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.

Section 13. Parliamentary Procedure. All meetings of the Board of Directors shall be governed by Roberts' Rules of Order (Current Edition), unless contrary procedure is established by the Articles of Incorporation or these Bylaws or by resolution of the Board of Directors.

Section 14. Bonding. The Board of Directors may require the Treasurer and any other officer or employee of the Corporation to give a bond for the faithful discharge of his/her duties in such sum and

with such surety of sureties, as the Board of Directors shall determine. The Corporation shall pay the premiums required for such bonds.

ARTICLE VIII. AMENDMENTS

These Initial 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 amendment and the time and place of meeting set to consider the same shall be given to all Directors.

SECRETARY’S CERTIFICATION

This is to certify that the foregoing Initial Bylaws of SKYLINE GRIZZLIES ALUMNI ASSOCIATION INC. have been duly adopted by the Board of Directors in a meeting held on this _____ day of January, 2021.

Dated this _____ day of January 2021.

_____, Secretary

ATTEST:

_____, President