

**BY-LAWS OF THE SAM RODIUS  
MEMORIAL PARK ASSOCIATION, INC.**

(Amended May 2019)

**ARTICLE 1. CORPORATION NAME.**

The name of the Corporation is The Sam Rodius Memorial Park Association, Inc. Said Corporation is an Idaho Nonprofit Corporation.

**ARTICLE 2. PLACE OF BUSINESS.**

The principal place of business of said Corporation shall be at 8088 West Meadowbrook Loop, Coeur d'Alene, County of Kootenai, Idaho 83814.

**ARTICLE 3. FISCAL YEAR.**

The Fiscal Year for said Corporation shall be January 1 through December 31.

**ARTICLE 4. OFFICERS.**

The Officers of said Corporation shall be members and shall be elected by the Members each year at the Annual Membership Meeting. The Officers shall be a President, a Vice-President, a Secretary, and a Treasurer. Officers must reside within the boundaries set forth in ARTICLE 13.

**ARTICLE 5. DIRECTORS.**

The Directors of said Corporation shall be members and shall be a minimum of five (5) and a maximum of seven (7), each to be elected for two year terms at the Annual Membership Meeting; with Directors 1, 3, 5 and 7 being elected in odd years, and Directors 2, 4 and 6 being elected in even years. Directors must reside within the boundaries set forth in ARTICLE 13.

**ARTICLE 6. POWERS OF THE OFFICERS AND DIRECTORS.**

The Officers and Directors shall have entire supervision of the business and other activities of the Corporation, subject only to control by the Members at an Annual or General Membership Meeting or Special Membership Meeting called per Article 9. At least five Officers and/or Directors will constitute a quorum for an Officer/Director meeting. Decisions made at the Officers/Directors Meeting will be by a majority vote of Officers and Directors present. Temporary replacements of Officer and Director vacancies shall be appointed by the President.

**ARTICLE 7. FINANCES/PROPERTY.**

All monies of the Corporation shall be deposited in a bank in the name of the Corporation. Funds withdrawn shall be made upon the signature of the Treasurer and/or by any formally

appointed Officer or Directors. In addition to the Treasurer, at least one additional Officer/Director, appointed by the Board, shall be a signer on all the Corporation's bank accounts. Accurate financial records shall be rendered to the Members on reasonable request, and regular reports shall be made to the Officers and Directors. All property of the Corporation shall be kept and maintained in the name of the Corporation.

#### **ARTICLE 8. MEMBERSHIP.**

The following are eligible for membership: Any family or individual with an interest of supporting the Corporation as defined in the Certificate of Incorporation and its By-Laws. "Members" shall be defined as an eligible family current in its membership dues. Each Member shall be entitled to one voting membership. A husband or a wife or any one member of the family living in the household of legal voting age may vote that membership.

The annual membership dues shall be set at the Annual Membership Meeting, and shall be assessed per year and per family. Dues for new memberships may be prorated on a quarterly basis. A three-month grace period for the payment of membership dues may be granted, but only Members are entitled to vote.

#### **ARTICLE 9. MEETINGS.**

The Annual Membership Meeting shall be held at the first General Membership Meeting of the fiscal year.

The Officers and Directors may hold Officer/Director Meetings as necessary; with said meeting open to all Members.

Special Membership Meetings may be held at the call of: A. The Officers and Directors; or B. When joined in, in writing, by an Officer or Director and at least ten (10) Members in good standing.

Members shall be notified of Special Membership Meetings at least ten (10) days prior to said meeting and said notice shall contain a statement as to the business to be transacted at such meeting.

Notice of Special Membership Meetings shall be posted at the Hall and via e-mail, or by any other means reasonably likely to give notice to Members.

Any resolution proposed at an Annual, General or Special Membership meeting may be approved by a majority vote of those Members present in order to be binding on the Members, Officers and Directors.

#### **ARTICLE 10. BY-LAW AMENDMENTS.**

The Association By-Laws may be amended by a majority of the Members present at an Annual, General or Special Membership Meeting; provided that Members shall have been notified of the proposed amendments at least ten (10) days prior to said meeting, per Article 9.

Notice of proposed amendments to the By-Laws shall be posted at the Hall and via e-mail, or by any other means reasonably likely to give notice to Members.

#### **ARTICLE 11. COMPENSATION.**

The Officers and Directors shall not be paid wages or salary or regular compensation, but may be compensated for the cost of their actual authorized expenditures.

#### **ARTICLE 12. ELECTIONS.**

Elections shall be held at the Annual Membership Meeting.

A nomination shall be appointed by the President prior to elections. Nominations may be made by Members in attendance on election day. The election may be done by secret ballot, or by a show of hands at the discretion of the presiding officer.

#### **ARTICLE 13. BOUNDARIES.**

The boundaries referred to in these By-Laws shall be the area with the Cougar Creek/Cougar Bay drainage into Coeur d'Alene Lake.