

BYLAWS OF  
FRIENDS FOR LEARNING, INC.

ARTICLE I.  
NAME AND NATURE OF CORPORATION

Section 1.1 Name. The name of the organization shall be Friends for Learning, Inc. (hereinafter “Organization”). The Organization is a non-profit corporation organized pursuant to the laws of the State of Idaho.

Section 1.2 Nature and Purpose. Friends for Learning, Inc. is a participatory and self-directed group which furthers the well being and intellectual pursuits of its members within the setting of the Idaho State University community.

ARTICLE II.  
PRINCIPAL OFFICE

Section 2.1 Principal Office. The principal office and place of business of the Organization shall be located at 3860 Tuscany Drive, Idaho Falls, Id 83404-7698, or at such other location or locations within or without the State of Idaho as may be determined by the Board of Directors from time to time. The mailing address of the Organization will be 3860 Tuscany Drive, Idaho Falls, Id 83404-7698.

ARTICLE III.  
APPLICABILITY

Section 3.1 Applicability. The provisions of these Bylaws are applicable to the Organization as now existing or hereafter amended. All present and future Members, individuals constituting the Board of Directors, officers, and any other person who may be associated with the Organization in any manner are subject to the regulations set forth in these Bylaws, the Articles of Incorporation for the Organization, and any other procedures, rules, regulations, or policies adopted under such documents by the Organization, all as now exist or as may hereafter be amended or modified.

ARTICLE IV.  
MEMBERSHIP

Section 4.1 Membership. Membership shall be open to a person 50 years of age or older who is willing to abide by the provisions of these Bylaws and has paid his or her fees. A spouse or “significant other” of a Member who is under 50 years of age may also join.

Section 4.2 Membership Fees. Membership fees will be assessed and paid on a semester basis. Those individuals desiring to participate in the Organization’s courses or activities will, upon payment of Membership fees, electronically sign an Organization indemnity form each semester to waive all liability on the part of the Organization and/or its officers. Those serving on the Board of Directors are exempt from paying membership fees.

ARTICLE V.  
MEETINGS OF MEMBERS

Section 5.1 Annual Meeting. The annual meeting of the Members shall be held at a time, place, and location determined by the Board. The purpose of the meeting may be to elect directors, if not

accomplished through other means, and for the transaction of such other business as may come before the meeting.

Section 5.2 Special Meetings. Special meetings of the Members may be called at any time, for any purpose or purposes, by the Board of Directors or by the President of the Organization or by the holders of at least twenty percent (20%) of the votes entitled to be cast on any issue proposed to be considered at the meeting.

Section 5.3 Notice of Meeting. At the direction of the Board, written notice (which may be electronic notice) of regular and special meetings shall be given by the Secretary to all Members at least 10 days prior to the meeting date. Such notice shall specify the place, day, hour and purpose of the meeting. The purposes for which the meeting is called shall be stated in the notice.

Section 5.4 Quorum. Twenty percent (20%) the Members shall constitute a quorum. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum. The vote of the Members on matters to be voted upon shall be by a majority of such a quorum whether at annual, regular, or special meetings. All Members shall be eligible to vote in any annual, regular, or special meeting of the membership, except for nonvoting Members of Idaho State University.

Section 5.5 No Proxies. At all meetings of Members, a Member must be present to vote.

Section 5.6 Regular Business. The regular business of the Organization may be carried out by a simple majority of the voting power of the Organization present, in person, at any annual, regular or special meeting at which a quorum exists, except as otherwise stated in these Bylaws.

Section 5.7 Adjournment for Lack of Quorum. In the absence of a quorum at a membership meeting, a majority of those present in person may adjourn the meeting to another time, but may not transact any other business. An adjournment for lack of a quorum shall be to a date not less than ten (10) days and not more than thirty (30) days from the original meeting date.

Section 5.8 Voting Requirements. Any action by the Organization shall require the vote or written assent of the prescribed percentage of the total voting power of the Organization. Except as otherwise provided in the Articles, these Bylaws, or by law, the vote of a majority of the voting power present at any meeting shall constitute the vote of the Members.

## ARTICLE VI. BOARD OF DIRECTORS

Section 6.1 Governing Body. The Board of Directors shall constitute the governing body of this Organization. The Board consists of elected officers (president, vice president, secretary and treasurer, ) the past president (who will serve until his/her successor becomes the past president), two to five members at large and board appointed positions including chairpersons of standing committees.

Section 6.2 Term of Office.

6.2.1 The term for officers shall be one (1) year and if no replacement is elected, then thereafter until his or her successor has been elected.

- 6.2.2 The term of the Members at Large shall be two (2) years.
- 6.2.3 Committee chairpersons may serve indefinite terms.
- 6.2.4 All elected officers will assume office on June 1 each year.
- 6.2.5 Officers must remain active members of Friends For Learning during their service.

Section 6.3 Election of Directors. The Organization Officers and Members at Large shall be elected by a simple majority of the Members present during the annual membership meeting. There shall be no cumulative voting.

Section 6.4 Disqualification. Any Director may lose his or her position as a Director by disqualification for any one of the following reasons:

- 6.4.1 The Director ceases to be a Member of the Organization for any reason.
- 6.4.2 The Director is absent from three (3) consecutive Board of Director's meetings without just cause.
- 6.4.3 The Director has a continuing conflict of interest between outside interests and duties as a Director.
- 6.4.4 The final determination of disqualification for any of the above reasons shall be made by the Board of Directors by a unanimous affirmative vote of the remaining Directors. Upon such an affirmative determination of disqualification, that Director's seat shall be considered vacant.

Section 6.5 Vacancies. A vacancy in the Board because of death, resignation, removal, disqualification, or otherwise may be filled by an appointment of the President with the approval of a majority vote of the remaining Directors for the remainder of the term of the Director being replaced.

Section 6.6 Quorum. The presence of the majority of the Directors at any meeting of the Board shall constitute a quorum, and the vote of the majority of the quorum present at any meeting shall constitute an action of the Board of Directors.

Section 6.7 Regular Meetings. Regular meetings of the Board of Directors shall be conducted at least twice per semester. Time and location of meetings will be fixed by the Board. Notice of the time and the place of the regular meetings of the Board shall be given to each Director personally, by email, or by telephone at least three (3) days prior to the day designated for the meeting.

Section 6.8 Special Meetings. A special meeting of the Board of Directors may be called by electronic notice from the President or by any two (2) of the Directors. Notice shall be provided to all Directors. The notice shall include a description of the nature of any special business to be considered by the Board at the special meeting.

Section 6.9 Action By Consent of Directors. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Members of the Board of Directors shall individually or collectively consent to such action. Said consent may occur by electronic communication.

Section 6.10 Board Meetings Open to Members. Regular and special meetings of the Board shall be open to all Members of the Organization; provided, however, that Members who are not on the Board

may not participate in any deliberation or any discussion unless expressly so authorized by vote of a majority of the Board Members present.

Section 6.11 Powers and Duties. The Board of Directors has the powers and duties necessary for the administration and management of the affairs of the Organization to the full extent of the law.

## ARTICLE VII.

### OFFICERS OF THE ORGANIZATION

Section 7.1 Titles and Appointments of Power. The elected officers shall consist of a President, a Vice President, a Secretary, and a Treasurer. An officer, other than the President, may concurrently hold two (2) offices. The Board of Directors may appoint committees to perform the duties prescribed from time to time by the Board of Directors.

Section 7.2 Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors, as applicable. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 7.3 President. The President shall be the principal executive officer of the Organization and shall, in general, supervise and control all of the business and affairs of the Organization. The President shall preside at all meetings of the Board of Directors and of the Members; shall sign, with any other proper officer of the Organization authorized by the Board of Directors, any contracts or other instruments which the Board of Directors have authorized to be executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 7.4 Vice President. The Vice President shall perform the duties of the President upon the President's absence, death, inability to act, or refusal to act; and when so acting shall have all of the powers and be subject to all of the restrictions placed upon the President. The Vice President shall also perform such other duties as may be prescribed by the President or the Board of Directors from time to time.

Section 7.5 Secretary. The Secretary shall record the votes and keep the minutes of the meetings of the Board of Directors and of the Members in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the Organization records; and shall keep a register of the post office addresses of each Member that shall be furnished to the Secretary by such Member; and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors from time to time.

Section 7.6 Treasurer. The Treasurer shall have charge of and be responsible for all funds and securities of the Organization; shall receive and give receipts for monies received by the Organization from any source whatsoever; and shall deposit all such monies in the name of the Organization in such banks, trust companies, or other depositories designated by the Organization from time to time; shall sign all checks and promissory notes; and, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7.7 Compensation. The officers of the Organization shall not be entitled to remuneration, except to the extent that such person incurred expense on behalf of the Organization as authorized by the Members or another officer of the Organization.

Section 7.8 Executive Committee. The Executive Committee will be the policy-making body of Friends For Learning, Inc. The Executive Committee will consist of the elected officers and Members at Large. The past president and the designated member of ISU's Office of Continuing Education will offer guidance as requested. At all times, the Executive Committee shall be subject to the policies and rules established by the Board of Directors.

## ARTICLE VIII.

### INDEMNIFICATION AND INSURANCE

Section 8.1 Certain Definitions. For the purposes of this Article: 1) "Agent" means any person who is or was a director, officer, employee, or other agent of the Organization; or is or was serving at the request of the Organization as a director, officer, employee, or agent of another corporation; or was a director, officer, employee, or agent of a corporation that was a predecessor corporation of the Organization; 2) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and 3) "Expenses" includes without limitation attorney's fees and costs and any expenses of establishing a right to indemnification under Section 8.2 or 8.3.

Section 8.2 Indemnification. The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any Proceeding (other than an action by or in the right of the Organization to procure a judgment in its favor) by reasons of the fact that such person is or was an Agent of the Organization, against all Expenses (including attorney fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Organization and, in the case of a criminal Proceeding, had no reasonable cause to believe the conduct of such person was unlawful. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Organization in the performance of such person's duty to the Organization, unless and only to the extent that the court in which such Proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the Expenses which such court shall deem proper.

Section 8.3 Extent and Limitations of Indemnifications. No indemnification or advance may be made under this Article in any circumstance where it appears that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

## ARTICLE IX.

### BOOKS AND RECORDS

Section 9.1 Books and Records. The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings of Members and the Board of Directors and all committees having any of the authority of the Organization, and shall keep at its principal office a record giving the names and addresses of the Members entitled to vote. All books

and records of the Organization may be inspected by a Member or Member's agent or attorney for any proper purpose at any reasonable time.

Section 9.2 Rules and Regulations. The Organization shall keep and maintain a record of interpretation and compliance approvals in regard to the Articles of Incorporation and any other governing documents. The Board shall also have the right and power to make rules and regulations for the general welfare of the Organization.

ARTICLE X.  
FISCAL YEAR

Section 20.1 Fiscal Year. The fiscal year of the Organization shall be the calendar year.

ARTICLE XI.  
AMENDMENT OF BYLAWS

Section 11.1 Amendment. Both the Board of Directors and the Members shall have power to make, alter, amend, and repeal the Bylaws and Articles of Incorporation by affirmative vote of a quorum.

ARTICLE XII.  
MISCELLANEOUS PROVISIONS

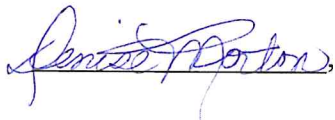
Section 12.1 Notices. Any notice permitted or required to be given by these Bylaws, the Articles, or other documents enacted to govern the affairs of the Organization may be delivered personally, by electronic mail, or by regular mail, or as otherwise specifically provided in such Document. If delivery is by mail, it shall be deemed to have been given upon deposit thereof in the United States mail, postage prepaid, addressed to each person at the current address given by such person to the Secretary of the Organization.

Section 12.2 Conflicts. In the event any of these Bylaws conflict with any provisions of the laws of the State of Idaho, such conflicting Bylaws shall be null and void upon final court determination to such effect, but all other Bylaws shall remain in full force and effect. In the event of any conflict between the Articles of Incorporation and these Bylaws, the Articles will control.

ADOPTION OF BYLAWS

I, the undersigned, the duly elected and acting Secretary of the Organization, do hereby certify:

The foregoing Bylaws were adopted as the Bylaws of said Organization effective as of June, 2022, and that the same do now constitute the Bylaws of said Organization.

 Secretary