

**BY-LAWS**  
**OF**  
**NEW KNOWLEDGE ADVENTURES, INC.**  
**A Nonprofit Corporation**

Pursuant to Idaho Code § 30-30-206(1), and Article XI of the Articles of Incorporation of New Knowledge Adventures, Inc., the following Articles are adopted as the By-Laws of New Knowledge Adventures, Inc.

**ARTICLE I - OFFICES**

**Section 1. Principal Office.** The principal office of New Knowledge Adventures, Inc., an Idaho nonprofit corporation (hereinafter the "Corporation") shall be located at 921 S. 8<sup>th</sup> Avenue, Pocatello, Idaho; and the mailing address of the corporation shall be 72 Rosewood Avenue, Pocatello, Idaho 83204.

**Section 2. Registered Office.** The registered office of the Corporation to be maintained in the State of Idaho shall be 830 Spyglass Point, Pocatello, Idaho, and may be changed from time to time by the Board of Directors.

**Section 3. Change of Offices.** The Board of Directors may change the location of the principal office and/or registered office by amendment of these By-Laws; and, with respect to change of the registered office, by appropriate filing with the Idaho Secretary of State.

**ARTICLE II - MEMBERSHIP**

**Section 1. Initial Members.** The initial membership of the Corporation shall consist of the individuals who, as of the time of adoption of these By-Laws by the Initial Board of Directors (named in Article VI of the Corporation's Articles of Incorporation), are shown as members in the New Knowledge Adventures, Inc. membership records maintained through Idaho State University, Continuing Education/Workforce Training.

**Section 2. Subsequent Members.** At the first annual meeting of the members of the Corporation, following adoption of these By-Laws, and with respect to each Annual Meeting of the Corporation thereafter, the membership of the Corporation shall consist of the individuals then shown as members of New Knowledge Adventures, Inc. in the New Knowledge Adventures, Inc., membership records maintained through Idaho State University, Continuing Education/Workforce Training.

**Section 3. Classification of Members and Voting.** The Corporation shall have only a single class of members. As provided in Article VII of the Articles of Incorporation, the voting power of each member of the Corporation shall be equal.

**Section 4. Resignation.** Any member may withdraw from the Corporation after fulfilling all obligations to it (Idaho Code § § 30-30-407 and 408) by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt. Such resignation shall be effective as of receipt of the resignation notice by the Board of Directors, and the Board of Directors' acceptance of the same.

**Section 5. Suspension or Expulsion.** A member may be suspended for a designated period of time or expelled for cause, such as violation of any of the By-Laws of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Directors, provided that a statement of the basis for suspension or expulsion shall have been mailed by certified mail to the member proposed for suspension or expulsion at his or her last recorded address on the corporate records at least 15 days before final action is taken thereon; this statement shall be accompanied by a notice of the time when, and place where, the Board of Directors is to take action with respect to suspension or expulsion. The member shall be given an opportunity to appear in opposition to suspension or expulsion at the time and place stated in such notice.

### **ARTICLE III – FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

### **ARTICLE IV – DUES**

**Section 1. Membership Dues.** The Board of Directors may determine from time to time the amount of consideration, if any, to be paid or provided for admission to membership in the Corporation; and annual dues, if any, payable to the Corporation. The membership dues for membership in New Knowledge Adventures, Inc. shall consist of the registration fees payable each semester to New Knowledge Adventures, Inc., through Idaho State University, Continuing Educational/Workforce Training. Such registration fees (dues) shall be used solely for carrying out the purposes of the Corporation.

**Section 2. Payment of Dues.** Dues shall be payable as provided in the New Knowledge Adventures, Inc. course catalog for each semester.

**Section 3. Default and Termination of Membership.** When any member shall be in default in the payment of dues, his or her membership may thereupon be deemed terminated.

### **ARTICLE V – MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** There shall be an annual meeting of the members of the Corporation during the month of May each year, commencing with 2019 (the first Annual Meeting of the members). At the first Annual Meeting of the members, and at each subsequent

Annual Meeting, business transacted shall include election of the Board of Directors and officers for the coming year and receipt of the annual reports of officers, directors, and committees and the transaction of other business, as provided in Idaho Code § 30-30-501. Such meeting shall be held at the location in Pocatello, Idaho, determined by the Board of Directors and stated in the meeting notice. Written notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of each member at least ten days, and not more than 60 days, before the time appointed for the meeting, in the manner provided in Idaho Code § 30-30-505(3); or may be sent to each member's email address shown on the records of the Corporation.

**Section 2. Special Meetings.** Special meetings of the members of the Corporation may be called by the President, the Board of Directors or by members collectively having not less than ten percent (10%) of the votes entitled to be cast at such meeting; as provided in Idaho Code § 30-30-502(1)(a) and (b). Notice for any special meeting is to be given in the same manner as for the Annual Meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

**Section 3. Quorum.** The presence in person or by proxy of the lesser of one-fifth (20%) of the members of the Corporation or 100 members shall be necessary to constitute a quorum for the transaction of business.

**Section 4. Voting.** As stated in Article II, Section 3, of these By-Laws, the voting rights of each member of the Corporation shall be equal, and thereby each member shall be entitled to one vote on any issue put to a vote of the members. As provided in Idaho Code § 30-30-512, the vote of the majority of the votes entitled to be cast, by the members present, or represented by proxy, at a meeting at which a quorum is present, shall be the act of the members, except as to actions where the vote of a greater number is required by law or these By-Laws. Validity of any proxy shall be determined by the provisions of Idaho Code § 30-30-513.

**Section 5. Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at any meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by members holding at least 80% of the voting power of all of the members entitled to vote with respect to the subject matter thereof, as provided by Idaho Code § 30-30-504. Alternatively, any action that may be taken at any annual, regular or special meeting of members, may be taken without a meeting, where voting by members is by mailed (or emailed) written ballot, as provided in Idaho Code § 30-30-508.

## **ARTICLE VI – DIRECTORS**

**Section 1. Number.** The property, affairs, activities and programs of the Corporation shall be managed by a Board of Directors, consisting of fourteen (14) directors; and the Board of Directors shall be comprised of the five (5) elected officers of the Corporation (including the Past President), together with three (3) directors at large, and the Committee Chairpersons for the six (6) standing committees of the Corporation; i.e. fourteen (14) directors in all. The directors shall, upon election or appointment (with regard to standing committee Chairpersons), immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

**Section 2. Identification of Directors and Term.** Directors' named in the Articles of Incorporation (Article VI) shall constitute the initial Board of Directors and shall serve until their successors are elected at the first Annual Meeting of the members. At the first Annual Meeting, and thereafter at each Annual Meeting, there shall be an election by ballot of the directors (officers to serve as directors and at large directors) to serve on the Board of Directors, for the coming year, by reason of election by the members of the Corporation, and to serve with the current six standing committee Chairpersons, in accordance with Article VIII of these By-Laws.

**Section 3. Powers and Duties of Directors.** As provided in Idaho Code § 30-30-601(2), all corporate powers of the Corporation shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors. Such powers and duties may include, but are not limited to: (a) holding regular or special meetings of the Board at such times and places as the directors determine; (b) taking all action necessary or proper to further the principal function and purpose of the Corporation as set out in Article II of the Articles of Incorporation of New Knowledge Adventures, Inc.; (c) authorizing standing committees and appointing a Chairperson and members to serve on the standing committees; (d) auditing bills and claims submitted to the Corporation, and disbursing funds of the Corporation in payment of the same to the extent the bills or claims are substantiated.

**Section 4. Meetings of the Board of Directors.** A regular meeting of the Board of Directors shall be held following the annual election of Directors. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of each member and director at least five days before the time appointed for the meeting. The President may, when he or she deems it necessary, or the Secretary shall, at the request in writing of at least twenty percent (20%) of the members of the Board, issue a call for a special meeting of the Board, and only five days notice shall be required for such special meeting. The notice of each special meeting of the Board of Directors shall include a statement of the items or issues to be considered at the meeting.

**Section 5. Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of both the President and President-Elect, the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten days later.

**Section 6. Voting.** Every director of the Corporation shall be entitled to one vote upon every proposal submitted to vote at any meeting of the Board of Directors.

**Section 7. Vacancies.** Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a special meeting which shall be called for that purpose. The election shall be held within 60 days after the occurrence of the vacancy. The person so chosen shall hold office until the next Annual Meeting of the members.

**Section 8. Removal of Directors.** Any one or more of the directors may be removed with or without a showing of cause, at any time, by a majority vote of the members present, in person or by proxy, at any special meeting called for that purpose, as provided Idaho Code §30-30-608.

**Section 9. Informal Action By Directors.** Any action required by law to be taken at a meeting of the directors, or action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, as provided by Idaho Code §30-30-613.

**Section 10. Compensation.** Directors shall serve without compensation to further the charitable purposes of the Corporation; but shall be entitled to reimbursement of expenses incurred in service as a director.

**Section 11. Director Conflict of Interest.** The standards and procedures of Idaho Code § 30-30-619 shall apply with respect to any director conflict of interest; the same being a transaction with the Corporation in which transaction a director has a direct or indirect interest.

## **ARTICLE VII - OFFICERS**

**Section 1. Officers.** The officers of the Corporation shall be a President, a President-Elect, a Secretary, a Treasurer, and the Past President.

**Section 2. Method of Election.** The members of the Corporation shall elect all officers (except Past President) for a term of one (1) year during the Annual Meeting of the members, as provided in Article VIII, Section 1, of these By-Laws.

**Section 3. Duties of Officers.** The duties and authority of the officers of the Corporation shall be as provided generally in Idaho Code §30-30-622, and as provided specifically in the following paragraphs of this Section 3.

**PRESIDENT** — The President shall preside at the meetings of the Board of Directors. The President shall communicate to the Board at the regular meeting of the Board (and at such other times as the President deems appropriate), such matters and suggestions as may, in the President's opinion, tend to promote the welfare and purposes of the Corporation and shall perform such other duties as are necessarily incident to the office of the President; including (but not limited to) the carrying out of the policies established by the Board of Directors and the resolutions adopted by the Board.

**PRESIDENT-ELECT** — In the case of the absence of the President, or of the President's inability from any cause to act, the President-Elect shall perform the duties of the President.

**SECRETARY** — It shall be the duty of the Secretary to give notice of, and attend, all meetings of the members and directors of the Corporation and keep minutes of their proceedings; to authenticate records of the Corporation; to carry on all correspondence and to

implement all orders, votes, and resolutions of the Board; to keep a list of the members, including their addresses; to notify the officers of the Corporation of their election; to notify members of the standing committees of their appointment to such committees, and at the chairperson's request, give notice of the meetings of any standing committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and general condition of the Corporation; to file the Annual Report with the Idaho Secretary of State's office required by Idaho Code § 30-21-213; and generally to devote his or her best efforts to conducting the business and advancing the interests of the Corporation. In case of the absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem.

**TREASURER** — The Treasurer shall keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon due authorization by the Board. The Treasurer shall deposit all sums received by the Corporation in a bank, credit union or other depositories approved by the Board of Directors (including an account with Idaho State University), and make a Treasurer's report at any regular meeting of the Board of Directors or when called upon by the President. The Treasurer shall insure timely filing by the Corporation of the applicable version of Internal Revenue Service Form 990 and such other tax returns and public reports as may be required of the Corporation by law. The funds and records held and maintained by the Treasurer for the Corporation shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to his or her successor all books and records, monies and other property of the Corporation in his or her possession or control; or, in the absence of a Treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem.

**PAST PRESIDENT** — The Past President shall assist the President and the Board of Directors in carrying out the programs and objectives of New Knowledge Adventures, Inc. and shall provide continuity from the

Past President's administration to that of the current President.

**Section 4. Books and Records.** The Corporate officers shall keep such books and records of the corporate activities and transactions as are contemplated by the provisions of Idaho Code § 30-30-1101, or such as are reasonably necessary to document and record the Corporation's affairs. Directors and officers of the Corporation shall have the right to inspect and copy the books and records of the Corporation at all reasonable times and places. Members shall have the inspection and copying rights as to the books and records as afforded them by Idaho Code § 30-30-1102 and 1103; and as to financial records, as afforded them by Idaho Code § 30-30-1105.

**Section 5. Resignation and Removal of Officers.** An officer may resign at any time by delivering a notice of resignation to the Secretary of the Corporation, which resignation shall be effective as provided in Idaho Code § 30-30-624(1). Pursuant to Idaho Code § 30-30-624(2), the Board of Directors may remove an officer with or without cause.

**Section 6. Vacancies.** A vacancy in any office shall be filled by the Board of Directors, without undue delay, at a regular meeting, or at any meeting specially called for that purpose.

**Section 7. Compensation of Officers.** To further the charitable purposes of the Corporation, the officers shall serve without compensation, but shall be entitled to reimbursement of expenses incurred in serving as officers.

## **ARTICLE VIII – ELECTION OF OFFICERS AND DIRECTORS AND APPOINTMENT OF COMMITTEE CHAIRPERSONS**

**Section 1. Election of Officers; Service as Directors.** The officers of the Corporation shall be five (5) in number, as set out in Article VII, Section 1, above (President, President-Elect, Secretary, Treasurer and Past President). Each of the officers, with the exception of the Past President, shall be elected annually for a one-year term at the Annual Meeting of the members (Article V, Section 1, above). The Past President shall serve as such by virtue of having served as President the previous year. A nominating committee for nomination of the officers for the year shall propose a slate of officers to be elected at the Annual Meeting of the members, and the Past President for the current year shall serve as Chairperson of the nominating committee.

**Section 2. Elected Directors.** Each of the officers elected at the Annual Meeting of the members, together with the Past President, shall serve as directors of the Corporation for the coming year. In addition, at the Annual Meeting, three more directors shall be elected for three (3) year terms as directors at-large; PROVIDED, HOWEVER, at the first Annual Meeting for election of directors (2019), the three (3) at-large directors shall be elected for staggered terms, (one (1), two (2) and three (3) year terms), so that after three years one at-large director's term shall expire (and a successor at-large director shall be elected) each year.

**Section 3. Appointed Directors.** Each of the committee Chairpersons for the six (6) standing committees of the Corporation shall serve as a director for each year he or she is the

Chairperson of a standing committee. The Chairperson of each of the standing committees shall be appointed by the Board of Directors for the coming year, following the Annual Meeting.

## **ARTICLE IX – STANDING COMMITTEES**

**Section 1. Initial Committees.** The standing committees of the corporation (New Knowledge Adventures, Inc.) shall be:

- Curriculum Committee;
- History Committee;
- Publicity Committee;
- Social Committee;
- Travel Committee; and
- Community Service Committee.

**Section 2. Redesignation of Standing Committees.** The Board of Directors of the Corporation may add to the standing number of committees or dissolve any one or more of the existing standing committees, effective at the beginning of a fiscal year of the Corporation.

**Section 3. Committee Purpose and Function.** The Board of Directors shall determine the purpose and function of each standing committee and set out such purpose and function in the Policy Manual of New Knowledge Adventures.

**Section 4. Committee Members.** The committee members of each standing committee shall be designated by the Board of Directors from the membership of the Corporation, with the advice of the President-Elect.

## **ARTICLE X - SEAL**

The Board of Directors may adopt a corporate seal for the Corporation. The seal of the Corporation, if any, shall be in the form impressed in the Organizational Meeting Minutes of the Corporation.

## **ARTICLE XI – DISTRIBUTIONS AND DISSOLUTION**

**Section 1. Distributions and Dividends.** As provided in Article VIII of the Articles of Incorporation, and Idaho Code § 30-30-904, no distribution shall be made (within the meaning of Idaho Code § 30-30-103(9)), and no part of the income or receipts of the Corporation shall be distributed to its members, directors or officers, or other private persons; except that the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, and may make payments in furtherance of the stated purposes of the Corporation. Upon dissolution or final liquidation of the Corporation, the assets shall be



distributed in conformance with Article IX of the Articles of Incorporation, as the Board of Directors shall determine.

**Section 2. State Law Dissolution.** Dissolution of the Corporation may only be effected by the Board of Directors and members as provided in Idaho Code § 30-30-1002(1)(a) and (b); and (3), (4) and (6).

## **ARTICLE XII – NOTICE AND WAIVER OF NOTICE**

**Section 1. Form of Notice.** Provisions of these By-Laws requiring notice of a meeting or otherwise shall be deemed complied with where written notice is given (which, pursuant to Idaho Code § 30-30-104(1) shall include notice by electronic transmission).

**Section 2. Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Idaho Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice (as provided in Idaho Code § 30-30-506 with respect to members; and Idaho Code § 30-30-615 with respect to directors).

## **ARTICLE XIII – AMENDMENTS**

The By-laws of the Corporation may be amended by proposal by the Board of Directors and confirmation by the members, as provided in Article XII of the Corporation's Articles of Incorporation. No amendments to the By-Laws may be made which are contrary to the non-profit and tax exempt status and objectives of the Corporation as expressed in the Articles of Incorporation.

## **ARTICLE XIV – INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**Section 1. Parties Indemnified.** The Corporation shall indemnify any current director or officer of the Corporation, or any former director or officer of the Corporation, against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being, or having been, a director or officer of the Corporation; but only if (with respect to civil actions) he or she acted in good faith and in a manner he or she reasonably believed to be in (or not opposed to) the best interests of the Corporation; and only if (with respect to criminal actions or proceedings), he or she had no reasonable cause to believe his or her conduct was unlawful; AND PROVIDED FURTHER, indemnification shall not be made by the Corporation to a current director or officer, or former director or officer, in relation to matters as to which he or she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duties to the Corporation. It is intended that this indemnification provision be applied consistent with Idaho Code § 30-30-626, but with respect to any variance between the statute and this Section 1, Section 1 shall control.

**Section 2. Insurance.** The Corporation may purchase and maintain director's/officer's insurance on behalf of any person who is, or was, a director or officer of the Corporation; such insurance to insure against any liability asserted against him or her and


incurred in his or her capacity as a current director or officer, or former director or officer, or arising out of his or her service as such.

#### ARTICLE XV – MISCELLANEOUS

**Section 1. Depositories.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, credit unions or other depositories (including an account at Idaho State University) as the Board of Directors may determine.

**Section 2. 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 person or persons as shall from time to time be designated by resolution of the Board of Directors. In the absence of such designation by the Board of Directors, checks of the Corporation shall be signed by the Treasurer.

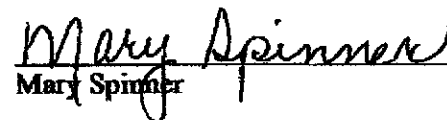
#### DIRECTORS

  
Phillip R. Joslin

  
Jan Flandre

  
Sandra Mertz

  
Sandra Babb

  
Mary Spinner

Geoff Hogander  
Geoff Hogander

Ann Smith  
Ann Smith

Cathy McPherson  
Cathy McPherson

### CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS, that I, the duly elected Secretary of the Corporation (New Knowledge Adventures, Inc.) do hereby certify that the foregoing By-Laws were adopted as the By-Laws of the Corporation by the Directors at the organizational meeting of the Initial Directors, held at Pocatello, Idaho, April 2, 2019; and that the same do now constitute the By-Laws of the Corporation. *May*

IN WITNESS WHEREOF, I have hereunto subscribed my name this 2 day of ~~April~~ *May*, 2019.

Sandra Mertz  
Sandra Mertz  
Secretary