

BYLAWS OF FRIENDS OF THE CLEARWATER

Article I Purpose

1. The name of this organization shall be Friends of the Clearwater.
2. The purpose of Friends of the Clearwater is twofold. First, to provide the public with information about issues concerning and preservation of our natural environment, particularly but not limited to northern and central Idaho, specifically the public lands in and around the Clearwater Basin. Second, to conduct activities which promote the preservation of the Clearwater region's wildlands and protection/restoration of the area's biodiversity and clean water.
3. In order to fulfill this purpose, Friends of the Clearwater will gather data, participate in public processes, and present forums, seminars, and lectures to the general public, and maintain an office.

Article II Members

1. The general membership of Friends of the Clearwater shall be composed of any individual who is a current dues-paying member, the amount of which is determined by the Board of Directors, and who is supportive of the purposes and goals of Friends of the Clearwater, as determined by the Board of Directors.
2. Members in good standing will be allowed to vote for the Board of Directors. There will be no minimum number or percentage requirement for members to constitute a valid election unless otherwise determined by the Board of Directors. Ballots will be mailed around the Annual Meeting and must be received by the end of the year.
3. Rights of members extend only to voting for the Board of Directors at the Annual Meeting and any other rights under State law.

Article III Board of Directors

1. There will be a Board of Directors consisting of up to eleven members with two-year terms who will be elected by the general membership via mail, **electronic means or both (hybrid)**. Ballots will be mailed around the time of the Annual Meeting, which will take place on or near the second Friday or Saturday of November. Thus, board elections will be for only those board members whose terms expire at the end of the year.
2. There will be four general officers who are members of the board. These will be: A. President, who acts as a go-between for staff and board, and is responsible for scheduling and facilitating board meetings, B. Vice-President, who assists president, and serves as president stand-in when president is unavailable to meet with staff and/or schedule and facilitate a board meeting(s),

C. Secretary, who records board meeting minutes, and distributes electronically to board and staff, and
D. Treasurer, whom meets with staff to oversee budget and other financial matters, and presents financial updates at board meetings. Officers will be elected by the Board of Directors at the first meeting following the general election of board members.

3. A board member may resign at any time for any reason, upon notifying the rest of the board.
4. Vacancies on the board may be filled by the Board of Directors until the next general election. (See **Board Nomination Policy, November 2025**)
5. The Board of Directors will meet at least quarterly. Meeting times will be determined by the board, and announced to the board via email.
6. There shall be written electronic record of all formal meetings of the Board of Directors to be kept by the Secretary, and approved by the Board of Directors at the next board meeting.
7. A board member may be suspended or expelled by a two-thirds vote of the board, for serious misconduct which adversely affects the interests or reputation of the organization. A conflict resolution meeting shall take place before expulsion unless the party(s) in question refuses to participate or no mutually agreeable time can be arranged.
8. The Board of Directors will be responsible for making any decision regarding disbursement of funds and the dissolution of the corporation, consistent with the Articles of Incorporation.
9. A quorum of the Board of Directors shall be one person greater than 50% of the current Board of Directors.
10. The Board of Directors may amend the bylaws.

Article IV Miscellaneous Provisions

1. As the Board of Directors sees fit, it may also establish a non-voting advisory board, to aid in functions of the organization. Membership on this advisory board would confer no liability, power or obligations with respect to Friends of the Clearwater.
2. In order to protect member privacy and for other purposes of protecting the corporation and as provided by Idaho State Law, the Board of Directors shall determine whether a member's request to view membership or other records is for a proper purpose. All inspections of said records shall be carried out in the Friends of the Clearwater office, unless otherwise determined by the Board of Directors.
3. Notification of the Annual Meeting will be via the quarterly newsletter, which is sent out by non-profit US post, via email for those who request electronic notification, and posted on the Friends of the Clearwater website.

Amended 11/19/25