

AMENDED AND RESTATED 2026 BYLAWS
of
NORTH IDAHO COLLEGE BOOSTERS, INC.
Coeur d'Alene, Idaho

ARTICLE I: NAME

The name of this corporation is North Idaho College Boosters, Inc., (“the **Corporation**”).

ARTICLE II: MISSION STATEMENT

Section One: The North Idaho College Boosters, Inc. is a non-profit organization committed to providing financial support to all recognized intercollegiate athletic programs at North Idaho College through various fundraising and endowment activities for student athlete grant-in-aid and team benefits.

The Corporation supports all recognized intercollegiate athletics at North Idaho College as a lifelong learning experience that will enhance the value of sportsmanship and provide a positive experience for our student athletes, North Idaho College students, fans, and especially the young people in our community through our athletic outreach programs.

ARTICLE III: PRINCIPAL OFFICE

The principal office of the Corporation shall be as established from time to time by the Corporation Board of Directors, (“**Board**” or “**Board of Directors**”). The registered office required by the Idaho Non-profit Corporation Act to be maintained in the State of Idaho may but need not be the same as the principal office and the registered office may be changed from time to time by resolution of the Board.

ARTICLE IV: MEMBERS

The Corporation shall have no members.

ARTICLE V: DIRECTORS

MANAGEMENT AUTHORITY. The affairs of the Corporation shall be managed by its Board of Directors, elected by the Board as provided herein.

DIRECTORS. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons (“**Directors**”), which number of Directors shall be established from time to time by Board resolution at a duly noticed regular or special meeting, which meeting notice shall specify that the number of directorships shall be considered. No person

employed as an executive officer, administrator, department head or holding a like level of authority at North Idaho College shall serve as a Director.

TERM. Each Director shall hold office until his/her successor is elected and qualified. Directors shall, subject to Section 4 below, be elected for a term of three (3) years to succeed the Directors whose terms then expire; provided, that nothing herein shall be construed to prevent the election of a Director to succeed himself/herself. Election of Directors shall occur annually, provided that Directors shall be elected for and hold staggered terms such that, to the extent reasonably practicable, the terms of not more than fifty percent (50%) nor less than thirty-three and one-third percent ($33\frac{1}{3}\%$) of the total number of Directors shall expire in any one year.

SECTION 4 SPECIAL PROVISIONS FOR ELECTION OF DIRECTORS. At the first meeting of the Board following the adoption and filing of the Amended and Restated Articles of Incorporation of the Corporation and the adoption of these 2026 Amended and Restated Bylaws, the Board, consisting of the Directors then existing, shall by resolution adopt a plan of staggered terms and the Directors shall thereupon elect the number of Directors so established. Unless otherwise agreed by unanimous consent, the Directors elected shall draw by lot to determine the length of their respective terms, in compliance with Section 3, above.

ARTICLE VI: BOARD MEETINGS/NOTICE

MEETINGS. A regular meeting of the Board shall be held at such time(s) and place(s) as may be fixed by the Board. A regular schedule of future meetings may be adopted by the Board in a single resolution, which may be amended from time to time as the Board so determines. Special meetings of the Board may be noticed by or at the request of the president of the Corporation or not less than two (2) Directors. Unless fixed by the Board, the secretary or other person(s) authorized to notice special meetings of the Board may fix the time thereof. Meetings of the Board may be held either within or outside the State of Idaho. Meetings may be held in person, by telephone, video, other communications technology or any combination thereof, so long as each Director is able to hear and be heard by each of the attending persons and in each such case the Director so participating shall be deemed present.

NOTICE. Notice of the time and place of each meeting shall be given to each Director by one of the following methods:

- (a) By delivery of written notice;
- (b) By first-class mail, postage prepaid;
- (c) By telephone, either directly to the Director or to the person at the Director's telephone number who would reasonably be expected to communicate that notice promptly to the Director; or
- (d) By electronic mail addressed to the email address provided in writing by such Director to the Secretary.

All such notices shall be given or sent to the Director's e-mail address or telephone numbers as shown on the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because notice of the meeting was inadequate. Written notice may be dispensed with for any regular meetings held pursuant to a regular meeting schedule adopted by Board resolution and thereafter served upon the Directors as provided above.

TIME REQUIREMENTS. Unless a longer period is required pursuant to the Articles of Incorporation, these Bylaws or by applicable law, notice given, unless waived, will be served at least 24 hours before the time set for the meeting.

CONTENTS OF NOTICE. The notice to Directors shall state the time of the meeting, the date and a place if the place is other than the principal office of the Corporation. The business to be transacted will be specified as provided by applicable law for special meetings.

ARTICLE VII: QUORUM AND MANNER OF ACTING

A simple majority of the Directors in office immediately prior to a noticed meeting shall constitute a quorum, and a majority of the Directors present at a meeting at which a quorum exists shall have the power to act except as otherwise specifically required by the Articles of Incorporation, these Bylaws or the Idaho Non-profit Corporation Act. Any meeting of Directors may be recessed or adjourned to another time and/or place by vote of a majority of Directors present.

ARTICLE VIII: ATTENDANCE; VACANCIES; COMPENSATION

(a) Any Board member who misses four regular Board meetings during any 12-month period may be dismissed by a majority vote of the Board of Directors.

(b) Vacancies on the Board, whether by resignation, death, removal or increase in number, may be filled by a vote of a majority of the Directors present at a duly called meeting of the Board. The Director appointed to fill a vacancy shall serve for the balance of such un-expired or newly created term.

ARTICLE IX: OFFICERS

The Board shall elect or appoint the officers who shall serve at the pleasure of the Board. All officers shall be subject to removal with or without cause. Officers shall have the authority and perform the duties prescribed by the Board from time to time and as may be prescribed by these Bylaws. New offices may be created by the Board.

OFFICERS. The officers of the Corporation shall be a president, a vice president, an immediate past president, a secretary, and a treasurer elected by the Board, and such other officers as may be deemed necessary who shall all be Directors.

TERM OF OFFICE. The appointment of officers to fill any expiring terms of office shall be held annually immediately following the election of Directors. The term of office for officers shall be for not less than three years, unless otherwise authorized by resolution of the Board. New offices may be created and filled at any meeting by resolution of the Board and shall be for a term as is determined by the Board. Notwithstanding the length of term provided herein, each officer shall hold office until his/her successor shall have been duly elected or appointed and shall have qualified.

REMOVAL. Any officer elected or appointed by the Board may majority vote of the Board be removed whenever in its judgment the best interests of the Corporation would be served thereby.

VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

PRESIDENT. The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings if present. The president may sign, with any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws or by statute to some other officer or agent of the Corporation; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time.

VICE PRESIDENT. In the absence of the president or in event of his/her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the Board.

IMMEDIATE PAST PRESIDENT. In the absence of the president and vice president, or in the event of each of their inability or refusal to act, the immediate past president shall be authorized to perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

SECRETARY. The secretary shall ensure that minutes of the meetings of the Board are kept in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and see that all documents executed are duly authorized in accordance with the provisions of these Bylaws; keep a register of the address of each Director which shall be furnished to the secretary by such Director; and in general supervise the performance of all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board.

TREASURER. The treasurer shall ensure appropriate systems and practices are in place for fiscal stewardship of the Corporation by ensuring that the Corporation staff properly

**AMENDED AND RESTATED 2026 BYLAWS
NORTH IDAHO COLLEGE BOOSTERS, INC.**

Page 4

receives and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposits all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board. The treasurer shall provide written monthly financial reports to include budgeted amount, amount expended, and current balance for each line item. The treasurer shall submit by August 1 of each year the proposed operating budget for that fiscal year. In general, the treasurer shall perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board. If required by the Board of Directors, the Treasurer shall give a bond for the faithful performance and discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine

ARTICLE X: COMMITTEES

STANDING COMMITTEES. The Board may designate and appoint one or more committees, each of which shall consist of not less than two (2) or more Directors. The President may hold an advisory position on each committee. To the extent reasonably practicable, the Board shall endeavor to appoint each Director to at least one standing committee. To the extent the actions of a committee and the actions of its individual members are advisory only, membership may include non-board member advisors, who shall be non-voting committee members. The president shall appoint a Director to act as chairperson for each committee.

OTHER COMMITTEES. Other committees consisting of current Directors and other professional assistants, staff, and volunteers as deemed necessary, not having and exercising the authority of the Board in the management of the Corporation, may be designated by a majority of the Directors present at a meeting at which a quorum is present.

SECTION 3 TERM OF OFFICE. Each member of a standing committee shall continue as such until the next annual meeting of the members of the corporation. Members of other committees shall continue as such until he/she is no longer interested in or capable of serving, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board.

CHAIRPERSON. One (1) member of each committee who is also a Director shall be appointed as chairperson by the president to serve at the pleasure of the president. A vice chairperson, who shall also be a Director, may be elected by the committee to act in the case of the chairperson's absence or in event of his/her absence, inability or refusal to act.

VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

QUORUM. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the appointed Director committee members shall constitute a quorum and the act of a majority of the Director committee members present at a meeting at which a quorum is present shall be the act of the committee.

RULES. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

**AMENDED AND RESTATED 2026 BYLAWS
NORTH IDAHO COLLEGE BOOSTERS, INC.**

Page 5

ARTICLE XI: COMPENSATION

NO COMPENSATION. Directors and officers shall not receive any compensation for their services as a Director or officer.

REIMBURSEMENT – OTHER EXPENDITURES. The Board may reimburse Directors and officers out of Corporation funds for expenses reasonably and actually incurred in the performance of authorized duties., The Board may authorize expenditures of funds for outside services at its discretion and through the Board’s designated officers and committees.

ARTICLE XII: POLICIES

The Board has adopted the following policies which shall be incorporated by reference as if fully set out in these Bylaws. The adopted policies as of the date of adoption of this Amended and Restated Bylaws are: (i) Conflict of Interest, (ii) Confidentiality, (iii) Whistleblower and (iv) Investment and Spending. These policies may be amended, terminated and /or replaced and additional policies may from time to time be adopted, in each case by majority-approved resolution in the manner provided in Article XVI providing for the amendment of these Bylaws.

ARTICLE XIII: FUNDS AND SECURITIES

SECTION 1 CHECKS, CONTRACTS, DEBT. The Board may authorize any officer or officers or such officer together with one or more Directors, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances; and, unless so authorized by the Board, no officer shall have power or authority to bind the Corporation by any contract or engagement or to render it liable for any purpose or to any amount.

SECTION 2 INDEBTEDNESS. No loan shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name unless authorized by the Board. When authorized by the Board so to do, any officer of the Corporation may affect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances.

SECTION 3 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, investment funds or accounts, or other depositories as the Board may select, or as may be selected by an officer or officers of the Corporation to whom such power may from time to time be delegated by the Board.

SECTION 4 GIFTS. The Board may in its discretion accept or decline from time to time on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE XIV: BOOKS AND RECORDS

BOOKS, RECORDS AND MINUTES. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any Director and his or her authorized attorney or agent for any proper purpose at any reasonable time.

FINANCIAL REPORTS. The treasurer shall ensure preparation of a financial report of the Corporation quarterly and at the end of the fiscal year which he/she shall present to the Board. At random times during the fiscal year and/or any change in Treasurer, a review shall be made by a three-member committee of the Board of Directors or its agents. An audit may be performed every five years or at the discretion of the Board of Directors.

SECTION 3 FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June of the following year.

ARTICLE XV: INDEMNIFICATION

RIGHT OF INDEMNITY. To the fullest extent provided by law, the Corporation shall indemnify its Directors, officers, and other persons described in Section 30-30-626 of the Idaho Code including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “action, suit or proceeding,” as those terms are used in that Section, and including an action by or in the right of the Corporation, by the reason of the fact that the person is or was a person described in that Section.

ADVANCEMENT OF EXPENSES. To the fullest extent provided by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 30-30-626, Idaho Code in defending any proceeding covered by that Section may be advanced by the Corporation before final disposition of the action, suit or proceeding, on receipt by the Corporation of an undertaking on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE XVI: INSURANCE

The Corporation shall have the right to purchase and maintain insurance to the fullest extent provided by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officers’, Directors’, employees’, or agents’ status as such.

ARTICLE XVII: CONFLICTS OF INTEREST

The Board shall adopt and maintain, as amended from time to time, a policy governing the conduct of Directors in cases of conflict of interest.

**AMENDED AND RESTATED 2026 BYLAWS
NORTH IDAHO COLLEGE BOOSTERS, INC.**

Page 7

ARTICLE XVIII: AMENDMENTS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the entire Board at any regular meeting or any special meeting, if at least seven (7) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

The foregoing Amended and Restated Bylaws were duly adopted by the Board on this 14th day of May, 2026 and made effective upon approval by the Members of the Amended and Restated Articles of Incorporation at the annual meeting of Members held on the ___ day of June, 2026.

Pat Clevinger, President

Robert Schmidt, Vice President