

# **ARTICLES OF INCORPORATION OF Weiser Architectural Preservation Committee, Inc.**

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned citizens of the United States and of lawful age, have today voluntarily associated ourselves for the purpose of forming a non-profit, cooperative association under the provisions of Chapter 3 Title 30, Idaho Code, all other laws of the State of Idaho pertaining thereto, and we hereby certify as follows:

## **ARTICLE I**

The name of this corporation shall be the Weiser Architectural Preservation Committee, Inc.

## **ARTICLE II**

The purpose of this corporation is to unite and educate individuals interested in preserving historic structures in the Weiser area. Our primary objective is to foster appreciation for architecturally significant historical buildings and features of the community. To achieve this, we collect information, objects, and materials related to the history and development of the Weiser area, carry on educational programs designed to protect, preserve, and promote historically significant properties in the area. To support our purpose, we may acquire, hold manage, and operate real and personal property, as well as sell, convey, or exchange such property when advisable. We seek to engage in any lawful activities that support the corporation's purpose. The corporation will exercise all powers conferred by law on similar nonprofit organizations qualifying under Section 501(c)(3) of the United States Internal Revenue Code, without the intention of pecuniary profit. (Revision approved by unanimous board decision 11-05-24)

## **ARTICLE III**

This corporation shall have perpetual existence.

## **ARTICLE IV**

Qualifications of members shall be provided in the Bylaws of the corporation. The rights and interests of all the members shall be equal, and no member shall have or acquire greater interest therein than any other member. This corporation shall never issue any capital stock. No member of the corporation shall ever receive any part of the net earnings of said corporation, but shall not be debarred from receiving payment of services actually rendered or material furnished, and each member agrees that all funds of this

Bylaws adopted 06-06-06.

Bylaws amended 05-03-11.

corporation shall be used solely and exclusively to carry out and to attain the objectives of this corporation.

#### **ARTICLE V**

The number of directors of this corporation shall be not less than three, each of whom shall be a member of this corporation, and the number, qualifications, and terms of office, manner of election, time and place of calling meetings, and powers and duties of the directors shall be prescribed in the Bylaws of the corporation. The Board of Directors shall have power to conduct all of the affairs of the corporation.

#### **ARTICLE VI**

The officers of this corporation shall be a president, vice-president, secretary and treasurer, and such other officers, as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the Bylaws of the corporation. Officers shall be chosen by and shall hold office during the pleasure of the Board of Directors.

#### **ARTICLE VII**

An annual meeting of the membership of the corporation shall be held upon the date provided for in the Bylaws of the corporation.

#### **ARTICLE VIII**

In the event of dissolution of the corporation, the disposal of assets or property shall be determined at the time of such dissolution by the directors.

#### **ARTICLE IX**

These articles may be amended after 10 days written notice to all members, by a majority of the members voting a regular meeting or at a special meeting called to consider amendments.

#### **ARTICLE X**

The name and addresses of the Board of Directors are:

Anthony Edmondson, President	598 Pioneer Road, Weiser, ID 83672
Steven C. Clausen, Vice-President	206 West Court Street, Weiser, ID 83672
Julie Chandler, Secretary	1134 State Street, Weiser, ID 83672
Artis Lantz, Treasurer	329 West Idaho Street, Weiser, ID 83672

#### **ARTICLE XI**

Bylaws adopted 06-06-06.  
Bylaws amended 05-03-11.

The street address of the office of this corporation is at 30 East Idaho, Weiser, Idaho 83672, and the mailing address of the corporation is P.O. Box 185, Weiser, Idaho 83672.

The names and addresses of the incorporators are:

Anthony L. Edmondson	598 Pioneer Road, Weiser, ID 83672
Steven C. Clausen	206 West Court Street, Weiser, ID 83672
Cheri L. Clausen	206 West Court Street, Weiser, ID 83672

***Signatures of Incorporators:***

_____	Anthony L. Edmondson
_____	Steven C. Clausen
_____	Cheri L. Clausen

# **BYLAWS OF**

## **Weiser Architectural Preservation Committee, Inc.**

### **ARTICLE I**

#### **Name and Non-Profit Policy**

##### **Section 1. Name**

This corporation is and shall be known as Weiser Architectural Preservation Committee, Inc., hereinafter referred to as "WAPC."

##### **Section 2. Non-Profit Policy**

WAPC shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its constitution, as the same may from time to time be amended.

### **ARTICLE II**

#### **Mission Statement**

##### **Section 1. Mission Statement**

Our mission is to preserve and promote the historical resources of the greater Weiser area through education, interpretation, and community action.

### **ARTICLE III**

#### **Membership and Dues**

##### **Section 1. Membership**

Any person interested in the purposes of WAPC who applies for membership in an appropriate classification of membership and who tenders the necessary dues shall thereby become a member. Term of membership runs on a calendar year basis and dues are not prorated. Dues shall be payable by the date of the annual general membership meeting for the following year, and members in arrears more than six months after payment is due shall be dropped from membership.

##### **Section 2. Dues**

Annual dues for individual members shall be \$15.

Annual dues for family members shall be \$30.

Annual dues for business or institutional members shall be \$50.

One-time fee for lifetime membership shall be \$250.

Business Sponsor shall be \$500.

**ARTICLE IV**  
**Schedule and Quorum for Meetings**

**Section 1.**

General membership meetings of WAPC shall be held at least semiannually as announced.

**Section 2.**

Special meetings may be called by the President.

**Section 3.**

The Board of Directors shall meet quarterly as announced. Special meetings of the Board of Directors may be called by the President.

**Section 4.**

One-fifth of the active members of WAPC shall constitute a quorum at general membership meetings.

**ARTICLE V**  
**Board of Directors**

**Section 1.**

The business of WAPC shall be managed by a Board of Directors consisting of nine (9) members, together with the officers of WAPC.

**Section 2.**

The directors to be chosen for the ensuing term shall be elected by the general membership at the annual meeting of WAPC and they shall serve for a term of two years.

**Section 3.**

The Board of Directors shall have the control and management of the affairs and business of WAPC. Such Board of Directors shall only act in the name of WAPC when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

**Section 4.**

Fifty-one (51%) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held monthly or as announced.

**Section 5.**

Each director shall have one vote and such voting may be done by proxy.

**Section 6.**

Bylaws adopted 06-06-06.  
Bylaws amended 05-03-11.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

**Section 7.**

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

**Section 8.**

The President of WAPC by virtue of his or her office shall be Chairman of the Board of Directors.

**Section 9.**

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of WAPC.

**ARTICLE VI  
Officers**

**Section 1. Election of Officers**

The Board of Directors shall elect a President, a Vice-President, a Secretary, and a Treasurer of WAPC. Each officer shall be elected from among the Directors at the first meeting following the semiannual meeting of the general membership for a term of two years. Any vacancy in the above offices shall be filled by the Board of Directors as soon as practicable.

**Section 2. Removal**

At any meeting of the Board of Directors duly called, any Officer of WAPC may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Semiannual Meeting of the Board.

**Section 3. President**

The President shall be the presiding officer of the Board of Directors with the power and duty to exercise general supervision over the affairs and operations of WAPC. He or she shall act as Chairman of and preside at all meetings of the Board and of the Executive Committee. He or she may serve on any committee, except the Nominating Committee, in addition to the appointed members. The President shall have such other powers and duties as may be designated by the Board.

**Section 4. Vice-President**

At the request of the President or in his or her absence or during his or her disability, the Vice-President shall perform the duties and exercise the functions of the President. The

Vice-President shall have such other powers and duties as may be designated by the Board of Directors or the President.

#### **Section 5. Secretary**

The Secretary shall be responsible for the keeping of Minutes of all meetings of the general membership and of the Board of Directors. He or she shall see that all notices and meeting announcements are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall act as a clearinghouse for general membership information as directed by the President, and shall be responsible for the custody of the records. The Secretary shall have such other powers and duties as may be designated by the Board or the President.

#### **Section 6. Treasurer**

The Treasurer shall have supervision over the financial records of WAPC. The Treasurer shall provide the Board of Directors at each of its regular meetings with a statement of the financial condition of WAPC. He or she shall serve as Chairman of the Finance Committee, if such a committee is established, and shall have such other powers and duties as may be designated by the Board.

### **ARTICLE VII Committees**

#### **Section 1.**

WAPC shall have the following standing committees:

- (a) Archives Committee. Responsible for collecting, organizing, and preserving newspaper articles, fliers, and other publications related to WAPC activities.
- (b) Historic Sites and Artifacts Committee. Responsible for establishing the historic validity of sites; for identifying historic sites; for arranging tours of sites; for collecting, cataloging, cleaning, repairing, and storing historic objects; for arranging exhibits, and the correct historic interpretation of these exhibits.
- (c) Publications Committee. Responsible for finding ways and means for publishing educational and informational brochures; for publicity, including media coverage; and for publishing newsletters for members.
- (d) Properties Committee. Responsible for the care and upkeep of WAPC properties; for the management of lease agreements; for the collection of rent; for conducting and reporting sites needs assessments to the Board of Directors; and for recommending long-term goals for sites.
- (e) Program Committee. Responsible for arranging and managing Signature Events and other suitable programs.
- (f) Membership Committee. Responsible for developing and managing a welcome wagon function; for membership drives; for processing new candidates for membership; for collecting dues; and for maintaining a current contact list for the Secretary and President.

- (g) Nominations Committee. Responsible for making nominations for members of the Board of Directors.
- (h) Grants Committee. Responsible for seeking, preparing, and coordinating the administration of grants that advance the mission of WAPC.

**Section 2.**

The President of the Board of Directors shall appoint chairmen of the standing committees. The committee chairmen shall seek volunteers to serve on committees and shall provide reports at all monthly Board meetings.

**Section 3.**

Other committees, standing or special, may be appointed by the president as directed by WAPC or the Board of Directors, except that the nominating committee shall be appointed by the Board of Directors.

**ARTICLE VIII  
Parliamentary Authority**

**Section 1.**

The rules contained in *Robert's Rules of Order* shall govern the proceedings of WAPC except in such cases as are governed by the Bylaws.

**ARTICLE IX  
Amendment to the Bylaws**

**Section 1.**

These Bylaws may be amended at any regular or special meeting by a two-thirds (2/3) vote of those voting, provided notice was given at the previous meeting. Or they may be amended at a special meeting called for that purpose, with previous notice and a two-thirds (2/3) vote. All proposed amendments shall be submitted in writing.