

BYLAWS  
OF  
AMERICAN LANDS ACCESS ASSOCIATION, INC.  
An Idaho Nonprofit Corporation

ARTICLE I – OFFICES

Section 1 – **REGISTERED OFFICE.**

The Registered office of the American Lands Access Association, Inc. an Idaho nonprofit corporation (the “Corporation”), to be maintained in the state of Idaho shall be located at P.O. Box 23 (8 Holland Lane), Tendoy, ID 83468 and may be changed from time to time by the Board of Directors. The Corporation shall maintain at its registered office a record of the names and addresses of its members entitled to vote and any other records required to be maintained in Idaho.

Approved 8-1-09, Billings, MT.

Section 2. **ADDITIONAL OFFICES.** The Corporation may have such other offices (either within or outside Idaho) as the Board of Directors may designate or as the operation of the Corporation may require from time to time.

ARTICLE II – MEMBERS

Section 1. **ADMISSION TO MEMBERSHIP.** Unless specifically excluded by the Board of Directors, any person or entity shall be admitted as a member of the Corporation upon payment of the annual dues set by the Board of Directors for the calendar year in which such person applies for membership. Unless provided otherwise by the Board of Directors, memberships shall expire on December 31<sup>st</sup> of each year and may be renewable annually. Conditions of membership and procedures for the suspension or termination of a membership by the Corporation may be established from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board of Directors.

Section 2. **VOTING RIGHTS.** General members of the Corporation shall have the right to vote for Directors as provided in Article III, but shall have absolutely no other voting rights unless specifically declared by a two-thirds majority of the Board of Directors (in which case the vote shall occur on the terms and conditions prescribed by the Board of Directors). All Directors shall be members of the Corporation and in their joint capacity as members and Directors shall hold all other voting and managerial rights.

Section 3. **MEMBERS.** Classes of Members. The Board of Directors may provide for multiple classes of membership based upon the level of contributions or other criteria: including Life and Honorary Members, provided, however that for purposes of voting for Directors, all members shall have equal voting rights.

Approved: 8-1-09, Billings, MT.

## ARTICLE III – MEETINGS

### Section 1 – **ANNUAL MEETINGS**

An annual meeting of the officers, directors and membership shall be held each year during the AFMS/Regional Combined Convention and Show. Day, Time and Place to be determined by the President.

First order of business at this meeting shall be for the membership to elect Directors. New Directors shall be seated at the conclusion of the meeting. All other business of the corporation including election of officers shall be voted on by the Directors and Officers only.

An ALAA meeting will be held each year during the Quartzsite Pow Wow. President will arrange time, day and place. Notification will be in the ALAA Newsletter as well as on the ALAA website.

Approved Anaheim Park Hotel, Fullerton, CA Sun. June 20, 2010

### Section 2 – **SPECIAL MEETINGS**

Special meetings may be called by the President or five (5) members of the Board, or at the request of not fewer than 10% of the members of the corporation. Special meetings shall be held at such day, time and place as the President may determine, or the President may arrange for such meeting by a telephone conference or by email.

Approved 8-1-09, Billings, MT

### Section 3 – **NOTICE OF MEETINGS**

It shall not be necessary for notice of annual or special meetings to be given each member entitled to vote at such meeting. Notification may be given in

- (a) word of mouth (phone)
- (b) Notice in Newsletters
- (c) Mail or E-mail to the last known address of the member

Approval 8-1-09, Billings, MT

Section 4. **OFFICERS OF THE MEMBER’S MEETING.** The presiding Officer at member’s meetings shall be the President of the Corporation or, in the absence of the President, the Vice President, or in the absence of both the President and Vice President, a Chairman elected by the Directors present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as Secretary of a member’s meeting.

Section 5. **QUORUM AND VOTING REQUIREMENTS.** For purposes of voting for new Directors, the lesser of ten members or one-tenth (1 /10) of the members entitled to vote, represented in person, shall constitute a quorum at a meeting of the members. The members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Every member entitled to vote for new Directors shall have the right to vote for as many persons as there are

Directors to be elected, or to cumulate his/her vote by giving one candidate as many votes as the number of such Directors to be elected, or by distributing such votes on the same principle among any number of such candidates as provided in Idaho Code Section 30-313. No proxies or absentee votes shall be allowed.

## ARTICLE IV – DIRECTORS

Section 1. **GENERAL POWERS AND STANDARD OF CARE.** All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors except as may be otherwise provided in the ACT OR ARTICLES. A Director shall perform his or her duties in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A person who so performs such duties shall have no liability by reason of being or having been a Director of the Corporation.

### Section 2 – **NUMBER, TENURE and QUALIFICATIONS**

The number of Directors shall not be less than three (3). There shall be three (3) Permanent Directors; these shall be the Editor, Webmaster and Registered Agent. These Directorships are the persons holding the jobs listed and are replaced when necessary.

Newly elected Directors shall take office immediately after the Annual Meeting..

Until these bylaws are amended, the number of Directors (permanent and elected) shall be fifteen (15), each elected Director shall hold office for three (3) years. These Directors may replace themselves.

Approved 8-1-09, Billings, MT

### Section 3 – **VACANCIES**

If a Director resigns or is removed, the President, with Board approval, shall replace that Director with a person who will serve the remainder of the term that person is replacing. At that time, the Appointee may run for reelection for a period of three (3) years. If the Appointee chooses not to run, then a new Director will be elected for a period of three (3) years

Approved 8-1-09, Billings, MT

### Section 4 – **REMOVAL of DIRECTORS**

Any Director may be removed from office for cause by two-thirds (2/3) majority vote of the total Officers and Directors.

Approved 8-1-09, Billings, MT

### Section 5 – **ANNUAL MEETING**

An Annual meeting of the Board of Directors shall be held each year during the AFMS/Regional combined convention and show. Day, time and place to be determined by the President.

Approved 8-1-09, Billings, MT

Section 6 – **SPECIAL MEETINGS**

Special Meetings of the Board of Directors may be called by the President or any five (5) Directors. The person or person calling for a special meeting shall arrange for a day, place, and time for such meeting. Or may arrange for such meeting via telephone conference or by e-mail.

Approved 8-1-09, Billings, MT

Section 7 – **NOTICE OF MEETINGS**

Notice of any special meeting of the Board of Directors shall be given at least one (1) week previous thereto by written notice, delivered personally or sent by mail or E-mail to each Director at his/her address as shown on the records of the Corporation. The purpose of any special meeting of the Board shall be specified in the notice.

Approved 8-1-09, Billings, MT

Section 8 – **QUORUM** Four (4) or more of the Officers and Directors in attendance shall constitute a quorum for the transaction of business at any meeting of the Board. Once a quorum is established it shall remain for the duration of the meeting. Defeated in Austin Approved 1-22-16 in Quartzsite.

Section 9. **MANNER OF ACTING.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if fewer than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. Once a quorum is established, it shall remain for the duration of the meeting.

Section 10. **INFORMAL ACTION.** Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action taken shall be signed by a majority of the Directors.

Section 11. **OPEN MEETINGS.** It is the intent of the Corporation to conduct its business in open sessions whenever possible. However, those circumstances where the Board is discussing or acting upon strategy with respect to litigation, implementation of security systems, purchase of property, interviews with prospective employees, and discussion of personnel matters, the meeting shall be closed. On any other matter which the Board feels must be dealt with in a confidential manner, the Board may close its meeting to the members of the Corporation and the general public. An affirmative two-thirds (2/3) vote of the Board members present is necessary to close the meeting.

Section 12. **COMPENSATION.** The Officers and Directors shall serve without compensation unless expressly provided by the Board of Directors, but reasonable

expenses incurred may be reimbursed when expended for and in the interest of the Corporation and approved by the Board of Directors.

Section 13. **DIRECTOR CONFLICTS OF INTEREST.** No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are Directors or Officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because such Director's or Director's votes are counted for such purposes, if:

- A. the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Directors; or
- B. the contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

Section 14. **LOANS TO DIRECTORS.** The Corporation shall not lend money to or use its credit to assist its Directors or Officers.

## ARTICLE V – OFFICERS

Section 1. **NUMBER AND TITLE.** The officers of the Corporation shall be president, one or more vice presidents, (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect one or more assistant secretaries or one or more assistant treasurers as it may be felt desirable. Any two or more offices may be held by the same person, except the office of president and the office of secretary.

Section 2. **ELECTION AND TERM OF OFFICE.** The Officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible. Each officer shall hold office until their successor shall be duly elected and qualified.

Section 3. **VACANCIES.** Vacancies may be appointed by the President, with the approval of the Directors, until the following ALAA Annual Business Meeting.

Approved: 8-1-09 Billings, MT

Section 4. **REMOVAL.** Any Officer elected or appointed by the Board of Directors may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the total Board whenever, in its judgment, the best interest of the Corporation would be served thereby.

Section 5. **PRESIDENT.** The President shall preside at all meetings of the Board of Directors and the general membership. She/he may sign with the Secretary, or any other proper officers of the Corporation authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation. In general, she/he shall perform all duties incident to the office of the President and such other duties which shall be prescribed by the Board of Directors from time to time.

Section 6. **VICE PRESIDENT.** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there shall be more than one Vice President, the Vice Presidents in order of their election) 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. Any Vice President shall perform other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. **SECRETARY.** The Secretary shall keep the permanent minutes of the meetings of the Board of Directors 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 Corporation records; keep a register of the name and post office address of each member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 8. **TREASURER.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; the Treasurer shall assure that the bookkeeper receive and give receipts for money due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in such bank or other financial institution as shall be selected by the Board of Directors, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer, as directed by the Board of Directors or a subcommittee thereof, shall prepare an annual operating budget showing income and expenses to be presented to the Board for Approval at the annual regular meeting of the Board of Directors.

Section 9. **SALARIES.** The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the Corporation.

## ARTICLES VI. COMMITTEES

Section 1. **EXECUTIVE COMMITTEE.** The Executive Committee, if one is deemed necessary by the Board shall consist of the Officers of the Corporation and, by the Board decision, the chairpersons of the standing committees. The powers of this committee shall be determined by the Board.

Section 2. **OTHER STANDING COMMITTEES.** The Board of Directors may establish such additional committees as are necessary and appropriate to carry out the business of the Corporation. Committees designed by the Board of Directors may be composed entirely of officers, entirely of members of the Board of Directors, or may include members of the Corporation. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors. The chairperson of each standing committee shall be appointed by the Board of Directors.

Section 3. **DUTIES.** The duties, responsibilities, authority, and composition of all standing committees and ad hoc committees shall be stated in writing and adopted by resolution of the Board of Directors.

Section 4. **TERM OF OFFICE.** All committee members shall serve until the first annual meeting following their appointment or until their successors have been appointed.

Section 5. **REPORTS.** Each committee shall periodically submit activity reports to the Board of Directors.

## ARTICLE VII. MISCELLANEOUS

Section 1. **INDEMNIFICATION.** The Corporation shall indemnify any director, officer or former director or officer of the Corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suite or proceeding, civil or criminal, in which she/he is made a party by reason of being a director or officer, except in relation to matters as to which she/he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

Section 2. **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, savings and loans associations, trust companies, or other depositories as the Board of Directors may elect.

Section 3. **CONTRACTS.** The Board of Directors may authorize any officer(s) or agent(s) of the Corporation in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4. **CHECKS, DRAFTS, ETC.** All checks, drafts, or others for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such person and in such manner as shall from time to time be

determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or assistant Treasurer.

Section 5. **FISCAL YEAR.** The fiscal year of the Corporation shall be the calendar year.

Section 6. **INVESTMENT.** Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

Section 7. **ANNUAL REPORTS.** The financial books and records of the Corporation shall be closed annually and appropriate reports shall be prepared.

Section 8. **BOOKS AND RECORDS.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and address of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time and upon reasonable notice.

Section 9. **GIFTS.** The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for general purposes or for any special purposes of the Corporation.

Section 10. **DUES.** Membership dues shall be established at \$25. per single person or a couple. Society dues shall be established at \$50.

New member and Society dues paid after July 15<sup>th</sup> shall be considered as paid in full for the following calendar year.

Dues are due on the 1<sup>st</sup> of January and are delinquent on February 15<sup>th</sup> of the calendar year and will be taken off the membership rolls.

By email ballot Dec 3, 2012.

Section 11. **PARLIMENTARY PROCEDURE.** All meetings of the Board of Directors and membership shall be governed by Robert's Rules of Order (Current Edition), unless contrary procedure is established by the Articles of Incorporation or these Bylaws, or by resolution of the Board of Directors.

Section 12. **BONDING.** The Board of Directors may require the Treasurer and any other officer or employee of the Corporation to give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Corporation shall pay the premium required for such bonds.

## ARTICLE VIII. AMENDMENTS



These Bylaws may be altered, amended, or repealed and a new set of Bylaws adopted by a two-thirds (2/3) majority vote of the Board of Directors. At least ten (10) days prior written notice setting forth a proposed action and time and place of the meeting shall be given all Directors.

#### SECRETARY'S CERTIFICATION

This is to certify that the foregoing Bylaws have been duly adopted by the Board of Directors pursuant to the Organizational Consent of the Directors.

Dated August 14 Date of Incorporation, State of Idaho 1992

Secretary R.L Cranston

Brunswick, Ohio, first meeting, July 24, 25, 1992

Date Signed R.L Cranston

#### ALAA POSITION STATEMENT

ALAA supports sound land management that offers adequate protection for the environment while protecting public access to public lands.

ALAA believes that environmental protection and recreation can co-exist with proper land management and reasoned accountability.

Approved: Anaheim Park Hotel, Fullerton, CA Sun. June 20, 2010