

# BYLAWS OF NORTH IDAHO WATER POLO, INC.

## ARTICLE ONE - ORGANIZATION

The official name of this organization shall be North Idaho Water Polo Inc. (hereinafter referred to as the “NIWP”). The organization is a nonprofit public benefit corporation.

## ARTICLE TWO - OFFICES

**Section 1. Principal Office.** The principal office of NIWP for its transaction of business is located at 1754 S Painted Trail Rd., Coeur d’Alene, Idaho, 83814. The Board of Directors shall have the power and authority to establish and maintain branch or subordinate offices at any other locations within Idaho.

**Section 2. Change of Address.** The Board of Directors is granted full power and authority to change the principal office of NIWP from one location to another in Idaho. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

## ARTICLE THREE - CORPORATE PURPOSES AND LIMITATIONS

**Section 1. General Purposes.** NIWP is organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law (the “Code”), including for such purposes the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. NIWP may further transact any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act of the State of Idaho, so long as it does not conflict with the above.

**Section 2. Powers and Limitations.** NIWP, being organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Code, may for such purposes make distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. NIWP may further transact any or all lawful business, so long as it does not conflict with the above. No part of the net earnings of NIWP shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that NIWP shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation. No substantial part of the activities of NIWP shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and NIWP shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Bylaws, NIWP shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 3. Dissolution.** Upon the dissolution of NIWP, it shall, after paying or making provision for the payment of all of its liabilities, distribute all of its assets exclusively for one or more exempt purposes in such manner, or to such organization or organizations, organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as the Board of

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Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in the county in which the principal office of NIWP is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE FOUR - BOARD OF DIRECTORS**

**Section 1. General Powers.** The business and affairs of NIWP shall be managed by its Board of Directors (the "Board").

**Section 2. Number.** The number of directors of NIWP shall be not less than three (3) and not more than seven (7). No decrease shall have the effect of shortening the term of an incumbent director.

**Section 3. Tenure, and Qualifications.** Each director shall hold office until the next annual meeting of the Board and until his or her successors have been elected and qualified. Directors of NIWP must be residents of the State of Idaho or live in the greater Spokane area. Terms may not exceed 5 years.

**Section 4. Regular Meetings.** A regular annual meeting of the Board shall be held without other notice than these Bylaws. The Board may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

**Section 5. Special Meetings.** Special meetings of the Board may be called by the President or any Vice-President or the Secretary or any two directors, and shall be held at the principal office of NIWP or at such other place as the Director may determine.

**Section 6. Notice.** Special meetings may be held on four (4) days' notice by first class mail, postage prepaid, or on 48 hours' notice delivered by e-mail, or by telephone.

**Section 7. Quorum.** A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

**Section 8. Board Decisions.** Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles of Incorporation, or these Bylaws.

**Section 9. Presumption of Assent.** A director of NIWP who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of NIWP immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 10. Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the directors. In the event a decision requires approval prior to the next regularly scheduled meeting, an email may be sent to the Board, all of whom are encouraged to respond. A vote undertaken by email requires two-thirds (2/3) approval, as opposed to a simple

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majority.

**Section 11. Election of Board of Directors.** At the annual meeting of members, the members shall elect Directors to hold office for a term of 1 year (except for the initial elected Board of Directors, which shall be from the time of election to October 31 of the following year). A Director's term shall commence October 1st of the year in which he or she is elected. Each Director shall hold office for the term for which such Director is elected and until such Director's successor shall have been elected and qualified. Directors shall be members of the Corporation, but need not be residents of the State of Idaho, and may include members of the community without a water polo player on the team, per BOD discretion. The initial Board of Directors will be elected at a meeting called by the incorporator(s) of the organization. At the same meeting, the organization of the incorporation will be completed.

**Section 12. Removal of Directors-Removal for Cause.** If, in the judgment of the Board of Directors, good and sufficient reasons exist, a Board member may be dismissed from the Board upon a two-third (2/3) majority vote of the Board.

**Section 13. Resignation of Director.** Any director may resign effective on giving written notice to NIWP's President, Secretary, or the Board. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**Section 14. Participation.** A member of the Board of Directors who has been absent from three (3) consecutive regular meetings of the Board of Directors without notice may be removed from the Board by a majority vote.

**Section 15. Vacancies in the Board-Causes.** Vacancies on the Board occur: (1) on the death, resignation, or removal of any director; and (2) whenever the number of authorized directors is increased.

**Section 16. Filling Vacancies by Directors** Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a director pursuant to Article Four, Section 12 of these Bylaws, vacancies on the Board may be filled by approval of the Board, or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office; (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice as provided in these Bylaws; or (3) a sole remaining director.

**Section 17. Non-Voting Members of the Board.** The board will also include the Head Coach as a non-voting member of the board. This position will not count towards meeting quorum requirements. The purpose of this position is to advise the board on decisions of the club, given the coach's understanding of the parents, players, membership in various water polo organizations, abilities of the club, tournament options, etc. The Head Coach will recuse him/herself from any discussion or voting related to their position, including salary or any other reimbursement from the organization.

## ARTICLE FIVE - OFFICERS

**Section 1. Number.** The Officers of NIWP shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. Vice President and other officers as may be deemed necessary may be elected or appointed by the Board. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

**Section 2. Appointment and Resignation.** The Officers will be chosen by the Board and serve at the pleasure of

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the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to NIWP without prejudice to the rights, if any, of NIWP under any contract to which the officer is a party.

**Section 3. President.** The President shall be the chief executive officer of NIWP and shall, at the direction of the Board, supervise all of the business and affairs of NIWP. The President shall preside at all meetings of the Board. S/he shall appoint all committees, temporary or permanent. S/he shall be one of the Officers who may sign checks or drafts of NIWP. S/he shall discharge all duties incident to the office of President.

**Section 4. Treasurer.** The Treasurer shall have the care and custody of all monies and securities belonging to NIWP. S/he shall be one of the Officers who may sign checks or drafts of NIWP. S/he shall render at stated periods as the Board shall determine a written account of the finances of the organization. The Treasurer shall exercise all duties incident to the Office of Treasurer and such other duties as may be assigned to the Treasurer by the President or the Board.

**Section 5. Secretary.** The Secretary shall (a) keep the minutes and records of NIWP in the appropriate books; (b) see that all notices are duly given in accordance with the provisions of these Bylaws; (c) be custodian of NIWP records; (d) in general perform all duties incident to the Office of Secretary and such other duties as may be assigned to the Secretary by the President or the Board.

**Section 6. Removal.** Any Officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of NIWP would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 7. 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.

**Section 8. Powers and Duties.** The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the Board. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to NIWP.

**ARTICLE SIX - MEMBERS**

**Section 1. Admission to Membership.** The parents or legal guardians of players duly enrolled and in good standing with NIWP or a member of the Board of Directors shall be admitted as members of the Corporation.

Good standing is partially defined as maintaining currency in dues and fees.

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.

Each member shall have one (1) vote for each player enrolled and in good standing with NIWP. Member's sole voting role is to elect the members of the board. All other decisions affecting the club will be made by the board. At least one meeting per year will be required in order to elect the following year's Board of Directors and shall be held in the month of September or October. Positions on the board are as follows: President, Secretary, Treasurer and other positions as directed by the existing board.

Membership Suspension and Termination:

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A. Suspension of Membership for Conduct. Any members may be suspended and players barred from practice and competition as determined by the Board of Directors for conduct unbecoming a member of the NIWP team as outlined in the NIWP Code of Conduct. Any coach can initiate suspension from practice and competition. The Board of Directors will review and authorize the suspension. Parent membership shall not be affected by temporary suspension of a player from practice or competition imposed by the coach as a disciplinary measure. Team coaches are considered members of the club for purposes of this paragraph only.

B. Suspension of Membership for Delinquent Dues. Any member(s) may be suspended and players barred from practice and competition for non-payment of dues or fees. Non-payment of dues or fees for one month shall result in notification to the member of the monies owed and the consequences of continued delinquency. Non-payment of dues of fees for two months shall result in notification and suspension from practice and competition. Dues must be current at the beginning of each season for a player to be allowed in the pool and be eligible for tournaments.

C. Termination of Membership for Inactivity. Membership of parents shall be terminated if the team member retires or becomes inactive. Termination, inactivity or retirement shall not relieve the member of the obligation to pay all fees and charges accrued but unpaid at the time of leaving NIWP.

D. Termination of Membership for Conduct. Repeated offenses and delinquencies are subject to termination of membership by a majority vote of the Board of Directors

**ARTICLE SEVEN - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NIWP, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of NIWP and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, or Orders.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NIWP shall be signed by such officer or officers, agent or agents of NIWP and in such manner as shall from time to time be determined by resolution of the Board.

**Section 4. Deposits.** All funds of NIWP not otherwise employed shall be deposited from time to time to the credit of NIWP in such banks, trust companies, or other depositories as the Board may select.

**Section 5. Other Funds.** The Board or the President may accept on behalf of NIWP any contribution, gift, bequest or devise for the general purposes or for any special purpose of NIWP.

**ARTICLE EIGHT - GRANTS & CONTRIBUTIONS**

The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Articles of Incorporation and these Bylaws shall be within the exclusive power of the Board, subject to the provisions set forth in Section 501(c)(3) of the Code.

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**ARTICLE NINE – FINANCES**

**Section 1. Fiscal Year.** The fiscal year of NIWP shall begin on the 1<sup>st</sup> day of October and shall end on 30th day of September of the following year.

**Section 2. Budget.** The President and Treasurer are to prepare a budget for approval by the Board of Directors. The budget shall take into consideration estimates of expenditures for the ensuing year and review of various possible income sources. As passed by the Board with or without modification, this budget shall be the appropriation measure of NIWP. After the final adoption of the budget, no indebtedness shall be incurred, or additional expenditures made, unless approved by majority vote of the Board of Directors.

**ARTICLE TEN - INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS**

**Section 1. Indemnification and Insurance.** The Board shall cause to be obtained and maintained general liability insurance which includes coverage for Directors, Officers and Volunteers, as well as for employment practices. Indemnification will be provided consistent with the terms of liability insurance acquired.

**ARTICLE ELEVEN - CONFLICT OF INTERESTS**

Any Director, Officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any material and relevant facts known to such person about the contract or transaction which might reasonably be construed to be adverse to NIWP’s interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interests exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or a committee of the board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting, and whether there was a quorum present.

**ARTICLE TWELVE – AMENDMENTS**

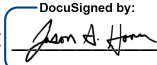
These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board at any regular or special meeting of the Board. Such action may be taken at a regular or special meeting for which written notice shall be given. Such notice shall state the purpose of the meeting and shall set forth the language of the proposed amendments. The bylaws may contain any provisions for the regulation and management of the affairs of NIWP not inconsistent with law or the articles of incorporation.

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CERTIFICATE OF SECRETARY OF NORTH IDAHO WATER POLO, an Idaho Nonprofit Corporation.

I hereby certify that I am the duly elected and acting Secretary of this corporation and that the foregoing Bylaws, constitute the Bylaws of this corporation as duly adopted at a meeting of the Board of Directors held on October 25 2023.

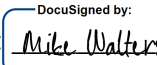
Name: Jason Hover, North Idaho Water Polo Club Secretary

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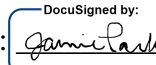
Dated: 10/29/2023

Officers Signatures:

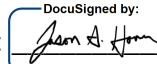
President: Mike Walters

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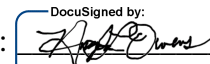
Marketing and Recruiting Director: Jamie Park

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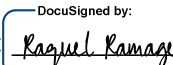
Secretary: Jason Hover

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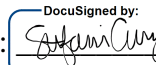
Purchasing Director: Angela Owens

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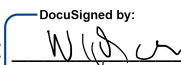
Treasurer: Raquel Ramage

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Social Director: Stefani Curry

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Fundraising Director: Nicole Mohr

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