

BY-LAWS
OF
PRESTO PRESERVATION ASSOCIATION

ARTICLE I

Name and Purpose

Section 1 - Name: The name of this non-profit corporation shall be *Presto Preservation Association*. The principal office of the corporation shall be located in Boise, Idaho.

Section 2 - Purpose: The corporation is organized and formed exclusively for non-profit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) and Section 30-3-22 of the Idaho Code, for the purpose of educational, charitable and literary activities, in such manner as is consistent with the above laws.

Section 3 – Restrictions:

1. No part of the net earnings of the corporation shall inure to the benefit of any Member, Director or Officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation by such persons affecting one or more of its purposes), and no Member, Director or Officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. Any and all property, both real and personal, which may be owned by this corporation at any time, is and shall always be exclusively and irrevocably dedicated to the stated

- purposes of this corporation. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
2. No part of the assets of the corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying our activities prohibited by these Articles.
 3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
 4. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to the foregoing purposes and no part of the monies, properties or assets of this corporation upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any stockholders of the corporation, except as such stockholder may be a corporation which is exempt from taxation, and particularly the Federal Income Tax.
 5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of

such assets not so disposed of shall be disposed of as directed by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said court shall determine.

ARTICLE II

Members

Section 1 – Eligibility: Membership in the corporation shall be open to any person or organization, regardless of race, color, religion, sexual orientation, gender identification, or gender, interested in furthering the purpose of the corporation.

Section 2 – Classes of Membership:

1. **Active:** Active Members, age 18 or over, shall pay annual dues (see **Section 3 – Dues**) and participate in action programs of the corporation.
2. **Honorary/Emeritus:** Honorary Members shall be those individuals appointed in the discretion of the Directors, and shall have no voting rights.

Section 3 – Dues: Dues shall be determined by the Board of Directors and paid by Active Members prior to August 31st of the ensuing year of membership.

1. Annual dues for Active Members shall include:
 - a. All family members residing at a single address
 - b. A single person
2. Dues for Active Members over 80 years of age shall be waived
3. Dues for the Executive Director shall be waived

Section 4 – Rights and Interests: There shall be one (1) voting right for each Active Member. The rights and interests of all Active Members shall be equal, and no Active Member can have or acquire a greater interest therein than any other Active Member.

Section 5 – Expulsion or Cancellation: There can be no expulsion of a Member or cancellation of the voting rights of a Member so long as the Member complies with the Articles, these By-Laws, and the policies of the corporation, without a two-thirds (2/3rds) majority vote of all Active Members in good standing.

ARTICLE III

Meeting of Members

Section 1 – Annual Meeting: The regular annual meeting of the Members shall be held in conjunction with the Just/Reid family reunion at a time and place that will be announced to the membership at least 10 days in advance each year.

Section 2 – Special Meetings: Special meetings shall be held when called, as provided elsewhere in this Article.

Section 3 –Representation, Proxy, Cumulative Voting: A representation of a majority of the Active Members of the corporation shall be necessary for the transaction of business at all meetings of Members, except that a smaller representation may adjourn the meeting, and at such meetings proxies, duly appointed, shall be allowed, such proxies to be written and filed with the Secretary. Only those appearing as Active Members of record on the corporation's books shall be entitled to vote and each shall be entitled to one vote.

Section 4 – Notice: Written notice of the time, place and purpose of all meetings, including annual meetings, shall be given by the Secretary, or other person authorized so to do, to all Members entitled to vote at such meetings, at least ten (10) days prior to the day named for the meeting. If such written notice is placed in the United States mail, postage prepaid, and addressed to a Member at their last known post office address, or to such address as may have been filed with the Secretary by such Member, notice shall be deemed

to have been given him. Notice of the time, place and purpose of any meeting may be waived by the written assent of a Member entitled to notice before or after the holding thereof, or shall be conclusively deemed given him if he be personally present at the meeting.

Section 5 – Quorum: The Active Members holding twenty (20) percent of eligible votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the Members, a majority of the Active Members present may adjourn the meeting without further notice.

ARTICLE IV

Directors

Section 1: The business and affairs of the corporation shall be conducted and controlled by a Board of not less than three (3) and not more than fifteen (15) Directors to be elected annually by the Active Members at their annual meeting. Excepting as may otherwise be provided herein to the contrary, the term of office of Directors shall be three (3) years. The successors of those serving on the Board of Directors shall be elected at the annual membership meeting. A listing of Board members, Officers, and term-expiration dates shall be maintained on the *Presto Preservation Association* website by the Executive Director or designee.

A Director shall hold office for the term for which they were named or elected and until their successor is elected and qualified, unless sooner removed. Only Active Members in good standing shall be eligible to hold the position of Director.

Section 2 – Powers: The Board of Directors shall have the power:

1. To call meetings of the Members when they deem necessary, in the manner herein above provided, and they shall call meetings of the Members at any time upon written request of twenty (20) percent of the Members in good standing;
2. To make such rules and regulations, not inconsistent with the laws of this State, or of a foreign State where the corporation engages in business, for the guidance of its officers, as they deem necessary or proper;
3. To set annual dues;
4. To incur indebtedness as they deem necessary; and
5. To expend the corporation's monies for the purposes set in the Articles of Incorporation.

Section 3 – Duties: It shall be the duty of the Board of Directors:

1. To cause to be kept a complete record of all its meetings and acts, as well as the meetings of the Members.
2. To present at the regular annual meetings of the Members a full statement showing in detail the assets and liabilities of the corporation and generally the condition of its affairs. A similar statement shall be presented at any other meeting of the Members when required by a majority of the Active Members.
3. To supervise all the acts of the officers and employees.
4. To require the Secretary and/or Treasurer to keep full and accurate books and accounts and prescribe the mode and form of keeping such books.
5. To cause to be issued to Members, in proportion to their several interests, Membership Certificates.

6. To cause the monies of the corporation to be safely kept, designating from time to time the bank, or banks, where the same shall be deposited.

Section 4 – Removal:

1. Any and all Directors may be removed by a majority vote of the Active Members of the corporation at any properly called special meeting of the Members for that purpose.
2. A member of the Board of Directors may be removed at any time by a vote of the remaining members of the Board at any meeting of the Board if, in their judgment, such member, either by illness, neglect, lack of interest, or any other cause, does not adequately attend to their duties or participate in at least two (2) Board meetings in any fiscal year.

Section 5 – Vacancies: Vacancies in the Board of Directors shall be filled by the remaining Members of the Board, and each person so named or elected shall be a Director until his successor is elected, unless sooner removed. The Members may elect his successor at the next annual meeting of the Members, or at any special meeting duly called for the purpose and held prior thereto.

Section 6 – Compensation: No Director or Member shall receive compensation from the corporation by virtue of the status of being a Director or Member, but nothing contained herein shall be construed to preclude any Director or Member from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE V

Meeting of Directors

Section 1 – Annual Meeting: The Board of Directors shall meet at once after the

annual meeting at which they are elected, and shall organize and elect the officers to be elected by them, as provided by these By-Laws, for the ensuing year.

Section 2 – Special Meeting: Special meetings may be called by the President whenever he/she deems it expedient, by causing written or electronic mail notice thereof to be given each Director at least three (3) days before each meeting, and such notice shall specify the purposes of the meeting. If such written notice is placed in the United States Mail, postage prepaid, and addressed to the Director at his last known post office address, or to such address as may have been filed with the Secretary by such Director, notice shall be deemed to have been given him. The President may also cause such notice to be given to any Director personally within the time herein limited. Such notice may be waived by a Director in writing.

Section 3 – Regular Meeting: The Board of Directors shall meet quarterly, or more or less frequently, if deemed expedient by the President. Notice of regular meetings may be given orally by the President at any preceding regular meeting.

Section 4 – Place of Meeting: The meetings of the Board of Directors may be held at such place, whether in this State or elsewhere, as a majority of the Directors may from time to time appoint.

Section 5 – Quorum: A majority of the Board shall constitute a quorum for the transaction of business.

Section 6 – Electronic Voting: As needed, to conduct business and/or financial transactions of the corporation, the President, Secretary, or Executive Director may conduct a vote of the Board of Directors via electronic mail. The person soliciting the electronic vote shall maintain a tally of all votes, including non-responses, and notify the Board of all votes within 30 days after conclusion of the vote, after which action may or may not be taken based on

approval by a majority of the Board or disapproval. The action will subsequently be recorded in the minutes of the next meeting of the Board of Directors.

ARTICLE VI

Officers

Section 1: The officers of this corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, who shall be elected by the Board of Directors; and such other officers and agents, as may be necessary from time to time for the business of the corporation, may be appointed by the Board of Directors. Any of the offices, -excepting that of President, may be combined in one person.

Section 2 – President: The President shall preside at all meetings of the Members; shall sign as President all certificates of stock, and all contracts and other instruments, in writing, which have been first approved by the Directors and/or Members, or which have their subsequent ratification; shall call meetings of the Members whenever deemed it necessary or when required to do so as hereinabove provided; shall have, subject to the advice and control of the Members, the general superintendence of the affairs of the corporation. No contract by any of the officers of the corporation shall be valid without the previous authorization of the Directors or their subsequent ratification.

Section 3 – Vice President: The Vice President shall perform such duties as may be assigned by the Board of Directors. In the absence or inability of the President to act, the Vice President shall perform the duties of the President.

Section 4 – Secretary: The Secretary shall keep a record of all meetings of the Directors and Members; shall keep a book of blank Membership Certificates, fill out and countersign as Secretary all Certificates issued and make corresponding entries upon the stub;

shall sign all *Corporate Resolutions*, in writing, which have been first approved by the Directors and/or Members, or which have their subsequent ratification; and shall discharge such other duties as pertain to the office and such as are prescribed by the Directors.

Section 5 – Treasurer: The Treasurer shall safely keep all money belonging to the corporation and disburse the same under the direction of the Directors, the same to be deposited in a federally insured bank; shall submit a complete statement of corporation accounts at each Director’s meeting and at the annual meeting of the Members; and shall discharge such other duties pertaining to the office as shall be prescribed by the Directors.

Section 6 – Removal: Any officer or officers may be removed at any time by the Board of Directors.

Section 7 – Vacancies: Vacancies in the offices shall be filled by the Board of Directors. Each person so named or elected shall serve in that office until his or her successor is elected, unless sooner removed. The Board of Directors may elect such successor at the next annual meeting, or at any special meeting of the Board of Directors called for that purpose and held prior thereto.

Section 8 – Executive Director: The Board of Directors may appoint an Executive Director to oversee the management of the corporation. The Executive Director shall serve at the pleasure of the Board and shall be an *ex-officio* member of the Board, able to participate in all Board discussions, but without voting rights.

ARTICLE VII

Committees

Section 1 – Committees of Directors: The President shall appoint such committees and committee chairmen as deemed necessary and convenient to carry out such

responsibilities as prescribed to them by the President.

Section 2 – Executive Committee: The Executive Committee shall be comprised of the President, Vice President, Secretary, and Treasurer. This Committee shall have the authority to act on such matters as cannot be held over until the regular meeting of the Board of Directors.

Section 3 – Nominating Committee: The Nominating Committee shall be appointed by the President at least two (2) months before the annual meeting of the Members. The Committee shall report to the Board of Directors at least one (1) month prior to the annual meeting of the Members, submitting a list of candidates for elective offices for the approval of the Board. After the nominees have been selected and approved by the Board, the slate shall be presented to the general membership at its annual meeting.

Section 4 – Standing Committees: The Corporation shall have such standing committees as deemed necessary by the Board. Such standing committees shall be comprised of a chairman appointed by the President and such Members of the corporation and other individuals selected by the chairman of the committee with the approval of the Executive Committee.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Section 1 – Contracts: The Board of Directors may authorize any officer or officers of the corporation, as authorized by these By-Laws, 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 2 – Checks, Drafts, Etc.: All checks shall be signed by any of the following:

President, Vice President, Secretary, or Treasurer. All accounts shall be reconciled by another person or entity approved by the Board.

Section 3 – Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 4 – Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the purpose of the corporation.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of account 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 at the registered or principal office a record giving the names and addresses 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. Within 30 days after the end of each Fiscal Year, the President shall schedule an audit of Association financial records for the previous Fiscal Year. The findings of such audit shall be documented and maintained in the records of the *Association*.

ARTICLE X

Fiscal Year

The Fiscal Year of the corporation shall begin on the first day of August and end on the last day of July in each year.

ARTICLE XI

Amendments

The Board of Directors of the corporation, by at least a majority vote of its members, shall have the power and authority to alter, repeal and amend these By-Laws. These By-Laws may also be altered, amended or repealed, or new By-Laws adopted, by a majority vote of the Active Members in good standing of the corporation, as provided by and in accordance with the laws of the State of Idaho.

ARTICLE XII

Adoption

The foregoing By-Laws were adopted by a majority vote of the Directors of said corporation on February 15, 2020, at which a quorum of Directors was present in person or by conference call, and we do hereby certify that the foregoing By-Laws, consisting of twelve Articles, have been duly adopted as the By-Laws of the corporation.

DATED this 15th day of February, 2020.

Adopted:	Signatures:	Date Signed:
President:	<i>Kathy Christiansen</i>	2/15/2020
Vice President:	<i>Seth B. Pratt</i>	20-02-15
Secretary:	<i>Charlie Just</i>	2/20/2020
Treasurer:	<i>Wendy R. Pratt</i>	2/18/2020

Review: Triennial

Next Review: February 2023