

North Idaho Way, Inc. Bylaws

Article I NAME

- 1.1 The name of the organization shall be North Idaho Way, Inc., which may hereinafter be referred to as NIW, Inc.
 - A. The Preservation of our Idaho lifestyle and heritage through political involvement.

Article II Vision & Mission

- 2.1 Vision: The preservation of American heritage, the U.S. Constitution, the Idaho Constitution, and their principles.
- 2.2 Mission: North Idaho Way, Inc. endeavors to:
 - provide civic education
 - increase community involvement
 - find, vet, and support qualified candidates for elected and appointed offices
 - conserve our Republican form of government

Article III MEMBERS

3.1 MEMBER COMPOSITION

- A. NIW, Inc. shall consist of Precinct Captains, Officers duly elected by the voting members, and Charter members*.
 1. The officers are the Chairman, Vice Chairman, Secretary, Treasurer, Sergeant at Arms, Public Information Officer and such other officers as elected by the NIW, Inc. members.
 2. *Charter members are the founding members of NIW, Inc.
 - Jim Boyer
 - Sage and Veronica Dixon
 - Jodi Giddings
 - Ron Korn
 - Bill and Anna Largen
 - Thomas Leo
 - Dan and Kathy McDonald
 - Glen Mercurio
 - Marianne Ochs
 - Patrick Reinbold & Jessi Webster
 - Debby Trinan
 - Steve Wasytko

- B. Individuals who are not Precinct captains, Officers, or Charter members and who acknowledge her/his belief in and support of the principles of NIW, Inc. may become members.
 - 1. Members who are not Precinct Captains, Officers, or Charter members may attend the meetings, but cannot make motions or vote.

3.2 MEMBERS IN GOOD STANDING

- A. An individual who acknowledges her/his belief in and support of the principles of NIW, Inc. by signing that they have read and agree to adhere to the NIW, Inc. bylaws and policies.

3.3 ELIGIBILITY FOR OFFICE OR PC POSITION

- A. Any registered Republican woman or man who believes in and supports the principles of NIW, Inc. and agrees to comply with all rules, regulations and bylaws of NIW, Inc. is eligible to hold a position in NIW, Inc.

3.4 VOTING MEMBERS

- A. Voting members of NIW, Inc. shall consist of all Precinct Captains, Elected Officers, and Charter Members of NIW, Inc.
 - 1. Charter members of NIW, Inc. will have a vote whether or not they are a Precinct Captain or an Elected Officer.
- B. Voting privileges shall comply with these Bylaws.
- C. NIW, Inc. members who hold more than one position shall have only one vote.

Article IV PRECINCT CAPTAINS AND THEIR DUTIES

- 4.1 Precinct Captains shall be qualified Republican electors of the precinct in which they reside.
- 4.2 Precinct Captains shall be elected by NIW, Inc. members or appointed by the NIW, Inc. Board of Directors according to Section 6. of these bylaws.
- 4.3 Term of office for Precinct Captains shall be for two years or until their successors are elected.
- 4.4 Precinct Captain Duties
 - A. Promote North Idaho Way, Inc.
 - 1. Support Republican Candidates endorsed by NIW, Inc.
 - 2. Promoting organization ideals
 - 3. Promoting NIW, Inc. events and events supported by NIW, Inc.
 - 4. Committee members also work together toward uniting the organization and promoting its overall goals.
 - 5. Distributing election information
 - 6. Arranging events where the public can meet those running for office.

7. Canvass neighborhoods, watching for new residents and making sure people who have identified themselves as either Republican or Independent registered to vote.
 8. Serves as the face of the organization and must work hard to develop a visible presence to voters.
- B. Engage with the Public
1. Listen to and work with the public.
 2. Plan and operate a voter drive.
 3. Electing party leaders who represent their communities
 4. Spend time with voters in your jurisdiction and learn about their needs and interests.
 - a. Encourage voters to become involved.
 - b. Organize events with the help of volunteers.
 - c. Volunteers can assist in recruiting others and make phone calls, door knock, and assist with creative, on-the-ground marketing strategies.
- C. Maintain Organization
1. Attending precinct meetings.
 2. Be a chairman of a committee.
 3. Planning election/campaign strategies in their particular area.
 4. Maintain organization of the committees.
 5. Updating records
 6. Print and disperse voter registration forms and keeping a database of residents in the community registered to vote for your precinct.
 7. Surveying the landscape and developing a strategy for covering the entire community.
 8. Recruit a successor
- 4.5 Eligibility: Except in the first year of the organization, a person must have been a member of NIW, Inc. for four months or longer to be eligible to serve as a Precinct Captain.
- A. The requirement for Precinct Captains may be amended per 2/3 of vote of the NIW, Inc. voting members on a per position basis.
 - B. Support NIW, Inc. bylaws and Mission
 - C. Bylaws Compliance: All officers must become familiar with the provisions of these bylaws to assure that they are in compliance.

Article V

OFFICERS AND THEIR DUTIES

- 5.1 The Executive Board Officers of NIW, Inc. shall be composed of a Chairman, Vice Chairman, Secretary, Treasurer, Parliamentarian, Sergeant At Arms, and a Public Information Officer and none of whom are required to be Precinct Committeemen.
- 5.2 CHAIRMAN: The Chairman shall call to order and preside at NIW, Inc. meetings. The Chairman shall be responsible for conducting all NIW, Inc. meetings in accordance with these

bylaws. The Chairman shall see that order is maintained at NIW, Inc. meetings. The Chairman shall oversee officers and Precinct Committeemen pertaining to NIW, Inc. business and perform such other duties as are determined and granted by NIW, Inc. and these bylaws. The Chairman is an ex-officio member of all standing committees.

- 5.3 **VICE CHAIRMAN:** The Vice Chairman shall assist the Chairman; carry out assigned responsibilities; preside in the Chairman's absence at any meeting of NIW, Inc., Executive Committee, or any other meeting to which the Chairman would be authorized to attend, and shall perform other duties as assigned by the Chairman.
- 5.4 **SECRETARY:** The Secretary shall record and maintain the minutes of meetings of NIW, Inc. and the Executive Committee; publish the agenda for each meeting; call the roll; notify the members of each meeting; maintain a list of names, addresses, and contact information for members of NIW, Inc.; maintain a record of attendance and of proxies; handle all correspondence pertaining to NIW, Inc. business; and shall perform other duties as assigned by the Chairman.
- 5.5 **TREASURER:** The Treasurer shall have charge of all funds of NIW, Inc. and furnish a written treasurer's report to the Chairman at each NIW, Inc. regular meeting. The Treasurer shall annually furnish a written treasurer's report to the members of NIW, Inc. at the January regular meeting; file such reports as required by State and Federal Law and provide copies of such reports to the members of NIW, Inc. if requested; and shall perform other duties as assigned by the Chairman.
- A. The Treasurer's report shall include but not be limited to: actual income and expenditures, with a reconciliation of the actual income and expenditures by comparison to the annual budget. The Treasurer shall be a member of the Budget Committee.
- 5.6 **PARLIMENTARIAN:** The Parliamentarian must follow and have knowledge in Robert's Rules of Order and the proper procedures for the conduct of meetings. The parliamentarian is to be a resource to the chair, to assist the chair in the conduct of the meeting. The chair can and should consult with the parliamentarian when not certain on how to rule on a question or proceed in the circumstances. The parliamentarian assists the organization in the drafting and interpretation of bylaws and rules of order, specific to the needs of the organization. The parliamentarian will assist with election forms and the processes in the consideration of motions and bylaw amendments.
- 5.7 **SERGEANT AT ARMS:** The Sergeant at Arms shall keep order of the meeting and carry out any actions ordered by the chairman. The sergeant at arms will ensure all bylaws and parliamentary procedures are followed and respected. The Sergeant at Arms shall welcome members and guests. The Sergeant at arms shall attend NIW, Inc. events to help greet attendees and to keep order. Any infractions or violations of the organization's policies must be reported to the Chairman for further action. The Sergeant at Arms shall create a security committee to perform security at events and other functions deemed by the Chairman.
- 5.8 **PUBLIC INFORMATION OFFCER:** The PIO shall prepare press releases, articles, social media posts, and other materials for public consumption. The PIO shall be one of the administrators of the NIW, Inc. social media accounts. The PIO shall maintain good working relationships with media

organizations and collaborate with the executive team to ensure a cohesive public image. The PIO shall work with various NIW, Inc. committees to publicize NIW, Inc. events and promotions. The PIO shall edit press releases, speeches, brochures, briefs, fact sheets and other literature to ensure that messages are consistent, information is accurate, and policies are followed throughout all pieces.

- 5.9 Eligibility: Except in the first year of the organization, a person must have been a member of NIW, Inc. for four months or longer to be eligible to serve as an Officer.
- A. Support NIW, Inc. bylaws and Mission
 - B. Bylaws Compliance: All Officers must become familiar with the provisions of these bylaws to assure that they are in compliance.

Article VI ELECTION, VACANCY & REMOVAL

- 6.1 Precinct Captains shall be elected by members as defined in Article III.
- 6.2 Precinct Captains shall serve for a term of two (2) years.
- 6.3 Executive Board Officers shall be elected by members as defined in Article III.
- 6.4 Every two (2) years, except for the first year of an organization's operations, one half of the Officers positions shall be elected from the membership to serve for a two-year term. No Officer shall be eligible to serve more than three consecutive two-year terms in a single office.
- 6.5 The Executive Board shall appoint a nominating Committee consisting of three members (1 Officer and 2 Precinct Captains) by July 1 of each election year. This Committee shall submit a report to the Chairman no later than the last regular Organization meeting in September. Any member may submit nominations for Officers provided that such nominations are given in writing to the Organization Secretary no later than two weeks prior to the November election. Nominations from the floor are prohibited.
- 6.6 Election shall be by ballot.
- 6.7 The biennial meeting with installation of officers and newly elected Precinct Captains shall be held in December, the date to be determined by a majority vote of the Executive Board.
- 6.8 In the event of a vacancy in the office of Chairman, the Vice Chairman shall fill the vacancy. Vacancies occurring in other offices will be filled by a majority vote of the Executive Board, provided that notice thereof is given at a regular organization meeting prior to the Executive Board meeting when such vacancy shall be filled.
- 6.9 In the event that the entire Executive Board resigns at the same time, the Charter Members and Precinct Captains shall elect a new Board at the next regular meeting.

- 6.10 Officers elected under the circumstances listed in 6.8 or 6.9 shall fill the remaining term vacated by the previous office holder.
- 6.11 When a vacancy occurs in a precinct, a notification of vacancy shall be given to each member of NIW, Inc. at least fourteen (14) days prior to a NIW, Inc. regular meeting where nominations may be held. Notification may also be given in person at any regular meeting prior to a subsequent meeting at which nominations would be made. NIW, Inc. shall fill such vacancies by nomination. Only a voting member of NIW, Inc. may make such nominations. All nominees shall be voted on by written ballot at the next regular meeting of NIW, Inc. All nominees must be present to be voted on. If no nominee is present for a particular position, nominations shall be reopened provided that nothing shall prevent the original nominee from being re-nominated. Any NIW, Inc. member chosen according to the provisions of this article shall be considered duly elected.
- 6.12 Precinct Captains elected under the circumstances listed in 6.11 shall fill the remaining term vacated by the previous office holder.
- 6.13 Elected or appointed members of the Executive Board or Precinct Captains who have more than two consecutive unexcused absences* of regular meetings may be removed by a 2/3 vote of the Executive Board present at a meeting. The motion to remove must have been announced in advance of the meeting as a part of the agenda.
- A. An unexcused absence is an absence where an Officer or Precinct Captain did not give prior notice to the chair that they would be unable to attend the meeting. Emergencies are excluded from this policy.
- 6.14 Members or Officers may be removed for causes other than the lack of attendance. These include but are not limited to nonfeasance, malfeasance, repudiation of the Republican Party or the principles of North Idaho Way, Inc. Should such charges be leveled, the rules for member expulsion detailed in Article VI Section 16 shall govern the process.
- 6.15 A member may be expelled from the Organization for cause by a two-thirds vote of the Executive Board, Precinct Captains, and Charter Members at an executive session convened for the sole purpose of hearing cause(s) or for expulsion of such a member. Cause for expulsion may include, but is not limited to, repudiation of the Republican Party, the principles, bylaws and philosophy of this organization, or illicit behavior. Upon initiation of such action by the Chairman, the Secretary shall notify the member in writing of the possible expulsion.
- 6.16 Not less than two weeks prior thereto the Secretary shall notify the member in question and every member of the Executive Board as to the alleged cause(s) pertaining to a member's possible expulsion, as well as the date, time and place at which the motion for expulsion will be heard. At such meeting the Chairman, or his designee, shall present the case for expulsion. The member proposed for expulsion may then present a defense. The vote on expulsion shall be by secret ballot.
- 6.17 Forfeiture of membership rights: Any member, whose membership in the organization has been terminated for any reason whatsoever, shall forfeit all interest in any funds or property of the organization and all rights to the use of the North Idaho Way, Inc. name, emblem or other insignia.

Article VII MEETINGS

- 7.1 **Biennial Organizational Meeting:** The biennial organization meeting is held to elect officers whose terms have expired and Precinct Captains of NIW, Inc. The meeting shall be held in Bonner County on the last regular meeting of an election year. The incumbent Chairman shall notify all members of NIW, Inc. as reported by the Secretary, and shall give them at least seven (7) days notice of the date, time and place of the meeting.
- 7.2 **Regular meetings:** Regular meetings shall be held on the third Wednesday of the month. The Secretary shall notify the members of the time and place of all regular meetings at least seven (7) days prior to the meeting. Any single regular meeting can be changed by a majority vote or on an emergency basis by the Chairman. All notification criteria herein still applies.
- 7.3 **Special meetings:** Special meetings may be called by the Chairman, or by ten (10) members of NIW, Inc. duly qualified to vote, petitioning the Secretary for notice as herein provided. Proper notification shall consist of at least a 72-hour notice. Notice shall include the purpose for the meeting and the business to be conducted. The meeting shall be limited to the purpose stated in the notice.
- 7.4 **Executive Session:** An executive session consists of the Executive Board and Precinct Captains of NIW, Inc. Any Officer or Precinct Captain may call for an executive session at any NIW, Inc. meeting and shall be at the discretion of the board.
- 7.5 **The Agenda:** A proposed agenda shall be published not less than five (5) days prior to each meeting and be made available to the members of NIW, Inc. upon request to the Secretary. A printed agenda shall be provided for each Executive Board member and Precinct Captain at each NIW, Inc. meeting. Items to be included on the agenda must be submitted to the Chairman or the Secretary, not less than seven (7) days prior to the meeting at which the agenda is to be used. The agenda shall follow the format prescribed by the NIW, Inc. Special Rules.
- 7.6 **Quorum:** A quorum shall consist of one-third (1/3) of the duly elected NIW, Inc. members. Proxies cannot be used to establish a quorum.
- 7.7 **Proxies:** A proxy statement must include the following information: the name and signature of the person issuing the proxy, the NIW, Inc. member or Assistant Precinct Captain to whom the proxy is assigned, and the date of the meeting at which the proxy is to be used. A proxy shall not be valid at more than one meeting. Each member shall be allowed two (2) proxies per year.
- 7.8 **Proper Method of Notification of Meetings:** Proper notification shall be by email. If any member wishes to be notified by any other means (postal mail, fax, etc.), the member must give written instructions of his preference to the Secretary.

7.9 The Chairman may call for an emergency meeting of the Executive Board at any time.

Article VIII COMMITTEES

- 8.1 NIW, Inc. shall have the following standing committees: Executive Board, Ways & Means, Finance, Elections, Campaign, Legislative, Events, Education, and Search. Other non-standing committees may be created by a majority vote of NIW, Inc. All committees created by NIW, Inc. shall be established by a letter of appointment, drafted by the Chairman, defining the authority, purpose and duration of the committee. All non-standing committees shall terminate with the submission and acceptance by the Chairman of their final report.
- 8.2 Quorum: A quorum shall consist of one-third (1/3) of the members of the committee, except that no quorum can be established with less than three members. Proxies cannot be used to establish a quorum.
- 8.3 Executive Board: The Executive Board shall consist of the Board of Directors which are the duly elected Chairman, Vice Chairman, Secretary, Treasurer, Parliamentarian, Sergeant At Arms, and Public Information Officer.
- A. The Executive Board shall have the authority to act on behalf of NIW, Inc. between regular meetings and at the discretion of the Chairman. All proper action taken by the Executive Board shall be ratified by a majority vote at the next regular meeting, except that any non-budgeted financial dealings less than \$500 shall not require ratification.
- 8.4 Ways & Means Committee: The Ways & Means Committee shall be responsible for raising money for the NIW, Inc. and shall plan and coordinate fund raising activities with the Events Committee.
- 8.5 Finance Committee: The Finance Committee shall estimate the yearly income for NIW, Inc. and put together a list of proposed expenditures. The budget shall be presented to NIW, Inc. at the January meeting of each year and approved by a majority vote. A three-fifths (3/5) majority may amend the budget as needed by the NIW, Inc. members, at any regular meeting.
- 8.6 Elections Committee: The Elections Committee shall be responsible for planning and executing the election strategy for NIW, Inc., and coordinate election activities with Republican candidates.
- 8.7 Campaign Committee: The Campaign Committee shall help candidates prepare to run for election. The committee shall assist candidates in getting volunteers to help with campaigns and shall create a list of election needs
- A. Voter registrations, telephone numbers, printers, media contacts, venues, etc.

- 8.8 Legislative Committee: The Legislative Committee shall be responsible for tracking legislation or policy proposals through the State Legislature. Tracking legislation or policy proposals through local governing authorities. Reporting on the status of legislation to NIW, Inc. and making recommendations concerning the legislation to NIW, Inc. Recommending resolutions concerning legislation. Acting as a liaison between NIW, Inc. and our elected officials
- 8.9 Events: The Events Committee shall plan and coordinate participation in parades, fairs, dinner events, town halls, forums, and community events throughout the community.
- 8.10 Education: The purpose of the Education Committee is to promote programs designed to keep the organization informed on the political processes and issues; to promote political education generally in the schools and community for youth and adults, and to make recommendations for improvements in laws regulating political parties and the political processes.
- 8.11 Search Committee: The Search Committee shall look for candidates to run for office and to fill open NIW, Inc. officer and precinct captain positions.
- 8.12 Other Committees: The Chairman with the concurrence of the Board may appoint other committees, which may include but are not limited to Membership, Awards, Community Outreach, Youth, and scholarship.

**Article IX
POLICIES**

- 9.1 General Policy: It is the policy of this organization to offer a nonprofit association of citizens who can “break bread”* together regardless of their political leanings within the Republican Party, free from factional entanglements.
 - A. *Break Bread – It is sharing a sense of brotherhood with someone or some group of people. It is a significant event that fosters some meaningful connection and cooperation. Perhaps you are enemies; breaking bread with someone indicates a sense of forgiveness and moving forward to the affair.
- 9.2 Public and Republican Party Officials: Elected public or party officials may constitute no more than fifty percent (50%) of North Idaho Way, Inc. elected officers and Precinct Captains at any time.
- 9.3 Conflict Within the Organization
 - A. Policy and Organization conflicts are to be discussed openly and resolved within the organization.
 - 1. If the disagreeing parties cannot resolve the matter within the organization, the conflicting parties are to meet outside of group time to resolve their disagreement.
 - B. Personal disagreements are to be resolved outside of the organization.
 - 1. Members of NIW, Inc. shall treat everyone, including those outside the group with respect. Backbiting will not be tolerated within the Organization.
 - 2. Conflict meetings should be face-to-face and respectful to both parties.
 - 3. Grievances should not be aired or resolved in public or on social media

- C. Once a decision is made by vote, it will be final and supported by the group.
 - 1. A member who disagrees with a vote does not have to publicly support the vote, however, they cannot disparage or defame NIW, Inc. for said disagreement.
- D. Consequences (suggestions)
 - 1. 1st offense – verbal reprimand
 - 2. 2nd offense – mediation or a 2 meeting suspension
 - 3. 3rd offense – expulsion

9.4 Code of Ethics

- A. Personal and Professional Integrity
 - 1. All members and volunteers of the organization act with honesty, integrity and transparency in all their dealings with each other and as representatives of the organization. The organization promotes a working environment that values respect, fairness, integrity and collaboration.
- B. Support of Mission
 - 1. The organization has a clearly stated mission and purpose, approved by the membership. All of its programs support that mission and all who work for or on behalf of the organization understand and are loyal to that mission and purpose.
- C. Governance and Accountability
 - 1. The organization has an active Board of Directors that is responsible for promoting the mission and the strategic direction of the organization and oversight of the finances, operations, and policies of the organization. The Board of Directors:
 - a. Exercises reasonable care, good faith, loyalty and due diligence in organizational affairs;
 - b. Has a conflict of interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed for the protection and benefit of the organization;
 - c. Ensures that the organization conducts all transactions and dealings with integrity and honesty;
 - d. Ensures that the organization promotes working relationships with all members, volunteers, and program beneficiaries that are based on mutual respect, fairness and openness;
 - e. Ensures that the resources of the organization are responsibly and prudently managed; and,
 - f. Ensures that the organization has the capacity to carry out its programs effectively.
- D. Legal Compliance
 - 1. The organization is knowledgeable of and complies with all applicable laws, and regulations.
- E. Financial Stewardship
 - 1. The organization manages its funds responsibly and prudently. This includes the following considerations:
 - a. It spends a reasonable percentage of its annual budget on programs in pursuit of

- its mission;
 - b. It has reasonable fundraising costs, recognizing the variety of factors that affect such costs;
 - c. It ensures that all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the organization; and,
 - d. It ensures that financial reports are complete and accurate in all material respects.
- F. Transparency and Disclosure
- 1. The organization provides comprehensive and timely information to the membership and is responsive in a timely manner to reasonable requests for information. All information about the organization will fully and honestly reflect the policies and practices of the organization. All financial, organizational, and program reports will be complete and accurate in all material respects.
- G. Program Evaluation
- 1. The organization regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. The organization is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities in the field. The organization is responsive to changes in its field of activity and is responsive to the needs of its constituencies.
- H. Non-Discrimination
- 1. It is the policy of NIW, Inc. to maintain an environment that respects the dignity and worth of each individual, and permits members to feel free from discrimination, intimidation, coercion, or unlawful harassment, including sexual harassment. Any form of discrimination, including harassment, against an individual on the basis of race, color, sex, national origin, religion, age, disability, pregnancy, veteran status, marital status, or any other characteristic protected by applicable law is considered misconduct. Harassment will not be tolerated by NIW, Inc.
- I. Fundraising
- 1. In raising funds from the public, NIW, Inc. will respect the rights of donors, as follows:
 - a. To be informed of the mission of the organization, the way the resources will be used and its capacity to use donations effectively for their intended purposes;
 - b. To be informed of the identity of those serving on the organization's Board of Directors and to expect the Board to exercise prudent judgment in its stewardship responsibilities;
 - c. To be assured their gifts will be used for the purposes for which they were given;
 - d. To receive appropriate acknowledgement and recognition;
 - e. To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by the law;
 - f. To expect that all interactions with individuals representing the organization will be professional in nature;
 - g. To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

9.5 Code of Conduct

- A. North Idaho Way, Inc. has adopted the following Code of Conduct that all members, agree to

- adhere to.
- B. Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest.
1. No member of NIW, Inc. shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a member with NIW, Inc. Members of the Board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.
 - a. When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of NIW, Inc. and the member's personal interests, the member has a duty to immediately disclose a conflict of interest so that the rest of the member's decision making will be informed of a conflict.
 - b. It is every member's obligation, in accordance with this policy, to ensure that decisions made by the Board or the voting members reflect independent thinking. Consequently, in the event that any member receives compensation from NIW, Inc., such compensation will be determined by and approved by the full Board in advance.
 - c. A conflict of interest, including, but not limited to financial interests, on the part of any Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board or member action, and through an annual procedure for all members to disclose conflicts of interest.
 - d. Any Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
 - e. All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.
 - f. Any new member will be advised of this policy during orientation and all members will be reminded of the Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
 - g. This policy shall also apply to any member's immediate family or any person acting on his or her behalf.

9.6 Confidentiality

- A. Members are reminded that confidential financial, personnel and other matters concerning the organization, donors, volunteers, or beneficiaries may be included in Board materials or discussed from time to time. Members should not disclose such confidential information to anyone.
- B. Active Participation
1. Members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:
 - a. Making attendance at all meetings of the Board a high priority.
 - b. Being prepared to discuss the issues and business on the agenda, and having read

- all background material relevant to the topics at hand.
- c. Cooperating with and respecting the opinions of fellow members, and leaving personal prejudices out of all Board discussions.
- d. Putting the interests of the organization above personal interests.
- e. Representing the organization in a positive and supportive manner at all times and in all places.
- f. Showing respect and courteous conduct in all Board and committee meetings.
- g. Refraining from intruding on administrative issues that are the responsibility of the Board, except to monitor the results and ensure that procedures are consistent with Board policy.
- h. Observing established lines of communication and directing requests for information or assistance to the Chairman.

9.7 Dissolution

- A. Previous notice and a two-thirds vote can dissolve this Organization. All outstanding bills will be paid, and the remaining money, by a vote of the members, can be given to a charity of their choice.

Article X RULES OF PROCEDURE

10.1 Roberts Rules of Order Newly Revised, latest edition, shall be the parliamentary authority for the conduct of business and meetings of NIW, Inc. and committees for all matters not specifically covered by these bylaws.

10.2 These bylaws may be amended at a regular or special meeting by a two-thirds (2/3) vote of voting members as defined in. Notice of this action and a copy of the proposed changes must be given to all members thirty (30) days in advance.

10.3 **SPECIAL RULES OF ORDER – ORDER OF BUSINESS**

- A. The order of business at duly called meetings of North Idaho Way, Inc. (NIW, Inc.) must include and be limited to the following:
 - 1. Call to order
 - 2. Invocation
 - 3. Pledge of Allegiance
 - 4. Programs and/or Special Guests
 - 5. Roll Call and Determination of a Quorum
 - 6. Reading and Approval of Minutes
 - 7. Treasurer's Report
 - 8. Committee Reports
 - 9. Unfinished Business
 - 10. New Business
 - 11. Announcements
 - 12. Adjournment

- B. Amendments to these Special Rules of Order may be made at any regular meeting of NIW, Inc. by a two-thirds (2/3) vote without notice and by a majority vote with prior notice of the change by it being an item properly placed on the agenda as specified under Article V, Section 5.5 of the NIW, Inc. bylaws.
- C. Items not on the printed agenda under New Business must be passed by a two-thirds (2/3) vote to be introduced for debate on the floor. The motion shall be read before the vote is taken.
- D. Special Rules and their amendments shall be attached to the bylaws as part of the government of this committee.

WE BELIEVE IN THE IDAHO GOP PREAMBLE:

The strength of our nation lies with our faith and reliance on God our Creator, the individual, and the family; and that each person's dignity, freedom, ability and responsibility must be honored.

We are inheritors of a distinct Western Civilization and that our traditional culture safeguards our identity as a free people.

In American Exceptionalism.

The United States of America is unlike any other country on earth.

The United States Constitution is the greatest and most inspired document to govern a nation, and the republican form of government it gives us, (U.S. Const. Art. IV §4), is the best guarantor of freedom in history.

In equal rights, equal justice and equal opportunity for all, regardless of race, creed, sex, age or disability.

Human life begins at conception and is protected by the unalienable rights endowed by our Creator along with the fundamental right to life and shall not be infringed upon.

Free enterprise and encouraging individual initiative have brought this Nation opportunity, economic growth and prosperity.

Government must practice fiscal responsibility, and that taxpayers shall allow the government only the money necessary to provide appropriate functions.

That our Founding Fathers gave us a government that is a servant of the people, not our master. The proper role of government is to provide for the people only those critical functions, which individuals or private organizations cannot perform.

The most effective, responsible, responsive government is government closest to the people, and the sovereignty of the state must be protected. That government is best that governs least.

Idahoans must protect the principles and values that have made us strong.

Idahoans value and should preserve our national strength and pride while working to promote peace, freedom and human rights throughout the world.

The protection of individual rights is upheld when personal responsibility for behavior is exercised.


The Republican Party is the best vehicle for translating these ideals into positive and successful principles of government.

WE BELIEVE IN THE NATIONAL PACHADERM PREAMBLE:

It is our belief that most of the corrupting influences in American politics could be erased and the government generally made more responsive by one basic improvement. That is, simply for the good citizens to participate in politics. "We get the government we deserve, not the one we wish for," remains a guide star for a free people. We offer a meaningful movement of political Clubs as the most practical means by which broad citizen participation may be achieved.



Chairman



Secretary

Date Created: 5/26/21

State of Idaho)
County of Bonner)

On this 26th day of May, in the year of 20 21, before me, Jessi Webster a notary public, personally appeared Dan McDonald and Veronica Dixon, personally known to me to be the person(s) whose name(s) is (are) subscribed to the within instrument, and acknowledged to me that he (she) (they) executed the same.

Seal



Notary Public

My Commission Expires on 01/22/22