

**AMENDED CONSTITUTION AND BY-LAWS**

**ILBA**  
IDAHO LICENSED BEVERAGE ASSOCIATION

## PREAMBLE

In order to create respect for obedience to law; to promote full cooperation with all applicable departments of government of the State of Idaho in the enforcement of their regulation; to further the legal and economic development of the industry; and, for their mutual protection and benefit, the alcoholic beverage retailers licensed by the State of Idaho do hereby associate themselves together under the name and style of the IDAHO LICENSED BEVERAGE ASSOCIATION, INC.

**SECTION 1. NAME, LOCATION, POLICY**

- 1.1 NAME. The name of the Association shall be IDHAO LICENSED BEVERAGE ASSOCIATION, INC. aka ILBA.
- 1.2 PRINCIPAL OFFICE. The principal offices of the Association shall be located in a place decided by the ILBA Executive Board.
- 1.3 NAME OWNED BY ASSOCIATION. The trade name, symbols and other devises used by the Association to identify itself among its membership shall be the exclusive property of the Association and denied use by any other trade association, private individual or corporation to promote products, services, or commodities among industry members or the general public. This rule shall be strictly enforced and can only be overridden by a two-thirds (2/3) vote of the ILBA Executive Board.
- 1.4 RULES OF ORDER. Roberts Rules of Order shall be the official authority at all meetings to govern parliamentary procedure.
- 1.5 BY-LAW MAILINGS. The state Association shall mail a copy of these By-Laws to all local chapters and to any member who should make such a request, and to all new members.

**SECTION 2. MEMBERSHIP**

- 2.1 QUALIFICATION. All retail alcoholic liquor licensees licensed by the State of Idaho shall be eligible for membership in the Association as a Member and entitled to all voting rights.
- 2.2 VOTING PRIVILEGES. Each Member in good standing shall be entitled to one (1) vote in the deliberations of the Association. The Member shall designate, in writing to the Executive Director, an authorized "representative" of the business to vote at any meeting of the Association. The representative must be affiliated with the business. Any owners of a Member business may attend such meetings and participate in the deliberations but the Member shall be entitled to only one (1) vote. Proxy votes will not be recognized in the conduct of any business of the Association.
- 2.3 MEMBERSHIP CERTIFICATES. State Association membership certificates shall be provided by the Association to all members accepted by the Association, and they shall be mailed direct to the Member as soon as possible upon receipt of their dues.

- 2.4 CORPORATE MEMBERSHIP. Corporate Members shall be permitted membership in the Association upon approval of the Executive Board. Corporate Members shall not have privileges unless appointed as the Corporate Member of the Executive Board.
- 2.5 LOCAL CHAPTER MEMBERSHIP. Local chapter membership shall not be a requirement for State Association membership.
- 2.6 ASSOCIATE MEMBERSHIP. An interested party may, with the approval of the Board, be issued an Associate Membership in the Association without voting privileges.
- 2.7 TRANSFER OF MEMBERSHIP. Membership in this Association is not transferable or assignable.
- 2.8 SUSPENSIONS OR TERMINATION OF MEMBERSHIP. Any Member, Corporate Member or Associate Member may be suspended or removed with or without cause by two-thirds (2/3) vote of the Executive Board. Any Member who shall be in default in the payment of dues for a period of 90 days may be suspended or expelled by a majority vote of the Executive Board.
- 2.9 RESIGNATION. Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges previously accrued and unpaid.
- 2.10 REINSTATEMENT. Upon written request signed by a former member and filed with the Executive Director, the Executive Board may, by the affirmation vote of two-thirds (2/3) reinstate said member.

### **SECTION 3. FEES AND DUES**

- 3.1 DUES. The annual membership dues of the Idaho Licensed Beverage Association shall be determined by a majority vote of eligible members at the annual meeting of the Association, and shall become effective and payable on the first anniversary date of members following adoption, in accordance with SECTION 8.3.
- 3.2 SPECIAL ASSESSMENTS. By a two-thirds (2/3) vote of the Executive Board, Members can be assessed a fee, in addition to the annual membership dues. The Executive Board is authorized to impose the fee assessments only due to a financial emergency. The assessment shall occur no more than once during a membership year and shall be no greater than one hundred percent (100%) of the current year membership dues.
- 3.3 DEFAULT. When any member shall be in default in the payment of dues for a period of ninety (90) days from the date for which dues became payable, such members membership may be terminated in the manner provided in SECTION 2.8 of these by-laws.

**SECTION 4. MEETINGS**

- 4.1 ANNUAL MEETINGS. Time and place for the annual meeting shall be determined by the Executive Board in advance of said annual meeting beginning with the annual meeting set for 2014.
- 4.2 SPECIAL MEETINGS. Special meetings of the Association may be held at any time upon the call of the President, or by order of the Executive Board, or upon the request of not less than ten percent (10%) of the members of the Association. Notice of such special meetings shall be sent to each member at least ten (10) days prior to the meeting.
- 4.3 MAJORITY VOTE. At any meeting all question, unless otherwise provided by the by-laws, shall be determined by a majority vote of the members present.
- 4.4 PRESIDING OFFICER. All meetings of the Association shall be presided over by the President or by the senior officer present at the meeting. All meetings shall be attended by the Executive Director of the Association. The proceedings of the meeting shall be entered in the Book of Minutes of the Association and signed by the presiding officers and attest by the Executive Director.
- 4.5 GUESTS. The President or the Executive Director may invite guests, purveyors and solicitors to the meeting of the Association on behalf of the board. Uninvited guests, purveyors and solicitors will be excluded from the meetings of the Association under the direction of the President or presiding officer.
- 4.6 MEETING MINUTES. The minutes of all meetings of the Executive Board shall be maintained in an official folder or Book of Minutes of the Association.
- 4.7 AGENDA. The President of the Executive Board shall oversee the preparation of the agenda for, and give notice of, the meeting of Members and of the Executive Board of the Association.

**SECTION 5. ELECTIONS, DUTIES OF OFFICERS**

- 5.1 OFFICERS OF THE ASSOCIATION. The officers of the Association shall consist of a President, Vice-President, and Secretary and Treasurer. Such officers of this Association shall be elected at the annual meeting of the members and shall serve for the term or until the election and qualification of their successors. A term is defined as a two (2) year term beginning May 1 of the year following the election. Vacancies in any of the aforesaid offices of this Association shall be filled for the unexpired term by a majority vote of the Executive board. Additional offices may be created by addendum as necessary, i.e. Second Vice-President, Sergeant-at-Arms, etc. A vote of two-thirds (2/3) of the members of the Executive Board shall be required for such additional officers.

- 5.2 DUTIES OF THE PRESIDENT. The President shall preside at all meetings of the membership and Executive Board; shall have general supervision over the affairs of the Association; shall appoint all committees and perform such other duties as are usually associated with that office. In case of the absence or disability of the President, the duties shall be performed by the senior officer present.
- 5.3 DUTIES OF THE VICE-PRESIDENT. The Vice-President shall preside at all meetings in the absence of the President, shall perform such other duties as prescribed by the President and the Executive Board.
- 5.4 STANDING COMMITTEES. It shall be the duty of the incoming President, as soon as possible after the election, to appoint Standing Committees for the next year. Any special committees desired by the President, or ordered by the convention or Executive Board shall be appointed by the President.
- 5.5 DUTIES OF THE SECRETARY AND TREASURER. The Secretary and Treasurer shall oversee minutes of all meetings of the Executive Board, shall maintain an official Book of Minutes of the Association. The Secretary and Treasurer shall oversee the Budget/Finance Committee and serve as the Budget/Finance committee Chairperson and shall be responsible for the maintenance of a full and accurate account of receipts and disbursements of the Association in books belonging to the Association, and for preparation of the annual budget. A report of the finances of the Association shall be supplied by the Secretary and Treasurer to each designated member of the Budget/Finance Committee by the 15<sup>th</sup> of the following business month. This report shall include all monthly bank balance, expenditures, and receipts. Supporting documents available upon request of the Executive Officers or whenever requested by the President or the Executive Board, and a report of like character shall be submitted by him at each annual meeting.
- 5.6 EXPENSES. The President, Vice-President, Secretary and Treasurer, the Executive Board, and the Executive Director may be allowed Mileage and/or per diem incurred in attending meetings or other Association activities, provided that said expenses are authorized in advance by a majority vote of the Executive Board.
- 5.7 ELECTIONS. There will be one (1) ballot for all candidates with room for write-ins for each office. Each election for the various offices will be called for separately, allowing for nominations from the floor. A person can vote only if the person is a Member in good standing. Candidates must also be a Member in good standing.
- 5.8 SECRET BALLOT. Voting is by secret ballot, cast by Members in good standing attending the convention.
- 5.9 TIE VOTES. In the event of a tie vote for any office, there will be a run-off vote for the particular office. Separate ballots will be handed out and again there will be a secret

ballot vote. Ballots shall be counted by a committee of three people selected by the presiding officer. The committee shall count the votes in private and announce the tallies to the presiding office. The presiding officer shall announce the Winners to the assembly. Any current member shall have the right, at the conclusion of the balloting, after the announcement is made by the presiding officer of the results of the vote, to examine the ballots and tally sheets.

- 5.10 RELINQUISHMENT OF OFFICE. Any elected officer or member of the Executive Board, who, during his or her term of office, gets out of the licensed beverage business, shall automatically relinquish his or her office. In the case of the office of President, the Vice-President shall assume the office.

## **SECTION 6. ASSOCIATION MANAGEMENT**

- 6.1 MANAGEMENT OF THE ASSOCIATION. The affairs of the Association shall be under the management of the Executive Board and such agents as the Board may elect to employ.
- 6.2 POLICIES, PROCEDURES, PROGRAMS. The Executive Board shall establish policies and procedures. Legislative programs and all other programs or activities pertaining to the purpose and business of the State Association shall be overseen by the Executive Board.
- 6.3 OFFICERS AND EMPLOYEES OF THE ASSOCIATION. All officers and all employees of the State Association shall be responsible to the President of the Association or in such absence, the next senior officer.
- 6.4 REGIONS. The state will be divided into regions, each region to be composed of one (1) or more chapters. One licensee elected as Regional Director from each region will serve as a Regional Director and a voting member of the Executive Board. If no such region election takes place, then a Regional Director will be appointed by the Executive Board.
- 6.5 EXECUTIVE BOARD. The Executive Board shall consist of the President, Vice-President, Secretary and Treasurer, the Regional Directors and not more than one (1) Corporate Member irrespective of license ownership status of other sections.
- 6.6 CHAIRPERSON. At all meetings of the Board, the President of the Association will preside or, if absent, the Vice-President. If the Vice-President also is absent, the Secretary and Treasurer will preside.
- 6.7 EXECUTIVE BOARD MEETINGS. The Executive Board shall hold its meetings at such times as they may designate. Special meetings of the Board may be called at any time by the President or on demand in writing by a majority of members of the Board. Notice of the meeting of the Executive Board shall be given to each Member at least ten (10) days in advance of such meeting, except in the case of immediate and dire emergency when a poll of the Board may be taken by phone.

- 6.8 SIMPLE MAJORITY. A simple majority of the Executive Board present at any scheduled meeting shall constitute a quorum for the transaction of business, providing notification of said meeting was given ten (10) days in advance of such meeting, except in the case of immediate and dire emergency, when a poll of the Board may take place by phone. Any questions coming before the Executive Board shall be determined by a majority of those present.
- 6.9 ATTENDANCE. If an Executive Board members or his or her alternate fails to attend three (3) consecutive meetings of the Executive board, without excuse, the office held by the member or alternate will be declared vacant and the vacancy will be filled for the unexpired term by the chapter members in whom the vacancy occurs.
- 6.10 EXECUTIVE DIRECTOR. The Executive Board shall have the authority to hire Executive Director and other such employees or independent contractors as they deem necessary to carry out the policies established by the Executive Board to carry on the day to day business of the Association. The salary and allowable expenses of the Executive director shall be negotiated between the Executive Board and the Executive Director and approved by the Executive Board. The same procedure will be followed for the salary of any other employee or independent contractor of the State Association. The Executive Board shall employ an attorney to represent the State Association if and when the Association has a need for such services.
- 6.11 ACCOUNTABILITY. All paid employees of the Association shall report to the Executive Board monthly, in writing, a summary of activities and expenses. All reports shall be available to the Executive Board.
- 6.12 DISBURSEMENTS. All disbursements of funds of the Association shall be made by check or voucher signed by the Executive Director or Secretary and Treasurer of the Association, or a properly designated officer certified to the bank by Executive Board resolution. All money and other valuable objects shall be deposited in the name of the Association in such depositories or safety vaults as may be designated by the Executive Board. Non-budgeted expenditure shall not exceed \$750.00 without a majority vote of the Executive Board.
- 6.13 AUDITS. There shall be an annual audit of the books of the Association to be prepared by a certified public accountant. The certified public accountant shall be selected and employed by the Executive Board.
- 6.14 PUBLICATIONS. Publications shall be at the direction of the President of the Executive Board of the State Association after majority vote of the Executive Board.
- 6.15 INSURANCE. Liability and personal injury insurance as well as Errors and Omissions insurance shall be procured in the name of the Association, after first being approved by the Executive Board.

- 6.16 INDEMNIFICATION. The association shall indemnify a present or former director, officer, employee or agent of the association any action brought by a third party against each person (whether or not the association joined as a party defendant) to impose a liability or penalty on such person for an act which has been alleged to have been committed by such person while a director, officer, employee, or agent acting on behalf of the association or the association or both, by paying expenses incurred by or to satisfy a judgment or fine rendered or levied against such person; provided, that the Board of Directors determines in good faith that such director, officer, employee or agent was acting in good faith within what he/she reasonably believed to the scope of his/her employment or authority and for a purpose which he/she reasonably believed to be in the best interest of the association. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action. Such indemnification shall be limited to the assets of the association and shall not create a presumption of personal or professional indebtedness against any present or former director, officer, employee or agent of the association, or against the Idaho Licensed Beverage Association.
- 6.17 COMPLAINTS. The Executive Board shall have authority to hear and determine all complaints which may be filed with it by any person, and its determination in the matter, after a hearing, shall be final and conclusive, except that such decision can be appealed at the annual convention.
- 6.18 COOPERATION AND ASSISTANCE TO LOCAL CHAPTERS. The Executive Board and all officers and employees of this Association shall cooperate with and render all assistance within their power to local chapter associations and individual members of the Association, with a view of securing the greatest co-operation of the industry as a whole.

## **SECTION 7. STANDING COMMITTEES**

- 7.1 COMMITTEES. The President shall submit for ratification and approval of the Board, the names of members to serve on committees established by resolution of the Board of Directors. Such committees shall include a Legislative Committee, Membership Committee, Newsletter/PR Committee, Budget/Finance Committee and other committees that the Board may establish by resolution.
- 7.11 AUTHORITY. A committee established under this section shall have the authority provided in the resolution establishing the committee, provided, however, such committees shall not have or exercise any authority of the Executive Board in the management of the Association.
- 7.12 CHAIRPERSON. One member of each committee shall be appointed chairperson by the Executive Board unless otherwise provided for in the By-Laws.



7.13 REMOVAL. Any committee member may be removed by a two-thirds (2/3) vote of the Executive Committee at a meeting at which a quorum is present with or without cause.

**SECTION 8. AMENDMENTS**

8.1 AMENDMENTS TO BY-LAWS. These By-Laws may be amended by two-thirds (2/3) of Executive Board or at the annual meeting of the Association by a two-third (2/3) vote of the members present.

8.2 PROPOSED AMENDMENTS OR CHANGES. Proposed amendments to these By-Laws by a member other than the Executive Board shall be submitted in writing to the Association not less than sixty (60) days prior to the annual convention. They shall state from where they originate and the rationale in support of them.

8.3 FEE CHANGES. Amendments to change the dues structure (Section 3) will take effect on the first of the month following adoption.

**SECTION 9. CERTIFICATION OF ADOPTION**

The undersigned, Officers of Executive Board, certify that (i) the undersigned are the duly elected and acting Officers of the IDAHO LICENSED BEVERAGE ASSOCIATION, INC and (ii) the preceding Amended By-Laws were adopted by resolution of the Executive Board of the Association.

**ALL SIGNATURES ON FILE**

Susan Jenkins	10/8/13	Larry Cupp	10/8/13
President	Date	Vice-President	Date
Brad Selvig	10/8/13	Jeremiah Neal	10/8/13
Secretary and Treasurer	Date	Regional Director	Date
Ross Gutterud	10/8/13	Irma Valdivia	10/8/13
Regional Director	Date	Regional Director	Date