

BYLAWS
IDAHO INSTITUTE OF CHRISTIAN EDUCATION, INC.

ARTICLE I. MEMBERS OF THE CORPORATION

1. SELECTION AND NUMBER: The members of the Corporation will be drawn from the participating denominations. Each participating denomination shall annually submit a list of not more than ten representatives to serve as members of the Corporation, such members being chosen by virtue of their responsibility for a campus ministry at the local, district, state, regional, and national levels of each denomination.
2. PARTICIPATING DENOMINATIONS: The United Methodist Church, the Presbyterian Church (U.S.A.); Evangelical Lutheran Church in America; the Disciples of Christ; the American Baptist Convention; the United Church of Christ; and the Episcopal Diocese of Spokane, shall comprise the participating denominations.
3. RESPONSIBILITIES OF PARTICIPATING DENOMINATIONS: It shall be the responsibility of each participating denomination to provide members of the Corporation and to provide financial support to the IICE.
4. NEW PARTICIPATING DENOMINATIONS: Additional denominations may, upon formal application, and pledge of financial support be admitted as participating denominations by a majority vote of a quorum at any regular or special meeting of the Corporation, provided at least thirty days written notice shall have been given each member of the Corporation, through the secretary, indicating the denomination seeking admission to the Corporation.
5. DUTIES OF MEMBERS: It shall be the duty of the members of the Corporation to attend the annual meeting and provide perspective, guidance and advice to the Corporation. As representatives of the participating denominations, the members have the duty to facilitate cooperative relations between their denomination and the Corporation in order to achieve the mission of campus ministry.
6. WITHDRAWAL OR REMOVAL OF A PARTICIPATING DENOMINATION: Any participating denomination may withdraw its membership from the Corporation upon thirty (30) days written notice to the President of the Corporation's Board of Trustees. A participating denomination may be removed as a member of the Corporation if it has failed to perform the duties of a member as specified in this article for two full calendar years, and the removal of the member is approved by a two-thirds majority vote of a quorum at any regular or special meeting of the Corporation. Thirty days notice of any proposed action to remove a participating denomination must be given to each member of the Corporation, through the secretary. Neither withdrawal nor removal of a participating denomination shall entitle the denomination to any immediate share of the Corporation's assets notwithstanding the provisions of Article VII, 2.

ARTICLE II. MEETINGS OF THE CORPORATION

1. ANNUAL MEETING: There shall be an annual meeting in the month of February of each year for the election of Corporation officers who shall also serve as officers of the Board of Trustees, for receiving of annual reports and the transaction of other business. Notice of the meeting, sent by the Secretary of the Board of Trustees, shall be mailed, except as herein or by statute otherwise provided, to the last recorded address of each member at least 30 days before the time appointed for the meeting. All notices of meetings shall set for the place, date, time and purpose of the meeting.
2. SPECIAL MEETINGS: Special meetings may be called by the Board of Trustees at its discretion. Upon the written request of ten members of the Corporation, representing at least two participating denominations, the Board of Trustees shall call a special meeting to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.
3. WAIVER: Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this Corporation may be held at any time and any action may be taken there at, if notice is waived in writing by every member having the right to vote at the meeting.
4. QUORUM: A quorum shall consist of 10 members of the Corporation representing at least 4 denominations.

ARTICLE III. BOARD OF TRUSTEES

1. NUMBER AND SELECTION: Each participating denomination shall be represented on the Board of Trustees and may appoint up to four members to represent that denomination. The Trustees of each participating denomination shall also serve as members of the Corporation and shall be counted as part of each denomination's ten members of the Corporation. In addition, the Board of Trustees may choose two trustees to represent the students and two members-at-large.
2. DUTIES OF THE TRUSTEES: The Trustees shall meet to transact the business of the Corporation in general as well as to employ agents, appoint ad hoc committees and devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Corporation.
3. MEETINGS: Regular meetings of the Board of Trustees shall be held as determined by the Board of Trustees with no fewer than four meetings per year. Notice of the meetings shall be mailed to the last recorded address of each Trustee at least seven days before the time appointed for the meeting. The President of the Board of Trustees may, when he or she deems necessary, or the secretary shall, at the request of five members of the Board, issue a call for a special meeting of the Board of Trustees, and only five days notice shall be required for such special meeting.

4. QUORUM: No less than five members of the Board of Trustees shall constitute a quorum that shall represent at least four member denominations. A Quorum must be present before business can be transacted or motions made or passed.
5. VACANCIES: In case a vacancy occurs in the Board of Trustees during the year by death or resignation, the appropriate denomination shall have the power to fill such vacancy.
6. INELIGIBLE PERSONS: No person who is employed by the Corporation or by the participating denominations to work at the Corporation shall be a member of the Board of Trustees.
7. COMPENSATION: No compensation shall be paid to a Trustee for his or her service as a trustee.

ARTICLE IV. TERM OF OFFICE

The term of office of each member or trustee shall be fixed by the appropriate participating denomination, or by the Board of Trustees in case of at-large-members. Participating denominations are encouraged to adopt an appropriate system of rotation in fixing terms of office of each member or trustee.

ARTICLE V. OFFICERS

1. The officers of the Corporation shall be the officers of the Board of Trustees. Officers shall serve two-year terms of office and for no more than four consecutive years.
2. The officers shall be: President and Secretary, elected in odd-numbered years; a Vice-President and a Treasurer, elected in even-numbered years.

A. PRESIDENT:

Duties and Responsibilities:

1. Serve as the major legal, financial, and public representative.
2. Chair the annual meeting of the Corporation.
3. Chair the Executive Committee of the Board of Trustees.
4. Call and preside at Board of Trustees' meetings.
5. Appoint members to standing committees as designated in the bylaws and appoint any ad hoc committees.
6. Serve as ex-officio member of standing and ad hoc committees.
7. Be in regular contact with the staff of the center.

B. VICE-PRESIDENT:

Duties and Responsibilities:

1. Assist the President and act in the President's absence.

C. SECRETARY:

Duties and Responsibilities:

1. Record and ensure the distribution of the minutes of all Corporation and Board of Trustees meetings.
2. Ensure that the Board of Trustees and Corporation members are informed of meeting dates and times.
3. Supervise record keeping and archives.

D. TREASURER:

Duties and Responsibilities:

1. Be responsible for the preparation of the annual budget.
2. Make regular financial reports to the Board, at least quarterly.
3. Supervise the accounting system of the Corporation.
4. Make arrangements for annual audit or review.

ARTICLE VI. COMMITTEES

1. EXECUTIVE COMMITTEE:

A. The Executive Committee shall be composed of the Corporation/Trustees' officers and the immediate past president.

B. Duties:

1. Act ad interim for the Board in matters of emergency.
2. Carry out business as assigned by the Board of Trustees.
3. Prepare agendas for regular meetings of the Board of Trustees and for Annual Meetings of the Corporation.

2. FINANCE COMMITTEE:

A. The Finance Committee shall be composed of three members, including the Corporation Treasurer, the Endowment Committee Chair and the committee chair, appointed by the Board of Trustees President.

B. Duties:

1. Develop long-range fiscal plans.
2. Coordinate fund raising programs for annual expenses.
3. Create annual budgets with staff and other Board of Trustees members.
4. Submit annual reports to the Board of Trustees showing income,

expenditures and pending income.

3. PERSONNEL COMMITTEE:

A. The Personnel Committee shall be composed of two members of the Executive Committee, to be appointed by the President.

B. Duties:

1. Develop and maintain personnel policies and staff job descriptions for the Board of Trustees.
2. Perform annual evaluations of the Corporation's Executive Director and ensure annual evaluations of other staff members.
3. Make salary recommendations to the Board of Trustees.

4. NOMINATING COMMITTEE:

A. The Nominating Committee shall be composed of two members of the Board of Trustees, to be appointed by the President.

B. Duties:

1. Secure at least one candidate for each officer to be elected at the Corporation's annual meeting.
2. If an officer is unable to complete his or her term, the Nominating Committee shall recommend a replacement to serve until the next annual meeting.

5. ENDOWMENT AND INVESTMENT COMMITTEE:

A. The Endowment Committee shall be composed of three members including the Corporation's Treasurer, a committee Chair, and a financial consultant/advisor who may or may not be a member of the Board of Trustees. The latter two shall be appointed by the President.

B. Duties:

1. Supervise management of endowment funds.
2. Report quarterly to the Board of Trustees and annually to the Corporation.
3. Seek additional funds for long-term investments.

ARTICLE VII. POLICY

1. It is the policy of this Corporation that the Institute shall not sponsor any interdenominational activity that would compete with regularly established denominational activities of participating denominations.
2. Each denomination officially related to the Idaho Institute of Christian Education shall have an equity in the assets of said Corporation, directly proportionate to the cumulative contributions to the Institute by its respective organization(s), or members as recorded in the annual reports beginning with date of incorporation and ending with the date of dissolution. A denomination may not realize its equity interest in the Corporation except upon the dissolution of the Corporation.
3. Financial obligations of the Corporation rest not with the Corporation members, but with the participating denominations.

ARTICLE VII. AMENDMENTS

These bylaws may be amended at any meeting of the Corporation provided that copies of the proposed amendment(s) are sent with the meeting notice.

Amended at the Annual Meeting of the Corporation of the IICE on February 8, 2004

Amended at the Annual Meeting of the Corporation of the IICE on February 12, 2006