



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

*Avery Citizen's Committee, Inc.*

was filed in the office of the Secretary of State on the **27th** day  
of **April** A. D. One Thousand Nine Hundred **Seventy-seven** and  
*will be*  
/is duly recorded on **Film No. microfilm** of Record of Domestic Corporations, of the State  
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and  
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for *perpetual*  
*existence*

from the date hereof, with its registered office in this State located at  
**Avery** in the County of **Shoshone**  
and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooper-  
ative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **27th** day of **April**  
A.D., 19**77**.

Secretary of State.

# PROOF OF PUBLICATION

STATE OF IDAHO  
County of Shoshone, }      ss.

Wm. Penney, being first duly sworn deposes and says that he is publisher of KELLOGG EVENING NEWS a daily newspaper of general circulation in said county, published in the City of Kellogg, in the County of Shoshone and the State of Idaho, and which has been published continuously in said county for a period of 78 weeks immediately prior to the publication of the notice hereinafter described, and that the

*Notice - Avery Citizens  
Committee*

**NOTICE**  
**NOTICE IS HEREBY GIVEN**  
that at 7:30 PST on March 1, 1977, the Avery Citizens Committee of Avery, Idaho, Inc., located at Avery, Idaho, a meeting will be held for the purpose of the election of directors for the Avery Citizens Committee, Inc. located at Avery, Idaho, pursuant to Section 30-101, Idaho Code and Correlated Idaho Provisions.

Dated this 24th day of January 1977.

s-DAVE ASLESON  
Secretary for Avery  
Citizens Committee

2-2-9-16-23-77

of which the annexed is a true copy, was published in each regular weekly/daily issue of said newspaper, and not in a supplement thereto, for a period of 4 consecutive weeks/days, the first publication thereof being in

its issue dated Feb 2, 1977 and the last publication thereof being in the issue dated

Feb 23, 1977

*Wm. Penney*

Subscribed and sworn to before me this 24th

day of Feb, 1977.

*Wendell R. Brainerd*

Notary Public

Avery Citizen's Committee  
P.O. Box 143  
Avery, Idaho 83802

Corporation Clerk  
Office of the Secretary of State  
State of Idaho  
Boise, Idaho 83720

Dear Ms. Zapp:

Enclosed are three copies of the proposed Articles of Incorporation and Bylaws of the Avery Citizen's Committee, \$19.00 to cover the filing fee, and a copy of the newspaper certification of publication.

The Articles and Bylaws were approved by the Avery Citizen's Committee on March 2, 1977. We had difficulty getting together with a notary public so we could sign the Articles and Bylaws but we finally did on April 19.

I hope these meet the requirements of the law and with your approval.

Thank you for your assistance.

Sincerely yours,

*Robert K. Bennett*

ROBERT K. BENNETT, President  
Avery Citizen's Committee

#55557

BYLAWS OF THE AVERY CITIZEN'S COMMITTEE, INC.

1. Membership dues shall be determined by the corporation at the December meeting. A membership card shall be issued when the dues are paid and the card shall be signed by the receiver. All membership cards shall expire on December 31 of each year.
2. A standing committee of not more than six (6) persons shall be appointed and shall be known as the Avery Community Center Committee. The committee's duties shall be to coordinate use, repairs, financing, and upkeep of the center. The committee shall report monthly at the regular meeting on the activities and needs of the center and make recommendations to the corporation.
3. The corporation shall sponsor the Avery Volunteer Fire Department which shall be organized under its own constitution and officers. The Fire Department shall be financially self-supporting, but may receive financial aid from the corporation.
4. Section A: The Directors shall direct the operation of the corporation's television antenna system within the approval of the organization.  
Section B: A bank account consisting of funds derived from the operation of the television system and known as the operating fund shall be established and administered by the treasurer-bookkeeper.  
Section C: A monthly service charge and a hookup fee shall be charged for all hookups. Failure to pay service charges will result in disconnection, and all due service charges and a hookup fee will be charged for reconnection.

Section D: Until such time that a \$2,000.00 operation fund has been accumulated, none of the money collected from the television system may be spent for other than the television system operation, maintenance, repairs, and upgrading.

Section E: When the amount of \$2,500.00 is accrued into the operation fund, service charges will be reduced until the amount is reduced to \$2,000.00.

Section F: An annual budget meeting will be held at the regular March meeting. This budget meeting will include wage determinations for the employees, maximum monthly service charges, and hookup fees. At this meeting, the disposition of funds in excess of the operating fund for use on projects other than the television system shall be decided by the organization.

Section G: A part-time treasurer-bookkeeper shall be hired by the corporation and paid by the television operating fund. The treasurer-bookkeeper shall be responsible for receiving and recording all funds derived from the television system and the paying out of these funds within the limits set forth in these bylaws. The treasurer-bookkeeper shall keep an accurate financial record of all transactions and these records shall be available for examination at any regular business meeting. The treasurer-bookkeeper shall give a financial report at the regular business meetings.

Section H: The treasurer-bookkeeper shall be authorized to pay the following items necessary for operation of the television system without monthly approval of the corporation: insurance premiums, electric bills, and repairs as approved by a majority of the

directors.

Section I: A part-time maintenance man shall be hired by the corporation and paid from the operation fund. The maintenance man shall do maintenance within his ability and hookup and disconnects. All work except normal hookups and disconnects must be approved by the majority of the directors.

Section J: Wages for both the treasurer-bookkeeper and the maintenance man shall be those determined at the annual budget meeting or when the individual is hired. Both employees shall submit their claims for wages at the regular meetings monthly and shall be paid at that time with the president cosigning the check as a witness.

## ARTICLES OF INCORPORATION

We, being residents of the St. Joe River Valley upriver from Marble Creek, County of Shoshone, in the State of Idaho, do hereby associate ourselves for the purpose of forming a non-profit association under the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation.

ARTICLE I. The name of the corporation shall be Avery Citizen's Committee, Inc.

ARTICLE II. The purpose of this non-profit corporation shall be to represent the people of the St. Joe River Valley upriver from Marble Creek in all matters affecting this area and provide a vehicle for community services as need or opportunity arise. In order to carry out the foregoing purposes, this corporation may acquire, either by purchase, gift device, rent or lease, and sell, convey, or otherwise dispose of, property of every kind and description.

ARTICLE III. The business place of this corporation shall be Avery, Idaho, and the address shall be Avery Citizen's Committee, Inc., Avery, Idaho 83802.

ARTICLE IV. The term of this organization shall be perpetual.

ARTICLE V. The membership shall consist of all residents of the St. Joe River drainage upriver from the mouth of Marble Creek and who hold a valid membership card in this corporation.

ARTICLE VI. A monthly public business meeting shall be held on the fourth Tuesday of each month at 7:30 P.M. local time. Special public meetings may be called by consensus of two directors whenever important issues are

under consideration or a date factor is involved. Time, location and issues of all special meetings shall be posted in the Avery Post Office for 48 hours prior to the meeting. All business meetings shall be open to the public. Meetings of the directors may be called to coordinate and program material.

ARTICLE VII. A quorum shall consist of those members present at the meeting.

ARTICLE VIII. The number of directors of this corporation shall be three  
Sec. A. and they shall be elected annually.

Sec. B. At the time of election, one director shall be elected president, one director shall be elected vice president, and one director may be elected secretary-treasurer; or secretary or treasurer, or may hold no other office in the corporation. A secretary-treasurer or secretary and treasurer shall be elected annually.

Sec. C. All officers of this corporation shall be eligible for re-election.

Sec. D. All officers shall be elected by secret ballot and simple majority at the regular meeting the fourth Tuesday of January, at the regular meeting place and at the regular time. The newly-elected officers shall take office at the end of that meeting.

Sec. E. Notice of the forthcoming election shall be announced at the

December meeting at which time a nominating committee shall be appointed by the president. Notice of the election shall be posted for two weeks on the regular meeting place and once a week for two weeks in the Kellogg Evening News prior to the election.

ARTICLE IX. The duties of the directors and officers of the Avery Citizen's Committee are as follows:

- Sec. A. The president shall preside at the meetings of the Avery Citizen's Committee, Inc., and have general supervision of all affairs of the organization within the approval of the membership. The president shall be an ex-officio member of all committees.
- Sec. B. The vice-president shall assume the duties of the president when the president is absent or has resigned.
- Sec. C. The secretary shall take the minutes of all meetings which shall be an accurate record of all the business transacted. The minutes shall include a list of all persons present. The secretary shall work with the other officers in keeping necessary correspondence current and shall prepare correspondence for his own or the president's signature.
- Sec. D. Except as otherwise provided in the bylaws of these articles of incorporation; the treasurer shall receive all the Avery Citizen's Committee, Inc., funds and shall be responsible for paying out these funds upon approval at the

business meetings, except that the treasurer shall be authorized to pay out up to \$25.00 per month for expenses of the Committee. Every transaction shall be accompanied by a verifying document and these documents shall be made available to the Committee upon request. A current financial report shall be given at each regular business meeting.

ARTICLE X. Amendments to these Articles and Bylaws shall be acted upon at the monthly business meetings. Intent to amend must be announced one monthly meeting prior to the balloting and a public notice stating the amendment or bylaw must be posted on the regular meeting place and in the Kellogg Evening News once a week for four weeks prior to the balloting. The balloting shall be secret and a two-thirds affirmative vote of the members present and voting shall be required for adoption.

ARTICLE XI. Indebtedness shall be limited to the amount of cash on hand.

ARTICLE XII. Directors or officers resigning shall submit their written resignation to the president or vice-president to be read at the next regularly-scheduled meeting.

ARTICLE XIII. Directors and officers of the Avery Citizen's Committee, Inc., may be relieved of their office at regularly-scheduled meetings. Intent to remove the person must be announced one monthly meeting prior to the balloting and a public notice stating the intent to remove the person shall be posted in the Avery Post Office for two weeks prior to the balloting. The balloting shall be secret and a two-thirds affirmative vote of the members present and voting shall be required for expulsion.

ARTICLE XIV. Unexpired terms of directors and officers leaving office shall be filled at regularly-scheduled meetings. At the meeting the resignation or expulsion is effective, a nominating committee shall be appointed by the president. A public notice announcing the election shall be posted in the Avery Post Office for one week prior to the election. Selection shall be made by secret ballot and a simple majority of the members present and voting.

ARTICLE XV. Special and standing committees shall be appointed by the president and shall have their duties clearly outlined, with the approval of the corporation.

ARTICLE XVI. Persons meeting the requirements of Article V cannot be expelled from this corporation.

ARTICLE XVII. All assets of this corporation shall belong to the members as a body, with no individual interest, and each member shall have one vote.

ARTICLE XVIII. No member, director, or officer of this corporation shall be individually liable at any time for any debts of the corporation.

ARTICLE XIX. In the event this corporation should cease to exist, the property after payment of all debts shall become the property of the Avery Ladies Club.

ARTICLE XX. No organization, group, or individual associated with this corporation shall, in it's name, at any time attempt to regulate or infringe upon individual rights or private property.

ARTICLE XXI. The parliamentary authority of this corporation shall be Robert's Rules of Order.

ARTICLE XXII. Motions of business may originate from any member of the Corporation.

The following are the names and addresses of the incorporators, each of whom has applied for membership in this corporation.

<u>Robert L. Bennett</u>	<u>Avery, Idaho</u>
<u>R. Monroe Goss</u>	<u>Avery, Idaho</u>
<u>Jack E. Cosen</u>	<u>Avery, Idaho</u>
<u>Tom M. Howland</u>	<u>Avery, Idaho</u>
<u>Alan Slepian</u>	<u>Avery, Idaho</u>
<u>Myce Long</u>	<u>Avery, Idaho</u>
<u>Ruth E. Luluv</u>	<u>Avery, Idaho</u>
<u>Andrea K. Kishner</u>	<u>Avery, Idaho</u>
<u>Wanda L. Bennett</u>	<u>Avery, Idaho</u>
<u>Elizabeth R. Pass</u>	<u>Coeur d'Alene, Idaho</u>
<u>Robert L. Coss</u>	<u>Avery, Idaho</u>
<u>Keith L. Coss</u>	<u>Avery, Idaho</u>
<u>Howard L. Benson</u>	<u>Avery, Idaho</u>
<u>Sandra L. Benson</u>	<u>Avery, Idaho</u>
<u>R.D. Parker</u>	<u>Avery, Idaho</u>

Subscribed and sworn to before me this 19<sup>th</sup> day of

April, 1977.

My commission expires: \_\_\_\_\_

William J. Marcell  
Notary Public in and for the state of  
Idaho, Residing at: \_\_\_\_\_

NOTARY PUBLIC for the State of Idaho  
Residing at Coeur d'Alene, Idaho

My commission expires Jan. 18, 1978