

IDAHO CENTER ADVISORY COMMISSION

BYLAWS

ARTICLE I

PURPOSE

The Idaho Center Advisory Commission (sometimes referred to hereinafter simply as the “Commission”) was created and operates in accordance with the ordinances of the City of Nampa, Idaho (the “City”). The purpose and duties of the Idaho Center Advisory Commission are to advise the Mayor and Council of the City with regard to the operation, maintenance, and improvement of the Idaho Center.

ARTICLE 2

NON-LIABILITY OF COMMISSIONERS

The private property of the Commissioners shall be exempt from execution or other liability from any debts of the Commission, and no commissioner shall be personally liable or responsible for any debts, liabilities or obligations of the Commission.

ARTICLE 3

COMMISSIONERS

Section A. General Powers. The business and affairs of the Commission shall be managed by a Board of Commissioners, comprised of eight (8) commissioners, appointed in accordance with *Title 2, Chapter 14 of the Nampa City Code*. The mayor shall at all times serve as an *ex officio* member of the Commission.

Section B. Voting Powers. Each of the eight (8) commissioners appointed to the Commission has voting powers with respect to all decisions and recommendations made by the Commission. Representatives from city government, including the Mayor, or other agencies, companies, or citizens at large who may serve on committees set up by the Commission or in other capacities for or on behalf of the Commission do not have the power to vote on matters before the Commission, but may provide input or recommendations to the Commission for its consideration.

ARTICLE 4

MEETINGS OF COMMISSIONERS

Section A. Regular Meetings. Regular meetings of the commissioners shall be scheduled at 4:00 p.m. local time, on the third Thursday of each month, to be held at the Ford Idaho Center ticket office, Nampa, Idaho, *unless otherwise posted and/or published*, for the purpose of transacting such business as may come before such meetings. The Board of Commissioners shall cause notice of the regular meeting schedule to be posted or published as required by the Idaho open meeting law.

Section B. Special Meetings. A special meeting of the Board of Commissioners may be called at any time by the Chairman or by any two commissioners by giving notice to the Secretary specifying the time, date, place and purpose of such meeting. Upon receipt of such notice the Secretary shall cause written notice of such time, date, place and purpose of such meeting to be given to each commissioner of the Agency as hereafter provided in Article 4.

Section C. Notice of Special Meeting. Written notice of time, date, place and purpose of any special meeting of the Commission shall be posted or published as required by the Idaho open meeting law.

Section D. Waiver of Notice. Any commissioner may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a commissioner at any meeting shall constitute a waiver of notice of such meeting by such commissioner, except in case a commissioner shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

Section E. Absence of Chairman and Vice-Chairman. In the absence of the Chairman and Vice-Chairman at a regular or special meeting of the Board of Commissioners, after a quorum of the Board is present, a majority of the commissioners present may elect a commissioner to serve as Chairman for that meeting only until either should arrive or the meeting is adjourned.

ARTICLE 5

OFFICERS

Section A. Number and Qualifications. The officers of the Commission shall be a Chairman, Vice-Chairman, Secretary, and such other officers as may be determined by the Commission from time-to-time to perform such duties as may be designated by the Commission.

Section B. Election and Term of Office. The Commissioners shall elect from their number a Chairman, a Vice-Chairman, and a Secretary. Each officer shall hold office until his successor has been sworn into office, whereupon the successor shall hold that seat.

Section C. Chairman. The Chairman:

1. Shall be the principal executive officer of the Commission and, unless otherwise determined by the members of the Commission, shall preside at all meetings of the Commission.
2. Shall be the primary advisor to the mayor and city council with regard to the operation, maintenance, and improvement of the Ford Idaho Center
3. May execute any resolutions adopted by the Commission and approved by City Council, and any documents, contracts or other instruments authorized by the City Council to be expressly delegated by the Commission or by the Bylaws to some other office or agent of the Commission, or shall be required by law to be otherwise made.
4. Shall, in general, perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Commission from time-to-time.

Section D. Vice-Chairman. In the absence of the Chairman or, in the event of the Chairman's inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairman. The Vice-Chairman shall also perform such other duties as from time-to-time may be prescribed by the Commission.

Section E. Secretary. The Secretary:

1. Shall keep the minutes of the meetings of the Commission in one or more books kept for that purpose.
2. Shall see that all notices are duly given in accordance with these Bylaws, and as required by law.
3. Shall be custodian of the corporate records and of the seal of the Commission, and may affix the seal of the Commission to documents and other instruments as approved and authorized by City Council.
4. Shall keep a register of the names and mailing addresses of all commissioners.
5. Shall keep on file at all times a complete copy of the Ordinance of the Municipality creating the Commission and the Bylaws of the Commission, containing all amendments thereto (all of which shall be open to the inspection of the members of the Commission at any time and to the public.)

6. Shall, in general, perform all duties incident to the office of the Secretary and such other duties as from time-to-time may be assigned to the Secretary by the Commission.

ARTICLE 6

QUORUM

A majority of the eight (8) appointed Board members shall constitute a quorum for the transaction of business.

ARTICLE 7

BOARD MEETING ATTENDANCE POLICY

In order for the Commission to accomplish its purposes, the Board members must remain actively involved and regularly attend the meetings of the Commission. In the event a Board member fails to attend two (2) consecutive Board meetings without first notifying another member of the board or the Secretary that he or she would be absent from those meetings, fails to attend three (3) consecutive Board meetings (whether or not prior notice has been provided), or misses one-third (1/3) or more of the regular board meetings in any consecutive twelve (12) month period, then that Board member shall be deemed to have an “attendance problem.” If such an attendance problem exists, the Chairman will promptly contact the Board member to discuss the problem. The existence of the attendance problem and the Board member’s response shall be presented to the Board at their next meeting. In that meeting, which the member in question may attend, the Board shall discuss the attendance problem. A majority of the Board may formally request that the Board member resign or may recommend that he or she be removed from the Board by the mayor, with confirmation by the City Council.

ARTICLE 8

RULES AND REGULATIONS AND RELATED DOCUMENTS

The Commission shall have the power to recommend the adoption of Rules and Regulations, mission statements, strategic plans, and related documents, not inconsistent with law, as it may deem desirable for the management of the business and affairs of the Commission and to guide its efforts, which documents shall become effective only upon approval by the City Council.

ARTICLE 9
AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the commissioners then in office, at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

The foregoing Bylaws were adopted by motion of the Board of Commissioners on the _____ day of _____, 2014.

Chairman

Attest:

Secretary