

**BYLAWS FOR  
EASTERN IDAHO WATER RIGHTS COALITION, Inc.**

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**1. NONPROFIT PURPOSES**

**1.1. SPECIFIC OBJECTIVES AND PURPOSES**

The primary purposes of the Eastern Idaho Water Rights Coalition (EIRWC) shall be to protect water rights critical for economic growth in Eastern Idaho and promote discussion and ideas that will best enhance the utilization of water for future economic development

**1.2. IRS SECTION 501(C)(3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**2. MEMBERSHIP AND VOTING**

**2.1. MEMBERS**

The membership is open to any individuals, organizations, public or private entities, that are interested in furthering the mission and objectives of EIRWC. The Executive Committee

or the Board of Directors reserves the right to reject the application of potential members or remove existing members that it believes would conflict or act in opposition to EIRWC's mission or objectives.

Members may join EIRWC by submitting an application and an initial membership fee. The application format and amount of the initial fee is determined by the Board of Directors. Members will retain their membership status through annual dues, as determined by the procedures established by EIRWC's by-laws.

Until the Board of Directors is fully established and operational, the Executive Committee will determine the initial "charter" membership application and fees.

## **2.2. REPRESENTATION**

Individual members of EIRWC are entitled to one vote on each matter submitted to a vote of the membership.

## **2.3. VOTING**

The Board of Directors or the Executive Committee will determine what matters will be brought before the membership for a vote. Members can request a general membership vote on matters, pending approval by the Board of Directors or Executive Committee.

Voting procedures are as follows:

## **2.4. Notification:**

Members who are in good standing will be issued a ballot, by mail or by telecommunication (e.g. Facsimile, E-mail), on all matters put to vote. Members will be given a certain amount of time to return their initial ballots voting either (1) in favor, (2) in favor with comments, (3) opposed, (4) opposed with comments or (5) in abstention. A vote that meets one of the prior five (5) criteria will be considered a responsive vote.

## **2.5. Quorum**

At least 50% of the membership must have cast a vote or an abstention for the vote to be considered valid.

## **3. FEES AND DUES**

The Board of Directors may set fees in such amounts as it shall deem necessary, including, and without limitation, annual dues. The dues structure established may be tiered. The dollar amount will be reviewed annually and adjusted as necessary by the Board of Directors. Dues will be charged in accordance with EIRWC policy.

## **4. MEETINGS**

### **4.1. SEMI-ANNUAL MEETINGS**

A meeting of the membership will be held twice a year at a time, place and date to be determined by the Board of Directors and stated in the notice of the meeting. One meeting is for the election of the Board of Directors, and for other such business as may be stated in the notice of meeting,

### **4.2. SPECIAL MEETINGS**

Special meetings of the Council may be called by the President, Executive Committee, Board of Directors, or at the written request of at least 10% of the voting members.

### **4.3. NOTICE**

Written notice of a meeting, annual or special, stating the place, date and hour of the meeting, (and in cases of a special meeting stating the purpose or purposes for which the meeting is called) will be given to each member entitled to vote at such meeting, not less than 30 days before the date of the meeting and not more than 60 days before the date of the meeting.

A special meeting may be held on shorter notice for an "emergency" as determined by 75% of the board. In such circumstances, the corporation will make a good faith effort to adequately notify all of the membership in as timely basis as possible, and to state the nature of the emergency.

### **4.4. QUORUM**

EIRWC members are allowed to vote. 50% of voting members present in person, proxy or by teleconference, will constitute a quorum for the transaction of business. If a quorum is not present or represented at a meeting, the members present at such meeting will have the power to adjourn the meeting until a quorum is present, at which time any business may be transacted that would have been transacted at the meeting as originally called.

### **4.5. PROXIES**

At any meeting of the membership, a member entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized representative. A proxy is valid for only one meeting. The number of proxies that a member may represent shall be limited to one.

## **5. DIRECTORS**

### **5.1. NUMBER**

The corporation shall have no maximum of directors and collectively they shall be known

as the Board of Directors. There is no requirement that all seats be filled, but a minimum of 15 directors must be in office at any given time.

## **5.2. QUALIFICATIONS**

Directors shall be of the age of majority in this state. Directors shall represent a diverse array of water interests in Eastern Idaho,

Although not each category must be represented on each board, members and directors will strive to develop boards that adequately represent diverse member categories, including:

- ground and surface water users,
- municipalities,
- agricultural users
- developers,
- elected officials,
- commercial and residential users,
- rural and urban users,
- sub-regions.

Any member of EIWRRC in good standing is eligible to serve as a director.

## **5.3. PROCEDURE FOR NOMINATION AND ELECTION OF CANDIDATES FOR DIRECTOR**

The Executive Committee shall propose names for the election of directors. In preparing recommendations, the Executive Committee can receive input from the Board of Directors and general members. The recommendations of the executive committee shall be presented to the members with the notice of the meeting of the members at which the election shall take place. At the meeting, the chair of the meeting shall announce the number of directors to be elected at the meeting, shall read the names of the candidates who have been nominated by the executive committee, and shall call for additional nominations from the floor. Additional nominations may be made by any member and who is present at the meeting in person. Nominations must be seconded. After nominations have been made, the chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. After the nominations have been closed, the members shall cast their votes. Members may cast only one vote per individual and may vote for that number of individuals up to the total number of directors to be elected. Cumulative voting shall not be permitted. The individuals receiving the highest number of votes, up to the number of directors to be elected, shall be elected as directors.

The Executive Committee shall appoint the initial Board of Directors. These initial directors shall serve until EIRWC's first general meeting, during which the procedures for electing the board established by these by-laws will be followed.

## **5.4. POWERS**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Until the Board of Directors is fully formed and operational according to these bylaws, the Executive Committee shall perform all duties and powers given to the Board of Directors under these bylaws.

## **5.5. DUTIES**

It shall be the duty of the directors to consider, conduct and promote the policies and objectives of EIWRRC in furtherance of its mission. These duties shall include, but are not limited to:

- the monitoring and research of water issues affecting Eastern Idaho
- the development of proposals and positions for consideration by the general membership
- the formation of committees or task forces to investigate and form recommendations on key issues,
- preparing and approving the budget and expenditures of the corporation,
- keeping the membership and constituencies represented by the board fully informed about EIRWC's activities
- amending the bylaws as needed, and
- performing any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.

## **5.6. TERM OF OFFICE**

For the first election, approximately one half of the members elected to serve on the Board of Directors will serve a two-year term from the day elected, and the second half will serve a one year term. Subsequently, all Board members will serve two-year terms. A Board member may serve no more than three consecutive terms.

## **5.7. COMPENSATION**

Directors shall serve without compensation. Travel expenses for Board members may be reimbursed provided they are budgeted and approved in advance by the Board of Directors.

The Executive Committee will determine the disbursement of these funds.

#### **5.8. MEETINGS**

Regular meetings of the Board of Directors may be held from time to time at locations determined by the Board of Directors. Written notice of such meeting will be given to each Board member at least 30 days prior to the proposed meeting date. Attendance at such meeting will be in person or by telecommunication. The Board of Directors will meet at least twice a year.

#### **5.9. QUORUM FOR MEETINGS**

A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### **5.10. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

#### **5.11. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the Vice-President of the corporation or, in his or her absence, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

#### **5.12. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left

without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

#### **5.13. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **5.14. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

#### **5.15. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

#### **5.16. INFORMAL ACTION BY DIRECTORS**

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if each and every director in writing votes for such action. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records. Action taken under this Article is effective when the last director signs



the consent, unless another date is specified in the consent.

#### **5.17. MEETINGS BY TELEPHONE**

Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

### **6. OFFICERS**

#### **6.1. DESIGNATION OF OFFICERS**

The officers of the corporation shall be the President, a Secretary, and a Treasurer. The corporation may have other such officers, for example Vice-President, with such titles as may be determined from time to time by the Board of Directors.

#### **6.2. QUALIFICATIONS**

Any duly elected member of the Board of Directors will be eligible for office. Only Board Members shall serve as officers.

#### **6.3. NOMINATION, ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Board of Directors. The President shall serve an indefinite term, but may be removed by a majority vote of the Board of Directors. Each other officer shall serve for a period of one year, but may be re-elected for additional one year terms.

#### **6.4. REMOVAL AND RESIGNATION**

An individual may be removed from office if the officer becomes unaffiliated with a member organization. An office may be declared vacant by a majority vote of the Board of Directors with or without cause. Causes for such action will include, but are not limited to, failure to abide by the corporation's bylaws, repeated and inexcusable absences from meetings of the Board of Directors, or conviction of a felony.

#### **6.5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

### **6.6. DUTIES OF OFFICERS**

A. The President shall be the principal executive officer of the corporation and shall preside at all meetings of the Board of Directors and membership. The President shall execute all contracts into which the corporation may enter unless execution thereof is delegated by the Board of Directors or these bylaws to some other officer(s) or agents of the corporation. The President shall also serve as an alternative signatory on all funds withdrawn from any corporation account. The President shall sign all tax forms and other forms required by governmental agencies, on behalf of the corporation.

B. The Treasurer shall assure that the corporation's funds are kept safe and that full and accurate accounts of receipts and disbursements are prepared. The Treasurer will also prepare, annually, a proposed budget for the corporation that will be discussed and approved by the Board of Directors and the membership. Additionally, the Treasurer serves as the main signatory on all corporate banking accounts. The President may appoint an Assistant Treasurer to assist the Treasurer.

C. The Secretary shall take and disseminate minutes, prepare and sign corporate documents, etc. and perform the duties normally assigned to a Secretary. The President may appoint an Assistant Secretary to assist the Secretary.

### **7. COMMITTEES**

#### **7.1. EXECUTIVE COMMITTEE**

The Executive Committee of the corporation is charged with managing the day to day affairs of the corporation and ensuring that the mission and objectives of EIRWC are consistently met. The Committee shall consist of 7 to 10 members, including the officers of the corporation, select members of the Board of Directors and certain administrative personnel including an executive assistant and general counsel.

The initial executive committee consists of 10 individuals approved by the corporation prior to the formation of these bylaws, including the following:

- Stan Clark, President
- Cortney Liddiard
- Dean Mortimer
- Scott Bruce
- Jared Fuhrman

- Jeff Raybould
- Roger Warner
- Craig Evans
- Rebecca Casper, Secretary and Treasurer
- Nathan Olsen, General Counsel

Members of the Executive Committee serve an indefinite term, but are admonished that they should consider resigning from the committee if they are not able to adequately participate in the management of the coalition. Members of the Committee may be removed by a majority vote of the Executive Committee or the Board of Directors.

The President, members of the Executive Committee or Board of Directors may nominate individuals to fill vacancies in the Executive Committee. Such nominations are first presented to the Executive Committee for approval and then to the Board of Directors.

The Board of Directors may, by a majority vote of its members, delegate to the executive committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

The Executive Committee shall meet at least once a month keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board may require.

The Executive Committee may also propose resolutions to the Board of Directors or the general membership for a vote.

## **7.2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

## **7.3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the

committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **8. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **8.1. EXECUTION OF INSTRUMENTS**

The Executive Committee, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **8.2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Executive Committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

### **8.3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Committee may select.

### **8.4. GIFTS**

The Executive Committee may accept on behalf of the corporation any contribution, gift, bequest, or devise for the non-profit purposes of this corporation.

## **9. OFFICES**

### **9.1. Registered Office**

The registered office of the corporation required by the Idaho Business Corporation Act ("IBCA") to be continuously maintained in the state of Idaho may, but need not, be the same as any of its principal places of business in the state of Idaho. In any case, the corporation's registered office shall be the

business office of the registered agent required by the IBCA to be continuously maintained in the state of Idaho. The address of the registered office may be changed from time to time by the Board of Directors or the President of the corporation by delivering a statement to the Idaho Secretary of State containing the information acquired by the IBCA or by indicating such change in the annual report required by the IBCA to be filed with the Secretary of State. (Idaho Code §§ 30-1-501 and 30-1-502.)

**9.2. Principal Office; Other Offices.**

The corporation may also have and maintain an office or principal place of business in Idaho Falls, ID, Idaho, or at such other place as may be fixed by the Board of Directors, and may also have offices at such other places, both within and without the state of Idaho, as the Board of Directors may from time to time determine or the business of the corporation may require.

**10. CORPORATE RECORDS, REPORTS AND SEAL**

**10.1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office:

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

**10.2. CORPORATE SEAL**

The Board of Directors or Executive Committee may adopt, use, and at will alter, a logo. Such logo shall be kept at the principal office of the corporation. Failure to affix the logo to corporate instruments, however, shall not affect the validity of any such instrument.

**10.3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

**10.4. MEMBERS' INSPECTION RIGHTS**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member: To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

**10.5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

**10.6. PERIODIC REPORT**

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

**11. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS**

Each director and officer with discretionary authority shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director or officer reasonably believes to be in the best interests of the corporation. In discharging his or her duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or another person as to matters the Director or officer reasonably

believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the Board of Directors of which the Director is not a member if the director reasonably believes the committee merits confidence.

A director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A director or officer is not liable as such to the corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this section.

A Director shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferee of such property.

## **12. DIRECTORS' CONFLICT OF INTEREST TRANSACTIONS**

### **12.1. Conflict of Interest Transaction.**

"Conflict of interest transaction" means: a transaction with the corporation in which a director has a direct or indirect interest. For purposes of this section, a director of the corporation has an indirect interest in a transaction if (a) an entity in which the director has a material interest or in which the director is a general partner is a party to the transaction, or (b) an entity of which a director of the corporation is a director, officer or trustee is a party to the transaction.

### **12.2. Prohibition Against Loans to or Guarantees for Directors or Officers.**

No loans shall be made by the corporation to its directors or officers nor shall the corporation guarantee the obligations of directors or officers of the corporation.

### **12.3. Voidability of Conflict of Interest Transactions.**

No conflict of interest transaction shall be voidable or the basis for imposing liability on a Director if the transaction was fair at the time it was entered into or is approved as provided in this section.

### **12.4. Approval of Conflict of Interest Transactions.**

A transaction in which a director of the corporation has a conflict of interest may be approved if the material facts of the transaction

and the director's interest are disclosed or are known to the Board of Directors or a committee of the Board of Directors, and the Board of Directors or committee authorizes, approves, or ratifies the conflict of interest transaction.

A conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board or of a committee of the Board of Directors, who have no direct or indirect interest in the transaction. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved pursuant hereto.

If a majority of the Directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the conflict of interest transaction, a quorum is present for purposes of taking action under this section.

## **13. IRS 501(C)(3) TAX EXEMPTION PROVISIONS**

### **13.1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **13.2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.



### **13.3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

### **14. WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a director may waive any notice required to be given to such director by the Act or these bylaws: (1) whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the corporation which is signed by the director entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or (2) by a director's attendance at the meeting whereby such waives objection to lack of notice or defective notice, unless the director upon arriving at the meeting and prior to the vote on a matter not noticed in conformity with the Act, the Articles of Incorporation or these Bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

### **15. AMENDMENT OF BYLAWS**

Except as otherwise provided by the Act, these bylaws may be altered, amended, or repealed by a majority vote of the Board of Directors or membership at any regular or special meeting.

### **16. CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed