

BYLAWS FOR THE EASTERN IDAHO WATER RIGHTS COALITION, INC.

1. NONPROFIT PURPOSES

1.1. Specific Objectives And Purposes.

The primary purposes of the Eastern Idaho Water Rights Coalition, Inc. (EIWRC) 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 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 EIWRC. 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 EIWRC's mission or objectives.

Members may join EIWRC by submitting an application and payment of membership dues. The amount of membership dues is determined by the Board of Directors. Members will retain their membership status through annual dues.

2.2. Good Standing.

Members must be current dues payers to be considered in good standing.

2.3. Representation.

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

2.4. 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:

2.3.A. 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.

2.3.B. Quorum.

At least 67% of the membership voting must have cast a vote in favor for vote to be approved. *****

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 EIWRC policy.

4. MEETINGS

4.1. Membership Meetings.

A meeting of the membership will be held at least once a year at a time, place and date to be determined by the Board of Directors and stated in the notice of the meeting. The meeting will include the election of the Board of Directors, and other such business as may be stated in the notice of meeting.

4.2. Special Meetings.

Special meetings of the membership 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.

Notice (either written or electronic) 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 20 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.

EIWRC members are allowed to vote. Five members present in person, proxy or by teleconference, will constitute a quorum for the transaction of business.??? redundant

4.5. Proxies.

At any meeting of the membership, a member entitled to vote, may vote by proxy executed in writing by the member of 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 9 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:

- a. ground and surface water users
- b. municipalities, agricultural users
- c. developers
- d. elected officials
- e. commercial and residential users
- f. rural and urban users
- g. sub-regions

Any member of EIWRC 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 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.

When a board member is elected, who represents an entity other than an individual, the entity may designate an alternate board member, provided that only one vote may be cast in any meeting for that entity. The alternate board members are eligible to serve as an officer or on the Executive Committee.

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.

5.5. Duties

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

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

5.6. Secretary

The board shall select in the manner set forth in section 5.3 of these Bylaws either a board member, a non-board member of EIWRC, or an individual set forth in section 6.2 of these Bylaws to serve as the Secretary for the corporation.

5.7. Term of Office.

All Board members will serve two-year terms or until replaced. The Secretary will serve a one-year term or until replaced.

5.8. 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.

5.9. Meetings.

Regular meetings of the Board of Directors will be held monthly unless otherwise determined by the Board. Email notice of such meeting will be given to each Board member at least 10 days prior to the proposed meeting date. Attendance at such meeting will be in person or by telecommunication.

5.10. Quorum for Meetings.

A quorum shall consist of 1/3 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.

5.11. 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.

5.12. Conduct of Meetings.

Meetings of the Board of Directors shall be presided over by the President 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 by the Executive Director, 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.

5.13. 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 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.¹

5.14. Nonliability Of Directors.

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

5.15. 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.

5.16. 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 Article of Incorporation, these Bylaws or provisions of law.

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.

¹ Draft language that permits the appointment of a Secretary that is not necessarily a board member.

6. OFFICERS

6.1. Designation of Officers.

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

6.2. Qualifications.

Only duly elected members of the Board of Directors will be eligible for the offices of President, Vice-President, and Treasurer. Outside individuals may be contracted as Secretary and Executive. Only officers who are board members may vote.

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.

6.6.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.

6.6.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.

6.6.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.

6.6.D. *The Executive Director* shall carry out the day to day functions of the organization as directed by the Board of Directors, Executive Committee or President. The Executive Director may serve on outside boards or committees, such as the Idaho Water Users Organization. The Executive Director will monitor water issues and alert the Board or officers by email regarding such issues.

7. COMMITTEES

7.1. Executive Committee.

The Executive Committee is charged with managing the day-to-day affairs of the corporation and ensuring that the mission and objectives of EIWRC are consistently met. The Executive Committee will be the Officers of the corporation.

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

- a. Stan Clark, President
- b. Dean Mortimer
- c. Jared Fuhrman
- d. Cortney Liddiard
- e. Scott Bruce
- f. Craig Evans
- g. Rebecca Casper, Secretary and Treasurer
- h. Nathan Olsen, General Counsel
- i. Roger Warner
- j. Jeff Raybould

All living initial members of the Executive Committee may serve as Ex-officio members of the Board of Directors if not elected as regular members of the Board if they so desire.

Members of the Executive Committee serve an indefinite term. 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 normally transact business by telephone or email, but may meet at the call of the President or any two other officers, 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 can approve actions, such as decisions to support specific legislation or other actions as required in-between regular meetings of the Board of Directors.

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.

8. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

8.1. 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 or by the President of the corporation.

8.2. 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.

8.3. 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 or the office of any officer:

(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 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 of 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 the 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 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, 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 the directors or officers of the corporation.

12.3. Voidability of Conflict of Interest Transactions.

No conflict of interest transaction shall be voidable of 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 an 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.

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 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.

APPROVED IN ACCORDANCE WITH SECTION 15 ON __November 4, 2021

Keith Esplin, Executive Director