

IDAHO LEGISLATIVE ADVISORS, INC.

BY-LAWS

ARTICLE I.

The name of the corporation is IDAHO LEGISLATIVE ADVISORS, INC., herein referred to as the "Association". This organization is a voluntary, non-profit incorporated association composed of lobbyists in Idaho who are associating themselves for the purpose of fostering and promoting the professional and ethical standards of conduct among its members, seeking to enhance the public confidence in government, and establishing and maintaining facilities for the use and convenience of its members. The Association is an independent, autonomous organization.

ARTICLE II

LOCATION

The location of the principal place of business of the Association shall be in the County of Ada, State of Idaho.

The registered office of the Association, required by law to be maintained in the State of Idaho, may be, but need not be, identical with its principal place of business.

ARTICLE III

PURPOSES

The purposes for which the Association is organized are:

- (1) to assist state government in enhancing public confidence in open, transparent, and ethical conduct of state government;
- (2) to serve its members by providing information and services pertaining to ethics, lobbyist issues and such other activities deemed proper and appropriate as determined by the Board of Directors;
- (3) to foster and develop communication, public relations and promotional needs of its members through communication functions, projects, programs and activities.
- (4) to establish and maintain facilities which will enable its members to conveniently carry out the member's responsibilities in providing lobbying services on behalf of the business entities or persons represented by the member; and
- (5) to operate as an association of persons having a common business interest within the meaning of Section 501(c)(6) of the Internal Revenue Code.

USE OF FUNDS. In making disbursements to effectuate purposes of the Association, the Board of Directors shall have the authority to make disbursements in such proportions and amounts as the Board of Directors, in its discretion, determines advisable, provided that all such distributions are consistent with all applicable tax laws and regulatory requirements. The Association is not formed for financial or pecuniary gain; and no part of the assets, income or profits of the Association shall be distributable to, or inure to, the

benefit of its directors or officers or any other private person, except as reimbursement for expenses or reasonable compensation for services rendered to the Association.

ADMINISTRATION OF FUNDS. In order fully to effectuate the provisions of this Article, the Association shall adopt such procedures, and shall otherwise adhere to such administrative requirements as may from time to time be necessary, in order fully to comply with all applicable tax laws and regulations and governmental reporting requirements.

DISSOLUTION OF ASSOCIATION. The Board of Directors shall have the authority to dissolve the Association any time that, by a unanimous vote, it deems such dissolution appropriate or advisable. In such event, after paying, or making provisions for the payment of, all liabilities of the Association then outstanding and unpaid, the Board of Directors shall distribute the assets of the Association to one or more nonprofit organizations approved by the Board that are exempt as organizations described in Section 501(c) (6) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

ARTICLE IV

POLICY OF ASSOCIATION ON MATTERS OF LEGISLATION

It shall be proper for the Association to take an organizational position on any proposed legislation or regulation in any United States administrative or legislative unit, in the Legislature of the State of Idaho, or in any Idaho executive branch administrative agency, either pro or con, where or when it is deemed advisable and for the best interest of this Association by a majority vote of the members of Board of Directors of the Association.

However, any legislative or regulatory positions on behalf of the Association are subject to the following provisions:

a) All legislative or regulatory positions shall be approved by a majority vote of the members of the Board of Directors.

b) Voting of the Board may be by meeting, letter, telephone, electronic mail, or any other manner to insure the participation of the board member.

c) If the majority vote of the members of the Board is not received, the Association shall take no official position.

d) Members of the Association shall be fully authorized to express their client and individual views in any legislative or regulatory hearing, notwithstanding any organizational position as approved by the Board of Directors.

ARTICLE V

INDEMNIFICATION

Any officer or director or former officer or director or any person who may have served at the request of the Association as an officer or director, who was or is a party or is threatened to be made a party to any pending or completed action, suit or proceeding, whether civil, criminal, administrative or

investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the Association, shall be indemnified by the Association against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and

in a manner he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

ARTICLE VI

INSURANCE

INSURANCE. The Board of Directors may maintain Officers and Directors Liability insurance coverage as is available for reasonable cost, in the discretion of the Board.

ARTICLE VII

MEMBERSHIP AND DUES

REGULAR MEMBERS-DUES. Any lobbyist registered and in good standing with the Idaho Secretary of State may become a member upon payment of dues as fixed by the Board of Directors and agreeing to abide by the Association's Code of Conduct duly adopted in accordance with these by-laws. In order to vote in Association matters, or serve as an officer or director, a member must be a current member with dues paid up to date.

MEMBERSHIP MEETINGS. The Association shall hold a membership meeting annually during each annual session of the Idaho Legislature. The meeting shall be held in Ada County, State of Idaho. At the Annual Meeting, the President and Treasurer shall report on the activities and financial condition of the Association, and conduct such other business as may be required for membership action by these By-Laws, or by statute. The Association shall provide notice of the Annual Meeting and such special membership meetings as may be called by the Board of Directors, and shall give fair and reasonable notice of such meetings in accordance with the provisions of Section 30-30-505, Idaho Code. The Board or fifteen percent (15%) of the members may call a special meeting of the members.

RECORD OF MEMBERSHIP: The Board of Directors shall establish a record of membership date for giving notice of a meeting, and the Association shall prepare an alphabetical list of all members who have paid the annual dues and have provided necessary information required by the Board of Directors as of the record date. Such list will constitute the list of members entitled to notice of meeting as of such record date. After the record date, the membership list will continue to be prepared through the time of the membership meeting. Members who have not met the record date for qualifying for notice will not be entitled to notice of such meeting, but will be entitled to attend and vote at such meeting.

QUORUM: ten percent (10%) of the members shall constitute a quorum necessary for all membership meetings. Once a quorum is established, the absence of a member shall not constitute an absence of a quorum.

ARTICLE VIII

BOARD OF DIRECTORS

GENERAL POWERS. The business and affairs of this Association shall be managed by its Board of Directors. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts as are not by statute or by the Articles of Incorporation of the Corporation or are, by these By-Laws, directed or required to be exercised or done by the members.

AUTHORITY OF OFFICERS OR AGENTS TO BIND THE ASSOCIATION. The Board of Directors, except as in the by-laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

NUMBER, TERMS AND QUALIFICATIONS. The number of Directors constituting the Board of Directors shall, following the first election of directors following adoption of these by-laws, consist of eleven (11) persons. Board members shall serve three (3) year staggered terms. Directors may be eligible for re-election. Directors must be registered as lobbyists with the Idaho Secretary of State; be current in payment of dues to the Association, and be in good standing as members of the Association. Terms shall commence immediately upon election by the members of the Association at the annual meeting.

ELECTION OF DIRECTORS. By a majority of the required quorum of members, Directors shall be elected by the members of the Association at the annual meeting of the Association. Members of the Board of Directors serving terms of office at the time of the adoption of these By-laws may continue in office until the expiration of the term for which the Director was elected to the Board.

REMOVAL. Any director may be removed by a vote of the members, as set forth in Sections 30-30-608 and 30-30-609, Idaho Code.

SUSPENSION OR EXPULSION OF ASSOCIATION MEMBER. In the event a member has not met the legal requirements for lobbying in the State of Idaho or is delinquent in payment of Association dues, the Board of Directors shall have the authority to terminate or suspend the membership of such person, as set forth in Section 30-30-409, Idaho Code. Complaints about member actions that are contrary to the purpose of the Association, the adopted Code of Conduct, or in violation of House and Senate rules shall be reviewed and considered by the Board of Directors. Membership suspension or expulsion for such an act requires a unanimous vote of the Board of Directors. Prior to expulsion, termination or suspension, the member shall be afforded fifteen days' notice of such action and the reasons therefor, plus an opportunity for the member to be heard, orally or in writing by the Board, as least five days before the effective date of such action.

VACANCIES. The Board may accept the resignation of a member of the Board and may fill any vacancy on the Board for the remainder of the unexpired term.

CHAIR OF THE BOARD. The President of the Association or their designee shall preside at all meetings of the Board.

COMPENSATION. The Board of Directors shall receive no compensation or allowance for expenses in attending regular or special meetings of the Board unless expressly authorized by resolution of the Board.

EXECUTIVE COMMITTEE. The Board of Directors may designate an executive committee, composed of at least five (5) directors, who shall be authorized to exercise all of the authority contained in a resolution adopted by the Board of Directors. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors of responsibility imposed upon them by law.

NOMINATING COMMITTEE. The President shall appoint a Nominating Committee of not less than three (3) members at least 30 days before the annual meeting of the Board of Directors and the

Nominating Committee shall endeavor to recommend a slate of nominees for election to the Board of Directors.

The Committee shall make its report to the membership at its annual meeting. Additional nominations to the Board may be made by any member of the Association at the annual membership meeting, after obtaining approval by the proposed nominee for Director.

ARTICLE IX

MEETING OF DIRECTORS

REGULAR MEETINGS. The President shall determine the time and place for such regular meetings of the Board of Directors as may be considered necessary. At least one regular meeting of the Board of Directors shall be held in the interim period between regular sessions of the Idaho legislature at such other time or place as shall be determined by the Board of Directors.

SPECIAL MEETING. Special meetings of Directors may be called by or at the request of the President, or by any three (3) other members of the Board for which written notice of at least ten (10) days will be provided. At any special meeting, notice shall specify the particular purpose for which the meeting is called and no other topic may be considered without unanimous consent of all directors. All special meetings shall be at a place within Ada County, Idaho, unless otherwise agreed.

EMERGENCY MEETING. If an issue arises that needs immediate attention by the Board of Directors or members of the Association, an emergency meeting may be called at the request of the President, by the majority of the directors, or by fifteen percent (15%) of the membership. If an emergency meeting is called, prior to the meeting a good-faith effort needs to be made via electronic mail, telephone, in-person, or any other manner deemed appropriate to provide notice to all board members or association members. Minutes of the emergency meeting will be available within four (4) business days of the meeting to all appropriate members.

QUORUM. A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

MANNER OF ACTING. Except as otherwise provided in these by-laws or by statute, the act of the majority of the Directors present at a meeting at which a quorum is present and for which proper notice was given shall be the act of the Board of Directors.

INFORMAL ACTION BY DIRECTORS. Actions taken by a majority of the Directors without a meeting is nevertheless Board action if, after the action, written consent to the action in question is signed by all the Directors and filed with the minutes. Board action by conference telephone or similar communication device, which allows all persons participating in the meeting to hear each other is permitted by these by-laws.

EMPLOYEES. The Board of Directors are authorized to employ such employees as may be necessary from time to time and may authorize expenditures for compensation and general expenses.

OPERATING FUNDS. The Board of Directors shall draw on the treasury of the Association for all necessary operating funds. The Board of Directors shall authorize certain officers of the Association to sign checks, drafts and orders for the payment of money for and on behalf of the Association, and the money and funds of the Association shall be deposited in such banks or depositories as may be designated by the Board of Directors.

ARTICLE X

OFFICERS

OFFICERS OF THE ASSOCIATION. The officers of the Association shall consist of a President and a Secretary, and Treasurer. The office of Secretary/Treasurer may be combined but no one person may hold the offices of both the President and Secretary.

ELECTION AND TERM. The officers of the Association shall be elected by the Board of Directors at each bi-annual meeting of the Board. Officers so elected shall hold office for a term of two years and thereafter until their successors are elected and qualified. Vacancies may be filled at any authorized meeting of the Board.

REMOVAL. Any officer or agent, elected or appointed by the Board of Directors, may be removed by the Board, whenever in its judgment the best interests of the Association will be served thereby. Such removal shall be without prejudice to the membership rights, if any, of the person so removed.

BONDS. The Board of Directors may by resolution require any officer, agent or employee of the Association to give bond to the Association, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

PRESIDENT. The President shall be the principal executive officer of the Association, and subject to the control of the Board of Directors, shall in general supervise and control all of the business affairs of the Association. The President shall sign with the Secretary, or any other proper officer or member of the Association thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECRETARY. The Secretary shall: a) keep the minutes of the meetings of the Board of Directors and the membership; b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; c) be custodian of the Association records; d) keep a register of the post office address of each Director which shall be furnished to the Secretary by each Director; and e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

TREASURER. The Treasurer shall have supervision over the funds, securities, receipts and disbursements of the Association, and shall, in general, perform all duties and have all authority incident to the office of Treasurer, and shall perform such other duties and have such other authority as from time to time may be assigned or granted by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of the duties of Treasurer in such form and amount as the Board of Directors may determine.

DUTIES OF OFFICERS MAY BE DELEGATED. The Board may delegate the powers or duties of any officer to any other officer by approval of a majority of the entire Board of Directors.

ARTICLE XI

GENERAL PROVISIONS

ORDER OF BUSINESS. The order of business at a meeting of the Directors and membership may be changed by consent or vote. The standing order of business is as follows:

Call of Roll
Reading of Minutes
Report of Secretary
Report of Treasurer
Report of Committees
Unfinished Business
New Business

WAIVER OF NOTICE. Whenever any notice is required to be given to any Director by law, the Articles of Incorporation of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

CODE OF CONDUCT. The Directors may recommend the adoption of a Code of Conduct to the members of the Association. Adoption of a Code of Conduct shall require the affirmative vote of two-thirds majority of the members in attendance at a special meeting of the membership called for the sole purpose of consideration of such recommended Code of Conduct. Notice of the special meeting called for such purpose shall be given at least thirty (30) days prior to the date of the meeting. Such notice shall be accompanied by a copy of the Code of Conduct as recommended by the board of Directors. If adopted, the Code of Conduct shall thereafter apply to all members of the Association.

STANDARDS OF CONDUCT. A board member or an officer of the Association shall discharge his or her duties as follows: (a) In good faith; (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) In a manner the board member or officer reasonably believes to be in the best interest of the Association.

INSPECTION OF ASSOCIATION RECORDS. This Association shall keep at its registered office records of the proceedings of the members and of the directors, and a set of the by-laws of the corporation. Every member shall have the right to examine, in person or by agent or attorney at his own expense, at any reasonable time or times, for any reasonable and proper purpose, any and all of the books and records of the Association and to make extracts therefrom.

RELIANCE ON THIRD PARTIES. In discharging the duties such position, a board member or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more officers or employees of the Association whom the board member or officer reasonably believes to be reliable and competent in the matter presented;
- (b) Legal counsel, public accountants, or other persons as to matters the board member or officer reasonably believes are within the person's professional or expert competence; or
- (c) A committee of the Board of Directors of which the board member or officer is not a member, as to matters within its jurisdiction, if the board member or officer reasonably believes the committee merits confidence.

ARTICLE XII

FISCAL YEAR

FISCAL YEAR. The fiscal year of the Association shall be the calendar year, January 1 to December 31, each year.

ARTICLES XIII

AMENDMENTS

AMENDMENTS. Except as otherwise provided herein, these by-laws may be amended or repealed and new by-laws may be adopted by the affirmative vote of two-thirds of the Directors then holding office at any regular or special meeting of the Board of Directors; provided, however, (unless waived by unanimous consent) that at least thirty days prior written notice is given to each member of the Board of the proposed amendment, such notice to include a copy of such proposed amendment.

By-Laws, duly adopted by the Board of Directors, Idaho Legislative Advisors, Inc. this _____ day of _____, 2019.

Elizabeth Criner, President

Jayson Ronk, Treasurer

Pam Eaton, Secretary

Elli Brown, Board Member

Kris Ellis, Board Member

Rich Hahn, Board Member

Jason Kreizenbeck, Board Member

Edward Lodge, Board Member

Mike Reynoldson, Board Member

Jen Visser, Board Member