

Northwest GIS User Group, Inc.

Bylaws

ARTICLE I. PURPOSES AND LIMITATIONS

SECTION 1. GENERAL PURPOSES.

The objective of the corporation shall be: To provide education, information and support regarding GIS (Geographic Information Systems) and related technologies, and in particular, GIS software, services, policies, and associated third party products and services within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to, the power to accept donations of money, property, whether real or personal or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or profit, to exercise any power or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

SECTION 2. LIMITATIONS.

A. The corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Idaho Nonprofit Corporation Law for the purposes described in Section 1 of this Article I.

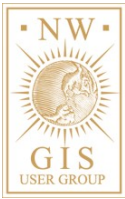
B. In particular, no part of the net earnings of the corporation shall ever inure to the benefit of any director, officer or a member thereof or to the benefit of any private persons. Upon the dissolution or winding up of the corporation, the assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed pursuant to the provisions set forth in the Idaho Nonprofit Corporation Law.

C. If the corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, and a proceeding to which the Attorney General is a party.

ARTICLE II. OFFICES

SECTION 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation is hereby fixed and located at 4219 S Danridge Ave, Boise Idaho 83716. The Board of Directors may change the principal office from one location to another in said county at any time. Any change in location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

SECTION 2. OTHER OFFICES. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.



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ARTICLE III. MEMBERSHIP

SECTION 1. MEMBERS.

The corporation shall have one class of members.

SECTION 2. QUALIFICATION OF MEMBERS.

The members shall be:

Application for membership is accomplished by paying annual fees. Membership is per calendar year. A member is someone who uses GIS software and pays the annual fee.

SECTION 3. ADMISSION TO MEMBERSHIP.

The procedure for admission to Membership shall be as follows:

Application for membership is accomplished by paying annual fees.

SECTION 4. INITIATION FEES AND DUES.

Each person becoming a member of the corporation shall pay annual membership dues of \$10.00. Full time students may pay a reduced annual membership dues of \$5.00. The Board of Directors may revise the annual membership dues for upcoming years at the annual meeting. Dues and fees will not be so costly as to be considered punitive, but will be reasonable. The annual dues for the next calendar year shall be included in the registration fee for the annual conference. Members not attending the annual conference may submit annual dues by sending a request for membership and the annual dues to the Treasurer.

SECTION 5. TERMINATION OF MEMBERSHIP.

A. Causes for Termination. The membership of any member, shall terminate upon occurrence of any of the following events:

- (1) The death or incapacity of the member (if an individual);
- (2) The resignation of the member;
- (3) The failure of the member to pay annual dues within the times set forth by the Board of Directors; or,
- (4) The determination by the Board of Directors or the Membership Committee that the member has acted in such a manner as to significantly impede the corporation's orderly pursuit of its stated purposes or in such a manner as otherwise to thwart the achievement of such purposes or that a member fails to be qualified under the provisions of Section 2 of this Article III, above.

B. Procedure for Expulsion. For the determination that the member should be expelled under Section 5.A.(4) of this Article III, the following procedures shall be implemented:

- (1) A notice shall be sent by prepaid, first-class or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion of the member and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.



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(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Membership Committee. The notice to the member of such member's proposed expulsion shall state the date, time and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Membership Committee shall decide whether or not the member should in fact be expelled, suspended or sanctioned in some other way. The decision of the Membership Committee shall be final.

(4) Any member being expelled from the corporation shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of dues payment.

SECTION 6. TRANSFER OF MEMBERSHIPS.

No member may transfer for value a membership or any right arising from it. All rights of membership cease on the member's death or incapacity.

SECTION 7. ANNUAL MEETING.

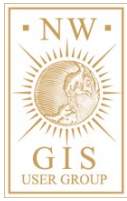
The annual meeting of the members shall be held in conjunction with the annual conference unless the Board of Directors fixes another date and so notifies the members as provided in Section 10 of this Article III. The initial annual meeting must be held within fifteen (15) months after the organization of the corporation, and each succeeding annual meeting must be held within fifteen (15) months after the preceding meeting. At each annual meeting, directors shall be elected and any other proper business may be transacted.

SECTION 8. SPECIAL MEETINGS.

A. Persons Authorized to Call. A special meeting of the members may be called at any time by any of the following:

- (1) The Board of Directors;
- (2) The Chairman of the Board (if there is one);
- (3) The President; or,
- (4) Five percent (5%) or more of the members.

B. Meetings Called by Members. If a special meeting of the members is called by any person other than those persons specified in Section 8.A of this Article III, the request shall be submitted by such persons in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the Chairman of the Board (if there is one), the President, any Vice President or the Secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 10 of this Article III, that a meeting will be held, and the date for such meeting, which date shall be not less than ten (10) nor more than sixty (60) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing or affecting the time when a meeting of the members may be held when the



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meeting is called by action of the Board of Directors, the Chairman of the Board (if there is one) or the President.

SECTION 9. NOTICE OF MEMBERS' MEETINGS.

A. General Notice Contents. All notices of meetings of members shall be sent or otherwise given in accordance with the provisions of Section 9.C of this Article III, not less than ten (10) nor more than sixty (60) days before the date of the meeting; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered or certified mail, that the notice shall be given not less than twenty (20) days before the meeting. The notice shall specify the place, date and hour of the meeting and include the following information:

- (1) In the case of a special members' meeting, the general nature of the business to be transacted; or,
- (2) In the case of the annual members' meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

B. Notice of Certain Agenda Items. If action is proposed to be taken at any meeting of the members for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposals(s):

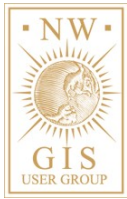
- (1) Removing a director without cause;
- (2) Approval of the filling of vacancies on the Board of Directors;
- (3) Amending the Articles of Incorporation;
- (4) Approving a contract or transaction in which a director has a material financial interest; and,
- (5) Approving a plan of distribution of assets, other than cash, in liquidation when the corporation has more than one class of memberships outstanding.

C. Manner of Giving Notice. Notice of any meeting of members shall be given either personally or by first-class mail, e-mail, telegraphic or other written communication, charges prepaid, addressed to each member at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation's books and no other address has been given, notice shall be deemed to have been given if either of the following situations occur:

- (1) Notice is sent to that member by first-class mail, e-mail, telegraphic or other written communication to the member's address of record.

Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or sent by e-mail or other means of written communication.

D. Affidavit of Mailing Notice. An affidavit of the mailing or other means of giving notice of any members' meeting may be executed by the Secretary, Assistant Secretary or any other person giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.



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E. Nondeliverable Notices. If any notice addressed to the member at the address of such member appearing on the books of the corporation is returned to the corporation by the member's e-mail server as undeliverable or by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the member at such address, all future notices shall be deemed to have been given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the corporation for a period of one (1) year from the date of the giving of the notice to all other members.

SECTION 10. QUORUM.

A. Majority Required. A quorum for any meeting of the members, represented in person or by proxy, shall be a majority of said members.

B. Loss of Quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 11. ADJOURNED MEETING.

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided herein.

SECTION 12. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS.

A. Written Waiver or Consent. The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy and, if either before or after the meeting each person entitled to vote who was not present in person or by proxy signs a written waiver of notice or a consent to a holding of the meeting or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 10.B of this Article III, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

B. Waiver by Attendance. Attendance by a person at a meeting of the members shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance of the members at a meeting of the members is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

SECTION 13. ACTION BY WRITTEN BALLOT WITHOUT A MEETING.

A. Action by Ballot Authorized. Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified in the ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total



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number of votes cast was the same as the number of votes cast by ballot. A written ballot may not be revoked.

B. Form of Ballot. A written ballot pursuant to this section shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal and provide a reasonable time within which to return the ballot to the corporation. All ballot solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify a reasonable time by which the ballot must be received in order to be counted.

C. Manner of Solicitation. Solicitation of the ballot shall be made in the same manner as the giving of notice under Section 10.C of this Article III.

SECTION 14. VOTING.

A. Voting Rights. Each member of this corporation shall be entitled to one (1) vote.

B. Entitlement to Vote. Members entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 16 of this Article III, and subject to the provisions of the Idaho Nonprofit Corporation Law.

C. Manner of Casting Votes. Voting may be by voice or ballot, provided that any election of directors must be by ballot if demanded by any member before the voting begins.

D. Only Majority of Members Represented at Meeting Required, Unless Otherwise Specified. If a quorum is present, the affirmative vote of the majority of the members represented at the members' meeting entitled to vote and voting on any matter (other than the election of directors) shall be the act of the members, except as otherwise provided in these Bylaws or the Idaho Nonprofit Corporation Law.

SECTION 15. RECORD DATE FOR MEMBER NOTICE, VOTING AND GIVING CONSENTS.

A. To be Determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a "record date", which shall not be more than sixty (60) days nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement or in the Idaho Nonprofit Corporation Law.

B. Failure of Board to Determine Date.

(1) Record Date for Notices or Voting. Unless fixed by the Board of Directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the business day preceding the day on which notice is given, or, if notice is waived, the business day preceding the day on which the meeting is held.

(2) Record Date for Action by Written Consent Without Meeting. Unless fixed by the Board of Directors, the record date for determining those members entitled to vote by ballot on corporate action without a



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meeting, when no prior action by the Board of Directors has been taken, shall be the day on which the first written consent is given. When prior action of the Board of Directors has been taken, it shall be the day on which the Board of Directors adopts the resolution relating to that action.

(3) "Record Date" Means as of Close of Business. For purposes of this paragraph, and, unless the Board of Directors specifies otherwise, a person holding membership as of the close of business on the record date shall be deemed a member of record.

SECTION 16. PROXIES.

A. Right of Members. Every member entitled to vote shall have the right to do so either in person or by one (1) or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member or his or her attorney in fact.

B. Revocability. A proxy may not be irrevocable. A validly executed proxy shall continue in full force and effect until the occurrence of any of the following:

(1) The proxy is revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member or by personal attendance and voting at a meeting by such member; or,

(2) Written notice of the death or incapacity of the maker of the proxy is received by the corporation; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, and in no event after the expiration of three (3) years from its execution.

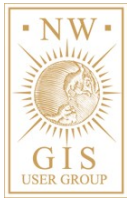
C. Form of Solicited Proxies. Any form of proxy distributed to members of the corporation shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

D. Effect of a Member's Death or Incapacity. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the corporation.

SECTION 17. LIABILITIES OF MEMBERS.

A. No person who is now, or later becomes, a member of the corporation, shall be personally liable to the creditors of the corporation for any indebtedness or liability, and any and all creditors of the corporation shall look only to the assets of the corporation for payment.

B. No person who is now, or later becomes, a member of the corporation, shall be personally liable to any other member or guest of the corporation for any loss, injury or damage that such person may incur while participating in any event sponsored by the corporation, whether or not resulting from the negligent act or omission of another member.



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ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. POWERS.

Subject to the provisions of the Idaho Nonprofit Corporation Law and any limitations in the Articles of Incorporation or these Bylaws relating to action to be required to be approved by the members, or by a majority of the members, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors (herein "the Board"). The Board may delegate the management of the activities of the corporation to any person or persons, management company or committee, however composed; provided, however, that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 2. NUMBER OF DIRECTORS.

The authorized number of directors at any time shall be an odd number not less than three (3) and not more than fifteen (15). The exact number of authorized directors shall be eleven (11) unless changed by an amendment to these Bylaws, approved by the members, to some other number within the range herein above set forth.

SECTION 3. FEES AND COMPENSATION OF DIRECTORS.

The directors shall receive no compensation for their services as directors.

SECTION 4. ELECTION AND TERM OF OFFICE.

Directors shall be elected at each annual meeting of the members, but if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of members held for that purpose. All directors shall hold office until their respective successors are elected and qualified. Directors shall be members. Each director shall serve a term of four (4) years and the terms may be staggered.

SECTION 5. VACANCIES.

A. Provisions for Vacancies.

(1) A vacancy or vacancies in the Board shall be deemed to exist in the following cases:

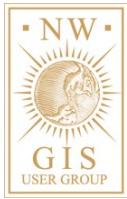
(a) The death or resignation, or removal of any director;

(b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under the Idaho Nonprofit Corporation Law;

(c) The vote of a majority of the members to remove a director;

(d) The increase of the authorized number of directors; or,

(e) The failure of the members, at any meeting of the members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting, or by failure to elect the full authorized number of directors, or by an increase in the authorized number of directors or for any other cause.



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(2) A vacancy or vacancies in the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The candidate for each position receiving the highest number of votes is elected. However, such election is subject to the approval of the members at a special meeting promptly called for such purpose.

(3) Each director so elected shall hold office until the end of his or her term and until his or her successor is elected and qualified, or until he or she resigns or is removed from the Board. A director may succeed himself or herself in office.

B. Annual Election By Members.

(1) Nominating Committee. The Chairman of the Board, or the President if there is no Chairman, shall appoint a committee to select qualified candidates for election to the Board at least sixty (60) days before the date of any election of directors. The "Nominating Committee" shall make its report at least twenty (20) days before the date for the election, and the Secretary shall forward to each member, with the notice of meeting required by Section 10 of Article III, a list of candidates nominated for each position.

(2) Nominations by Members. Members representing two percent (2%) of the membership may nominate candidates for directorships at any time before the election by delivering a signed petition to any officer of the corporation. Upon receipt of the petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the Nominating Committee.

(3) Nominations from the Floor. If there is a meeting to elect directors, any member present at the meeting, in person or by proxy (if proxies are permitted), may place names in nomination.

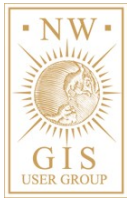
(4) Publications. Without limiting the generality of the foregoing, if the corporation now or hereafter publishes, owns or controls a magazine, newsletter or other publication and publishes material in the publication soliciting votes for any nominee for director, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

(5) Mailing Election Material. On written request by any nominee for election to the Board and accompanying payment of reasonable costs of mailing (including postage) or e-mailing or posting on the official web site, the corporation shall, within ten (10) business days after the request (provided payment has been made), decide which of the three options (mailing, e-mailing, or posting on the official web site) to use, and then to cause to be mailed or e-mailed to members, or such portion of them as the nominee may reasonably specify, or posted to the official web site any and all material that the nominee may furnish and that is reasonably related to the election.

(6) Use of Corporate Funds to Support Nominee. Without authorization of the Board, no corporate funds may be expended to support a nominee for director after there are more people nominated for the position than can be elected.

SECTION 6. REMOVAL.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, in the case of a corporation holding assets in a charitable trust, has been found by a final order of any court to have breached a duty to the corporation under Article VII of these Bylaws or any comparable law. A director may not otherwise be removed from office except by



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order of a court or by an act of the membership or act of the Board which is approved by the membership at a duly held meeting thereof. Such act or approval by the membership must:

A. Be by affirmative vote of a majority of all members entitled to vote if, as of the record date for such act or approval, there are fewer than fifty (50) members; and,

B. Not be effective if the votes cast against removal at the meeting (or the votes not approving the removal, if approval is sought by written ballot without a meeting) would be sufficient to elect the director(s) in question if voted at an election at which the same total number of votes were cast (or, if the approval is sought without a meeting, all memberships entitled to vote were voted) and the entire number of directors authorized at the time of the preceding election were then being elected.

SECTION 7. RESIGNATION.

Except as provided in this paragraph, any director may resign, which resignation shall be effective upon the director giving written notice to the Chairman of the Board (if there is one), the President, the Secretary or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

SECTION 8. REGULAR MEETINGS.

The annual meeting of the Board shall be held in conjunction with the annual user conference. Notwithstanding Section 10 of this Article IV, notice of such annual meeting need not be given unless the place where the meeting is to be held is other than the place where the annual user conference is to be held.

SECTION 9. SPECIAL MEETINGS.

Special meetings of the Board, for any purpose or purposes, may be called at any time by the Chairman of the Board (if there is one), the President, or any Vice President, the Secretary or any two (2) directors.

SECTION 10. PLACE OF MEETINGS.

Meetings of the Board may be held at any place within or outside the State of Idaho that has been designated from time to time by resolution of the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation.

SECTION 11. NOTICE OF MEETINGS.

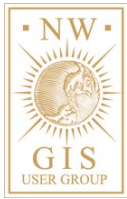
A. Notice of the time and place of each meeting of the Board shall be given to each director by one of the following methods:

(1) By personal delivery of written notice;

(2) By first-class mail, postage prepaid;

(3) By telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director;

(4) By telegram, charges prepaid; or



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(5) By e-mail.

B. All such notices shall be sent to the director's address or given at the director's telephone number as shown on the records of the corporation. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned or telegraphed at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time and place for the meeting; however, it need not specify the place of the meeting, if it is to be held at the principal office of the corporation. The notice need not state the purpose of the meeting.

SECTION 12. WAIVER OF NOTICE.

A. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if:

(1) A quorum is present; and,

(2) Either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes.

B. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 13. MEETINGS BY TELEPHONE.

Directors may participate in and thereby "attend" any meeting of the Board through the use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

SECTION 14. QUORUM.

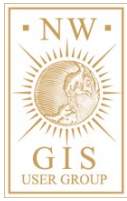
A. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 15 of this Article IV. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the Idaho Nonprofit Corporation Law, especially those provisions relating to:

(1) Approval of contracts or transactions in which a director has a direct or indirect material financial interest;

(2) Appointment of committees; and,

(3) Indemnification of directors.

B. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.



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SECTION 15. ADJOURNED MEETINGS.

A meeting duly called, noticed and held may be adjourned to another time or place by resolution approved by a majority of the directors present. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

SECTION 16. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as if by unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE V. COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS.

The Board may, by resolution adopted by a majority of the directors then in office, provided that a quorum was present, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- A. Take any final action on matters which, under the Idaho Nonprofit Corporation Law, also requires approval of the members or approval of a majority of all members;
- B. Fill vacancies on the Board or in any committee which has the authority of the Board;
- C. Fix compensation of the directors for serving on the Board or on any committee;
- D. Amend or repeal these Bylaws or adopt new Bylaws;
- E. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- F. Appoint committees of the Board or the members thereof;
- G. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or,
- H. Approve any transaction to which the corporation is a party and one or more directors have a material financial interest, or any transaction between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES.

Meetings and action of committees shall be governed by, and held and taken in accordance with this Article V, concerning meetings of directors, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of said committee. Special meetings of committees may also be called by resolution of the



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Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of said committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI. OFFICERS OF THE CORPORATION

SECTION 1. OFFICERS.

A. The corporation shall have a President, a Secretary and a Chief Financial Officer. The corporation may also have, at the discretion of the Board, a Chairman of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant chief financial officers and such other officers as may be appointed in accordance with the provisions of Section 2 of this Article VI. Each of such officers shall be appointed by the Board and shall perform the duties specified in these Bylaws. One person may hold two (2) or more offices, except those of President and Secretary.

B. The Board may authorize the execution of any contract, deed or document by one or more officers of the corporation or by any other person or persons. The President and the Secretary, or such other officer or officers as the Board may select for that purpose, are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority granted in these Bylaws to vote or represent this corporation arising from any voting securities held by this corporation in any other corporation or corporations may be exercised either by the officers in person or by any person authorized to do so by proxy or power of attorney duly executed by the officers.

SECTION 2. APPOINTMENT AND TERM OF OFFICE.

Officers required to be appointed by the Board, and other officers appointed by the Board, shall be appointed at the annual meeting of the Board following the election of directors. If such a meeting is not held or if the officers are not appointed at such a meeting, such appointment may take place at a subsequent meeting of the Board. Officers shall serve until the next annual meeting of the Board and until their successors are appointed and qualified, or until they resign or are removed or disqualified from serving as officers.

SECTION 3. REMOVAL AND RESIGNATION.

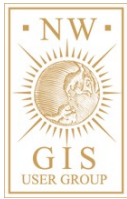
A. Any officer, employee or agent of the corporation may be removed by the Board, either with or without cause.

B. Any officer or agent of the corporation may resign at any time by giving written notice to the Board or to the President or the Secretary of the corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the Board and each officer appointed to fill a vacancy shall serve for the unexpired term of such officer's predecessor and until such officer's successor is appointed and qualified, or until such officer resigns or is removed or ceases to be eligible to serve.

SECTION 5. CHAIRMAN OF THE BOARD.



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If such an officer is appointed, the Chairman of the Board shall preside at meetings of the Board and shall have such other powers and perform such other duties as may be prescribed by the Board.

SECTION 6. PRESIDENT.

Subject to the control of the Board, the President shall have general supervision, direction and control of the affairs of the corporation. The President shall preside at all meetings of the members and, in the absence of the Chairman of the Board, or if there is none, at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board.

SECTION 7. VICE PRESIDENT.

The Vice President shall assist the President in the performance of the President's duties. In the absence of the President, the Vice President shall perform all of the functions of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President and shall not act as Secretary or Chief Financial Officer. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

SECTION 8. SECRETARY.

The Secretary shall attend all meetings of the Board, keep or cause to be kept the books and records of the corporation and shall give, or cause to be given, notice to directors of all meetings of the Board. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board.

SECTION 9. CHIEF FINANCIAL OFFICER.

The Chief Financial Officer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks designated by the Board and shall disburse the funds of the corporation only as authorized by the President or the Board and only upon checks of the corporation signed by the President or the Chief Financial Officer or such other person or persons as the Board may specify by resolution. The Chief Financial Officer shall keep and maintain current books and records of account of the corporation, and shall render to the President and to the Board, upon request, an account of all transactions by the Chief Financial Officer and of the financial condition of the corporation. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed by these Bylaws and by act of the Board.

ARTICLE VII. RESPONSIBILITIES OF MANAGEMENT

SECTION 1. GENERAL STANDARD OF CONDUCT FOR DIRECTORS.

Except as otherwise provided by law:

A. A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

B. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:



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- (1) One (1) or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (2) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or,
- (3) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

SECTION 2. SELF-DEALING TRANSACTIONS.

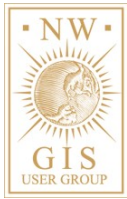
A. Except as provided in Section 2.B of this Article VII, a self-dealing transaction means a transaction to which the corporation is a party and in which one or more of its directors has a material financial interest. Such a director is an "interested director" for the purpose of this section.

B. The provisions of this section do not apply to any of the following:

- (1) An action of the Board fixing the compensation of a director as a director or officer of the corporation.
- (2) A transaction which is part of a public or charitable program of the corporation if it is approved or authorized by the corporation in good faith and without unjustified favoritism; and results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefitted by the public or charitable program.
- (3) A transaction in which the interested director or directors have no actual knowledge, and which does not exceed the lesser of one percent (1%) of the gross receipts of the corporation for the preceding fiscal year.

C. The corporation shall not enter into a self-dealing transaction unless either:

- (1) The transaction is for the benefit of the corporation;
- (2) The transaction is fair and reasonable as to the corporation;
- (3) Prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith by a vote of a majority of the directors then in office without counting the vote of the interested director or directors, and with knowledge of the material facts concerning the transaction and the director's or directors' interest in the transaction. Except as provided in Section 2(c)(5) of this Article VII, action by a committee of the Board shall not satisfy this paragraph; and,
- (4) Prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances; or,
- (5) A committee or person authorized by the Board approves the transaction in a manner consistent with the standards set forth in Section 2.C.(1-7) of this Article VII;



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(6) It is not reasonably practicable to obtain approval of the Board prior to entering into the transaction; and,

(7) The Board, after determining in good faith that the conditions of subparagraphs (5) and (6) of this paragraph have been satisfied, ratifies the transaction at its next meeting by a vote of the majority of the directors then in office without counting the vote of the interested director or directors.

(8) At a meeting of the Board or committee of the Board which authorizes, approves or ratifies a contract or transaction, a quorum shall be required to act, but interested directors may be counted in determining the presence of the quorum.

SECTION 3. INTERLOCKING DIRECTORATES.

A. Neither the Board nor a committee thereof shall authorize, approve or ratify any contract or other transaction with another domestic or foreign corporation, firm or association of which one or more directors are also directors of this corporation unless:

(1) The material facts as to the transaction as to such director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director or directors, although such common director or directors may be counted in determining whether a quorum is present; or,

(2) As to contracts or transactions not approved as provided in Section 3.A.(1) of this Article VII, the contract or transaction is just and reasonable as to the corporation.

B. This section does not apply to transactions covered by Section 2 of this Article VII.

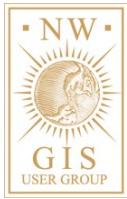
SECTION 4. LOANS TO OFFICERS AND DIRECTORS.

The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer unless approved by the Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation. The provisions of this section do not apply to the payment of premiums in whole or in part by the corporation on a life insurance policy on the life of a director or officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.

SECTION 5. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS.

A. Definitions. For Purposes of this section:

(1) "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of the corporation or of another enterprise at the request of the predecessor corporation;



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(2) "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and,

(3) "expenses" includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this section.

B. Successful Defense by Agent. To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this section, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Sections 5.C through E of this Article VII shall determine whether the agent is entitled to indemnification.

C. Actions Brought By Persons Other Than the Corporation. Subject to the required findings to be made pursuant to Section 5.E of this Article VII, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, the corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in a self-dealing transaction within the meaning of Section 2 of this Article VII, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to the assets held in charitable trust, by reason of the fact that such person is or was an agent of the corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

D. Action Brought by or on Behalf of the Corporation.

(1) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defense against the proceeding.

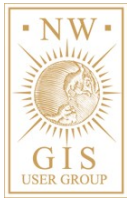
(2) Claims and Suits Awarded Against Agent. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of the corporation by reason of the fact that the person is or was an agent of the corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(a) The determination of good faith conduct required by Section 5.E of this Article VII, is made in the manner provided for therein; and,

(b) Upon application, the court in which the action was brought determines that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred.

If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

E. Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in Sections 5.C and D of this Article VII is conditioned on the following:



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(1) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to have been in the best interest of the corporation, and (in the case of a criminal proceeding) without reasonable cause to believe such conduct was unlawful, and (in the case of an action brought by or on behalf of the corporation) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act within these required standards.

(2) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Section 5.E of this Article VII must be made by:

(a) The Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or,

(b) The membership by affirmative vote of the majority of the members present at a duly held meeting at which a quorum is present; or,

(c) The court in which the proceeding is or was pending upon application brought by the corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the corporation.

F. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this section.

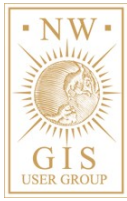
G. Limitations. No indemnification or advance shall be made under this section, except as provided in Section 5.B or 5.E.(2)(b) of this Article VII, in any circumstance when it appears:

(1) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or,

(2) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

H. Contractual Rights of Nondirectors and Nonofficers. Nothing contained in this section shall diminish any right to indemnification to which persons other than directors and officers of the corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

I. Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability 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 that liability under the provisions of this section, except for a liability based upon a self-dealing transaction within the meaning of Section 2 of this Article VII.



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J. Fiduciaries of a Corporate Employee Benefit Plan. This section does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 5.A of this Article VII. Nothing contained in this section shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE VIII. ADVISORY BOARD

An Advisory Board may be created by the Board, and the term of each appointee shall be determined by the Board. The Advisory Board shall be composed of persons who are experts in fields of interest to the corporation or whose expertise and support may otherwise further or have furthered the work of the corporation.

ARTICLE IX. MISCELLANEOUS

SECTION 1. BOOKS AND RECORDS.

A. The corporation shall keep at its principal office a minute book, containing minutes of meetings of the membership, the Board and committees, a copy of the Articles of Incorporation and all subsequent amendments thereto, certified by the Secretary of State, a copy of the Bylaws and all subsequent amendments thereto, certified by the Secretary of the corporation, and a list of the members and a list of the directors of the corporation showing their names and addresses. The corporation shall also keep correct and complete books of account.

B. All books and records of the corporation may be inspected at any reasonable time by any member or director, or by the agent or attorney of such member or director.

SECTION 2. ANNUAL STATEMENT OF GENERAL INFORMATION.

The corporation shall file annually with the Secretary of State of the State of Idaho, on the prescribed form, a statement setting forth the street address of its principal office for the transaction of business, the names and complete business or residence addresses of the chief executive officer, secretary and chief financial officer and a designation of the agent of the corporation for the purpose of service of process, all in compliance with Idaho Code.

SECTION 3. FISCAL YEAR.

The fiscal year of the corporation shall be determined by a resolution of the Board.

SECTION 4. RULES OF ORDER.

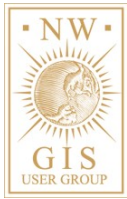
Except as otherwise provided in these Bylaws, the latest edition of Robert's "Rules of Order" shall govern all proceedings of the membership and the Board and committees thereof.

SECTION 5. CORPORATE SEAL.

The Board may adopt, use and at will alter a corporate seal.

SECTION 6. AMENDMENT OF BYLAWS.

A. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members or their proxies, or by written consent of these person.



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B. Subject to the rights of the members as set forth in the preceding paragraph, Bylaws other than a bylaw fixing or changing the authorized number of directors may be adopted, amended or repealed by the Board. However, if the Articles of Incorporation or Bylaws adopted by the members provide for an indefinite number of directors within specified limits, the Board may adopt or amend a bylaw fixing the exact number of directors within those limits.