

BYLAWS  
OF  
**WingsRising, Inc.**

(A Scientific, Educational, and Environmental Preservation Public Charity)

**ARTICLE I**  
**OFFICES**

Section 1.1. Principal Office. The principal office for the transaction of the business of the corporation shall be located at 811 N. Brigger Street, Suite "A", Post Falls, Idaho 83854 in Kootenai County. The Board of Directors is hereby granted full power and authority to change said principal office to another location within or without the state of Idaho.

Section 1.2. Other Offices. One or more branch or other subordinate offices may at any time be fixed and located by the Board of Directors at such place or places within or without the state of Idaho as it deems appropriate.

**ARTICLE 2**  
**DIRECTORS**

Section 2.1. Exercise of Corporate Powers. Except as otherwise provided by the Articles of Incorporation of the corporation or by the laws of the state of Idaho now or hereafter in force, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the day-to-day operation of the business of the corporation as permitted by law provided that the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2.2. Number. The number of the corporation's directors shall be set at five (5) members. After the issuance of Voting Memberships, no amendment to this Section reducing the number of directors to a number below three (3) shall be enacted unless at least 67% of Voting Members approve such an amendment at an annual or specially noticed meeting. Director positions are not required to be filled.

Section 2.3. Need Not Be Voting Members. The directors of the corporation need not be Voting members of the corporation.

Section 2.4. Compensation. Initially, no director shall receive compensation for their services as directors of the corporation. However, directors may receive reasonable compensation for their services as directors and reimbursement for their expenses of attendance at meetings as may be determined from time to time by resolution of the Board. Nothing herein shall preclude any director from serving the corporation in any other function or capacity and receiving compensation therefor subject to the corporation's conflict of interest's protocols as set forth in Article 12.

Section 2.5. Election and Term of Office. At each annual meeting of the Voting Members, directors shall be elected to hold office for a one-year, two-year, or three-year term of office, or until the next annual meeting, provided that if for any reason said annual meeting or an adjournment thereof is not held or the directors are not elected thereat, then the directors may be elected at any special meeting of the Voting Members called and held for that purpose. The term of office of the directors shall begin immediately after their election and shall continue until the expiration of the term for which they were elected and until their respective successors have been qualified and elected.

Section 2.6. Vacancies. A vacancy or vacancies in the Board of Directors shall exist when any authorized position of director is not then filled by a duly elected director, whether caused by death, resignation, removal, change in the authorized number of directors (by the Board or the Voting Members) or otherwise. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony. A vacancy created by the removal of a director may be filled only by the approval of the Voting Members. Except for a vacancy created by the removal of a director, vacancies on 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 Voting Members may elect a director at any time to fill any vacancy not filled by the directors, but any such election by written consent other than to fill a vacancy created by removal requires the consent of a majority of the membership entitled to vote ("Voting Members"). Any director may resign effective upon giving written notice to the Chair of the Board, the Executive Director, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 2.7. Removal. Any or all the directors may be removed without cause if such removal is approved by the affirmative vote of a supermajority of at least 67% of the members entitled to vote at an election of directors.

Section 2.8. Meetings of Directors.

2.8.1. Place of Meetings. Unless otherwise specified in the notice thereof, meetings (whether regular, special, or adjourned) of the Board of Directors of the corporation shall be held at the principal office of the corporation for the transaction of business, as specified in accordance with Section 1.1, which is hereby designated as an office for such purpose in accordance with the laws of the state of Idaho, or at any other place within or without the state, including Zoom conference calls or other electronic formatted community platforms, which has been designated from time to time by resolution of the Board or by written consent of all members of the Board.

2.8.2. Regular Meetings. Regular meetings of the Board of Directors, of which no notice need be given except as required by the laws of the state of Idaho, shall be held after the adjournment of each annual meeting of the members (which meeting shall be designated the Regular Annual Meeting) and at such other times as may be made by resolution of the Board of Directors. Such regular meetings shall be held at the principal office of the corporation for the transaction of business as specified in accordance with Section 1.1 or at any other place within or without the state of Idaho which has been designated from time to time by resolution of the Board or by written consent of all members of the Board, unless notice of the place thereof be given in the same manner as for special meetings.

2.8.3. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair of the Board, the Chief Executive Officer, the Secretary, or any two or more of the directors.

2.8.4. Notice of Meetings. Except in the case of regular meetings, notice of which has been dispensed with, all meetings of the Board of Directors shall be held upon four (4) days' notice by mail or forty-eight (48) hours' notice delivered personally or by telephone, telegraph, or other electronic or wireless means. If the address of a director is not shown on the records and is not readily ascertainable, notice shall be addressed to him or her at the city or place in which the meetings of the directors are regularly held. Except as set forth in subsection 2.8.6, notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place were fixed at the meeting adjourned.

2.8.5. Quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business. 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 of Directors except as otherwise provided by law. 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 such meeting. In the event that vacancies exist on the Board of Directors, a quorum shall be a simple majority of the number of director positions actually filled at the time of the meeting, if that number is odd, or fifty percent (50%) of the director positions if that number is even.

2.8.6. Adjourned Meetings. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

2.8.7. Waiver of Notice and Consent. Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

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

2.8.9. Conference Telephone Meetings. Members of the Board may participate in a meeting through use of Zoom, telephone, or similar communications equipment, so long as all participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

2.8.10. Meetings of Committees. The provisions of this Section apply also to committees of the Board and action by such committees, with such changes in points of detail as may be necessary.

**ARTICLE 3**  
**OFFICERS**

Section 3.1. Election and Qualifications. The officers of the corporation shall consist of a Chief Executive Officer, a Corporate Secretary, and a Chief Financial Officer who shall be chosen by the Board of Directors; and such other officers, including a President, and one or more Vice Presidents as the Board of Directors shall deem expedient, who shall be chosen in such manner and hold their offices for such terms as the Board of Directors may prescribe. Any two or more of such offices may be held by the same person. The Board of Directors may appoint separate persons to the offices of President and Chief Executive Officer, as provided in Article 5. Any Vice President, Assistant Treasurer, or Assistant Secretary may exercise any of the powers of the Chief Executive Officer, the Chief Financial Officer, or the Corporate Secretary, respectively, as directed by the Board of Directors, and shall perform such other duties as are imposed upon such officer by the Bylaws or the Board of Directors.

Section 3.2. Term of Office and Compensation. The term of office and salary of each of said officers and the manner and time of the payment of such salaries shall be fixed and determined by the Board of Directors and may be altered by said Board from time to time at its pleasure, subject to the rights, if any, of said officers under any contract of employment. However, during the initial startup of the corporation, all officer positions shall be filled on a voluntary basis without pay until such time as the Board of Directors determines otherwise.

Section 3.3. Removal and Vacancies. Any officer of the corporation may be removed at the pleasure of the Board of Directors at any meeting or at the pleasure of any officer who may be granted such power by a resolution of the Board of Directors. Any officer may resign at any time upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. If any vacancy occurs in any office of the corporation, the Board of Directors may elect a successor to fill such vacancy for the remainder of the designated term and until a successor is duly chosen and qualified.

**ARTICLE 4**  
**CHAIR OF THE BOARD**

The Chair of the Board of Directors, if there be one, shall have the power to preside at all meetings of the Board of Directors, and to call meetings of the Voting Members and of the Board of Directors to be held within the limitations prescribed by law or by these Bylaws, at such times and at such places as the Chair of the Board shall deem proper. The Chair of the Board shall have such other powers and shall be subject to such other duties as the Board of Directors may from time to time prescribe and assign to the Chair.

**ARTICLE 5**  
**CHIEF EXECUTIVE OFFICER AND PRESIDENT**

Section 5.1. Chief Executive Officer. The President shall have the power and duty to act as the chief executive officer of the corporation and, subject to the control of the Board of Directors, to have general supervision, direction, and control of the corporation and its business, affairs, property, officers, agents, and employees.

Section 5.2. Bifurcation of President and Chief Executive Officer. If the Board of Directors creates the office of Chief Executive Officer as a separate office from President, the President shall be the Chief Operating Officer of the corporation and shall be subject to the general supervision, direction, and control of the Chief Executive Officer unless the Board of Directors provides otherwise.

Section 5.3. Preside at Meetings. The President (or Chief Executive Officer if there is one) shall have the power and duty to preside at all meetings of the Voting Members and, in the absence of the Chair of the Board, or if there is none, at all meetings of the Board of Directors.

Section 5.4. Call Meetings. The President of the corporation (or Chief Executive Officer if there is one) shall have the power and duty to call meetings of the Voting Members and of the Board of Directors to be held, subject to the limitations prescribed by law or by these Bylaws, at such times and at such places as he or she deems proper.

Section 5.5. President Pro Tempore. If the Chair of the Board, and none of the Chief Executive Officer, the President, or any Vice President are present at a meeting of the Board of Directors, the directors present may choose a President Pro Tempore

to preside and act at such meeting. If none of the Chief Executive Officer, the President, or any Vice President is present at any meeting of the Voting Members, a majority of the Voting Members present may choose a President Pro Tempore to preside at such meeting.

## **ARTICLE 6** **VICE-PRESIDENT**

In case of the absence, disability, or death of the Chief Executive Officer, if there is one, the President shall exercise all the powers and perform all the duties of the Chief Executive Officer. In case of the absence, disability, or death of the Chief Executive Officer and the President, the Executive Vice-President, or one of the Vice-Presidents, shall exercise all the powers and perform all the duties of the Chief Executive Officer (or the President if that office has been created). If there is more than one Vice President, the order in which the Vice Presidents shall succeed to the powers and duties of the President shall be fixed by the Board of Directors. The Vice-President or Vice-Presidents shall have such other powers and perform such other duties as may be granted or prescribed by the Board of Directors.

## **ARTICLES 7** **CORPORATE SECRETARY**

Section 7.1. Minutes. The Corporate Secretary shall have the power and the duty to keep a book of minutes at the principal office of the corporation, or such other place as the Board of Directors may order, of all meetings of its directors and Voting Members with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of Voting Members present or represented at Voting Members' meetings, and the proceedings thereof.

Section 7.2. Seal. The Corporate Secretary shall have the power and the duty to keep the seal of the corporation and to affix the same to all instruments that may require the seal.

Section 7.3. Records Regarding Voting Members. The Corporate Secretary shall have the power and the duty to keep or cause to be kept at the principal office of the corporation, a register, or duplicate register, showing the names of the Voting Members and their addresses.

Section 7.4. Notices. The Corporate Secretary shall have the power and the duty to make service and publication of all notices that may be necessary or proper, without command or direction from anyone. In case of the absence, disability, refusal, or neglect of the Corporate Secretary to make service or publication of any notices, then such notices may be served and/or published by the Chief Executive Officer, Chief Financial Officer, President, a Vice President, or any person thereunto authorized by any of them, the Board of Directors, or a majority of the Voting Members of the corporation.

Section 7.5. Other Duties. The Corporate Secretary shall have the power and the duty generally to do and perform all such duties as pertain to the office of Corporate Secretary and as may be required by the Board of Directors.

## **ARTICLE 8**

### **CHIEF FINANCIAL OFFICER**

Section 8.1. Accounts of the Corporation. The Chief Financial Officer shall have the power and duty to supervise and control the keeping and maintaining of adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and retained earnings. The books of account shall at all reasonable times be open to inspection by any director.

Section 8.2. Custodian of Funds. The Chief Financial Officer shall have the power and duty to have the custody of all funds, securities, evidence of indebtedness, and other valuable documents of the corporation, and, at the Chief Financial Officer's discretion, to cause any or all thereof to be deposited for the account of the corporation with such depository as may be designated from time to time by the Board of Directors.

Section 8.3. Receipts. The Chief Financial Officer shall have the power and duty to receive or cause to be received, and to give or cause to be given, receipts and acquittances for monies paid-in for the account of the corporation.

Section 8.4. Disbursements. The Chief Financial Officer shall have the power and duty to disburse, or cause to be disbursed, all funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.



Section 8.5. Reports. The Chief Financial Officer shall have the power and duty to render to the President (or the Chief Executive Officer if there is one) and the Board of Directors, whenever they may require, accounts of all transactions and of the financial condition of the corporation.

Section 8.6. Other Duties. The Chief Financial Officer shall have the power and duty generally to do and perform all such duties as pertain to the office of Chief Financial Officer and as may be required by the Board of Directors.

## **ARTICLE 9** **COMMITTEES OF THE BOARD**

Section 9.1. Appointment and Procedure. The Board of Directors may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, each consisting of at least two or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the authorized number of directors.

Section 9.2. Powers.

9.2.1. General Scope. Any committee appointed by the Board of Directors, to the extent provided in the resolution of the Board or in these Bylaws, shall have all the authority of the Board except as set forth in this Section.

9.2.2. Matters Requiring Voting Member Approval. No committee shall have the authority to approve any action that requires the approval or vote of the Voting Members.

9.2.3. Filling Vacancies. No committee shall have the authority to fill vacancies on the Board or on any committee of the Board.

9.2.4. Fix Compensation. No committee shall have the authority to fix the compensation of the directors for serving on the Board or on any committee.

9.2.5. Bylaws. No committee shall have the authority to amend or repeal Bylaws or adopt new Bylaws.

9.2.6. Board Resolutions. No committee shall have the authority to amend or repeal any resolution of the Board that by its express terms cannot be so amended or repealed.

9.2.7. Distributions. No committee shall have the authority to authorize a payment or other distribution.

9.2.8. Other Committees. No committee shall have the authority to appoint other committees of the Board or the Voting Members thereof.

Section 9.3. Executive Committee. The Board of Directors may appoint an Executive Committee. The Executive Committee, in all cases in which the Board of Directors has not given specific directions to the contrary, shall have and may exercise, during the intervals between the meetings of the Board of Directors, all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation (except as provided in Section 9.2) in such manner as the Executive Committee may deem best to be in the interests of the corporation.

## **ARTICLE 10 STUDENTS, MEMBERS, VOTING MEMBERS, AND ASSOCIATES**

Section 10.1. Students ("S"). Students who are at least 18 years old may participate in the scientific, educational, and environmental restoration and preservation activities of the corporation, including volunteering in scientific field projects, educational displays at fairs, and restoration and preservation activities at approved indigenous habitats. Students under the age of 18 will require parental permission to participate in these volunteer activities. Student participation is free of membership charges or fees.

Section 10.2. Non-Member Volunteers ("NMV"). Persons who are at least 18 years old may volunteer and participate in the scientific, educational, and environmental restoration and preservation activities of the corporation, including volunteering in scientific field projects, educational displays at fairs, and restoration and preservation activities at approved indigenous habitats. Membership or Voting Membership is not a requirement for participating in the corporations activities as a volunteer.

Section 10.3. Members ("M"). Individuals who donate any amount to any of the approved charitable projects of the corporation will be registered as a Member of the

corporation and will be kept informed of ongoing projects of the corporation. Members are not Voting Members but may volunteer and participate in all other activities of the corporation.

Section 10.4. Sustaining Members ("SM"). Individuals who subscribe to make a monthly donation to the corporation's general operating fund shall be designated as Sustaining Members and have the right to vote annually in Board of Directors elections. Only Sustaining Members are the Voting Members of the corporation.

Section 10.5. Science Related Associates ("SRA"). Any person who possesses academic or scientific credentials, or who actively works in environmental or entomological scientific studies, protection, restoration, or preservation research. Such persons may apply for the corporation to review and approve specified research projects for the purpose of funding the project or obtaining a commitment of volunteers for logistical purposes to advance the fieldwork of the study. Science Related Associates are not members of the corporation and are not permitted to vote in its affairs.

## **ARTICLE 11**

### **MEETINGS OF VOTING MEMBERS**

Section 11.1. Place of Meetings. Meetings (whether regular, special, or adjourned) of Voting Members of the corporation shall be held at the principal office for the transaction of business as specified in accordance with Section 1.1, or by Zoom conference call, or at any other place within or without the state which may be designated by written consent of all the Voting Members entitled to vote, or which may be designated by the Board of Directors.

Section 11.2. Time of Annual Meeting. The annual meeting of the Voting Members shall be held not earlier than February 15 and not later than June 15 of each year on such date and at such time as may be set by the Board of Directors or, if it does not act, by the Chair of the Board. If, through inadvertence or other reason, no annual meeting is called within fifteen months after the organization of the corporation or the date of the last annual meeting, the Board of Directors or, if it does not act, the Chair of the Board, may immediately call an annual meeting of the Voting Members, to be noticed in accordance with these Bylaws and appropriate state law.

Section 11.3. Special Meeting. Special meetings of the Voting Members may be called by the Board of Directors, the Chair of the Board, the President (or the Chief

Executive Officer if there is one), or Voting Members entitled to cast not less than ten percent (10%) of the votes at the meeting.

Section 11.4. Notice of Meetings. Whenever the Voting Members are required to take any action at a meeting, a written notice of the meeting shall be given at least 10 business days (or 30 calendar day if sent by third-class mail) but not more than 60 days before the day of the meeting. The notice of the meeting shall be given to each Voting Member entitled to vote at the meeting. The notice shall state the place, date, and hour of the meeting. In the case of a special meeting, the notice shall also state the general nature of the business to be transacted, and no other business may be transacted. In the case of the annual meeting, the notice shall also state those matters which the Board, at the time of the mailing of the notice, intends to present for action to the Voting Members, subject to the provisions of Section 11.8. However, any proper matter may be presented for action at an annual meeting. The notice of any meeting at which directors are to be elected shall include the names of nominees intended at the time of the notice to be presented by the Board of Directors for election.

Section 11.5. Delivery of Notice. Notice of a Voting Members' meeting or the furnishing of any report is to be given either personally, or by email, or by first-class mail, or, if the corporation has 500 or more Voting Members on the record date for the Voting Member's meeting, notice may be sent third-class mail addressed to the Voting Member at the address appearing on the books of the corporation or given by the Voting Member to the corporation for the purpose of notice. The notice or report shall be deemed to have been given at the time when delivered personally, or deposited in the mail, or sent by other means of written communication. A verified statement of mailing of any notice or report in accordance with the provisions of this Section, executed by the Corporate Secretary, or an Assistant Secretary, shall be prima facie evidence of the giving of the notice or report. If any notice or report addressed to the Voting Members at the address of such Voting Member appearing on the books of the corporation is returned to the corporation by United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the Voting Member at such address, all future notices or reports shall be deemed to have been duly given without further mailing.

Section 11.6. Adjourned Meetings. When a Voting Members' meeting is adjourned to another time or place, unless these Bylaws otherwise require, notice need not be given of the adjourned meeting if the time and place thereof is announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the

original meeting. If the adjournment is for more than 45 days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Voting Member of record entitled to vote at the meeting.

Section 11.7. Consent to a Voting Members' Meeting. The transactions of any meeting of Voting Members, however called and noticed, and wherever held, are as valid as though it was had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote not present in person, signs a written waiver of notice or consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by Idaho law to be included in the notice but not so included in the notice if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meetings of Voting Members need be specified in any written notice, consent to the holding of the meeting, or approval of the minutes thereof, unless otherwise provided in the Articles of Incorporation or Bylaws, except as provided in Section 11.8.

Section 11.8. Notice of Business to be Transacted in Certain Cases. Any Voting Member approval at a meeting, other than unanimous approval by those entitled to vote, on any of the matters listed below shall be valid only if the general nature of the proposal so approved was stated in the notice of meeting or in any written waiver of notice:

11.8.1. A proposal to approve a contract or other transaction between the corporation and one or more of its directors, or between the corporation and any corporation, firm, or association in which one or more directors has a material financial interest.

11.8.2. A proposal to amend the Articles of Incorporation.

11.8.3. A proposal regarding a reorganization, merger, or consolidation involving the corporation.

11.8.4. A proposal to wind up and dissolve the corporation.

11.8.5. A proposal to adopt a plan of distribution, obligations, assets, or securities of any other corporation, domestic or foreign, or assets other than money which is not in accordance with the liquidation policies as specified in the Articles of Incorporation.

Section 11.9. Quorum and Vote Requirements.

11.9.1. Quorum Required. The presence in person of the persons entitled to vote a majority of the Voting Members at any meeting shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of a majority of the Voting Members represented and voting at a duly held meeting at which a quorum is present (which Voting Members voting affirmatively also constitute at least a majority of the required quorum) shall be the act of the Voting Members, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws, and except as provided in subsection 11.9.2.

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

11.9.3. No Votes Without Quorum. In the absence of a quorum, any meeting of Voting Members may be adjourned from time to time by the vote of a majority of the Voting Members represented either in person, but no other business may be transacted, except as provided in subsection 11.9.2.

Section 11.10. Actions Without Meeting.

11.10.1. Majority Consent. Any action which may be taken at any annual or special meeting of Voting Members may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action being taken, is signed by sufficient Voting Members of not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Voting Members entitled to vote thereon were present and voted. Subject to the provisions of Section

2.6, however, directors may not be elected by written consent except by unanimous written consent of all Voting Members entitled to vote for the election of directors.

11.10.2. Matters Requiring A Ten (10) Day Notice to Voting Members. Unless the consents of all Voting Members entitled to vote have been solicited in writing, notice of any Voting Member approval without a meeting by less than unanimous written consent, on matters described in subsection 11.8.1 (interested transactions), subsection 11.8.3 (reorganizations), or subsection 10.8.5 (certain distributions), or respecting indemnification of agents of the corporation, notice shall be given at least ten (10) days before the consummation of the action authorized by such approval. Section 11.5 applies to such notice.

Section 11.11. Voting Rights. Except as provided in Section 11.14 of these Bylaws, or in the Articles of Incorporation, or in any state statute relating to the election of directors or to other particular matters, each Voting Member shall be entitled to one vote on each matter submitted to a vote of Voting Members.

Section 11.12. Determination of Voting Members of Record.

11.12.1. Record Date. To determine the Voting Members entitled to notice of any meeting, to vote or to exercise any rights in respect of any other lawful action, the Board of Directors may fix a record date in advance. The record date shall be no more than Sixty (60) calendar days, but not less than Ten (10) business days, before the date of any meeting.

11.12.2. Absence of Determination by Board for Meetings. In the absence of a record date set by the Board pursuant to subsection 11.12.1, the record date for determining the identities of the Voting Members entitled to notice of, and to vote at, a meeting shall be at the close of business on the business day immediately preceding the day on which notice is given or, if notice is waived, at the close of business on the business day immediately preceding the day on which the meeting is held.

11.12.3. Absence of Determination by the Board for Action Without A Meeting. In the absence of a record date set by the Board of Directors pursuant to subsection 11.12.1, the record date for determining the identities of the Voting Members entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given.

11.12.4. Adjournments. A determination of the identities of the Voting Members of record entitled to notice of, or to a vote at, a meeting of Voting Members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. The Board shall fix a new record date if the meeting is adjourned for more than 45 days from the date set for the original meeting.

11.12.5. Effect of Post Record Date Termination of Voting Member Rights. Voting Members at the close of business on the record date are entitled to notice and to vote, notwithstanding the subsequent discontinuance of the person to remain a Voting Member on the books of the corporation after the record date.

### Section 11.13. Elections for Directors.

11.13.1. Board of Directors Qualifies Slate of Candidates. Each year by February 1<sup>st</sup>, the Board of Directors shall publish a call to the general public and all members for nominations to serve on the Board of Directors for a one (1) year, two (2) year, or three (3) years terms of office. The Board shall collect such nominees and shall perform, or cause to be performed, a process of due diligence on each candidate to qualify each of them for volunteer service on the Board as a Board member. No later than April 1st of each year, the Chair of the Board of Directors will call to order a virtual meeting via email of the Voting Members of the corporation, and upon achieving sufficient numbers to reach or exceed a quorum for the corporation to do business, shall then conduct the election of new Board members at that time. Only Voting Members are qualified to vote in this election.

11.13.2. Directors Elected. In any election of directors, the candidates receiving the highest number of affirmative votes of the Voting Members voted for them shall be elected. Votes against directors and votes withheld shall have no effect.

11.13.3. Ballot Optional. Elections for directors need not be by ballot unless a Voting Member demands election by ballot at the meeting before the voting begins.

### Section 11.14. Inspectors of Election.

11.14.1. Appointment. In advance of any meeting of Voting Members, the Board may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, the Chair of any meeting of Voting Members may, and on the request of any Voting Member shall, appoint



inspectors of election at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more Voting Members, the majority of Voting Members represented in person shall determine whether one or three inspectors are to be appointed.

11.14.2. Duties. The inspectors of election shall determine the number of Voting Members outstanding and the voting power of each, the Voting Members represented at the meeting, the existence of a quorum, receive votes, ballots, or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes and consents, determine when the polls shall close, determine the result, and do such acts as may be proper to conduct the election or vote with fairness to all Voting Members.

11.14.3. Good Faith; Majority Decisions. The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all. Any report or certificate made by the inspectors of election is *prima facie* evidence of the facts stated therein.

## **ARTICLE 12**

### **AVOIDANCE OF CONFLICT OF INTEREST IN ALL OPERATIONS OF THE CORPORATION**

Section 12.1. Purpose. The purpose of this Section is to always protect the 501 (c) 3 tax exempt status of the corporation when it is considering entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible "excess benefit" transaction. This Section of the Bylaws is intended to supplement, and not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations such as the corporation.

Section 12.2. Definitions for purpose of this Article.

12.2.1. "Interested Person." Any director, principal officer, Voting Member, member, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined in Section 12.2.2, is an Interested Person.

12.2.2. “Financial Interest.” A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

12.2.2.1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement.

12.2.2.2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement.

12.2.2.3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

12.2.2.4. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest. Under subsections 12.3.2 and 12.3.3, a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Section 12.3. Procedures.

12.3.1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

12.3.2. Determining Whether a Conflict of Interest Exists. After full disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he or she shall withdraw from the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

12.3.3. Procedure for Addressing a Potential Conflict of Interest.

12.3.3.1. An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

12.3.3.2. The Chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

12.3.3.3. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

12.3.3.4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### Section 12.4. Violations of the Conflict-of-Interest Policy.

12.4.1. If the governing board or committee has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

12.4.2. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 12.5. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

12.5.1. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

12.5.2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section 12.6. Compensation.

12.6.1. A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

12.6.2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation

12.6.3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Section 12.7. Administration.

12.7.1. Annual Statements. Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement that such person affirms all of the following:

12.7.1.1. Has received a copy of the conflict of interest policy.

12.7.1.2. Has read and understands the policy.

12.7.1.3. Has agreed to comply with the policy.

12.7.1.4. Understands that the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

12.7.2. Periodic Reviews. To ensure the corporation operates in a manner consistent with its charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

12.7.2.1. Whether compensation arrangements and benefits are reasonable, based on a competent survey information, and the result of arm's length bargaining.

12.7.2.2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and don't result in (i) inurement, (ii) impermissible private benefit, or (iii) in an excess benefit transaction.

Section 12.8. Use of Outside Experts. When conducting the periodic reviews, as provided for in Section 12.7, the corporation may, but need not, use outside advisors and experts. If outside advisors or experts are use, their use shall not relieve the governing board of the responsibility for ensuring that periodic reviews are conducted in a timely and accurate manner.

## **ARTICLE 13**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, AND AGENTS**

Section 13.1. Indemnification to Defend Against Third Party Actions. Except as provided elsewhere in this Article, the corporation shall indemnify any officer or director of the corporation, and may indemnify any other person, who was or is a party or is threatened to be made a party to any proceeding (other than an action by the corporation to procure a judgment in its favor) by reason of the fact that the person is or was an agent of the corporation. This type of indemnification may be applicable against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if that person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by

judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 13.2. Indemnification for Claims by the Corporation. Except as provided elsewhere in this Article, the corporation shall indemnify any officer or director of the corporation, and may indemnify any other person, who was or is a party or is threatened to be made a party to any threatened, pending, active; or completed action by the corporation to procure a judgment in its favor by reason of the fact that the person is or was an agent of the corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the corporation and its Voting Members.

Section 13.3. Prerequisite for Indemnification. Except as provided in Section 13.4, any indemnification under Sections 13.1 and 13.2 shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 13. 1 or 13.2, by any of the following:

13.3.1. A majority vote of a quorum consisting of directors who are not parties to such proceeding;

13.3.2. If such quorum of directors is not obtainable, by independent legal counsel in a written opinion;

13.3.3. Approval of the Voting Members (as defined by Idaho law), with the person to be indemnified not being entitled to vote thereon; or

13.3.4. The court in which the proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the corporation.

Section 13.4. Prohibitions on Indemnification.

13.4.1. Limits on Indemnification that Would Be Inconsistent with Controlling Documents or Court Orders. No indemnification shall be made under this Article, except as provided in subsections 13.3.3 or 13.4, in any circumstance where it appears that:

13.4.1.1. It would be inconsistent with a provision of the Articles of Incorporation of the corporation, these Bylaws, a resolution of the Voting Members, 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

13.4.1.2. It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

13.4.2. Limits on Indemnification for Selfish or Reckless Actions. There shall be made no indemnification under this Article in any circumstance where it appears that the agent may be liable:

13.4.2.1. For acts or omissions that involve intentional misconduct or a knowing and culpable violation of law.

13.4.2.2. For acts or omissions that the agent believes to be contrary to the best interests of the corporation or its Voting Members or that involve the absence of good faith on the part of the agent.

13.4.2.3. For any transaction from which the agent derived an improper personal benefit.

13.4.2.4. For acts or omissions that show a reckless disregard for the agent's duty to the corporation or its Voting Members in circumstances in which the agent was aware, or should have been aware, in the ordinary course of performing the agent's duties, of a risk of serious injury to the corporation or its Voting Members.

13.4.2.5. For acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the agent's duty to the corporation or its Voting Members.

13.4.2.6. Under Idaho law.

13.4.3. Limits on Indemnification for Claims by the Corporation. There shall be made no indemnification under Section 13.2:

13.4.3.1. In respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable to the corporation in the performance of that person's duty to the corporation and its Voting Members, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses and then only to the extent that the court shall determine.

13.4.3.2. Of amounts paid in settling or otherwise disposing of a pending action without court approval; or

13.4.3.3. Of expenses incurred in defending a pending action which is settled or otherwise disposed of without court approval.

Section 13.5. Procedure Regarding Claims by Third Parties.

13.5.1. Notice. An agent whom the corporation is obligated or has agreed to indemnify under Section 13.1, shall give notice to the corporation promptly after the agent has actual knowledge of any claim as to which indemnity may be sought pursuant to this Article. Failure to give notice as provided herein shall not relieve the corporation of its obligations under this Article unless and to the extent that the corporation is materially prejudiced thereby.

13.5.2. Conduct of Defense. The agent shall permit the corporation to assume the defense of any claim, at the corporation's option. The agent may approve the counsel that the corporation selects to conduct the defense of the claim, and shall not unreasonably withhold consent. The agent may participate in the defense of the claim at the agent's expense.

13.5.3. Settlements. The corporation shall not, in the defense of any claim, consent to entry of any judgment or enter into any settlement that does not include as an unconditional term, thereof, a release of the agent by the claimant or plaintiff from all liability in respect to such claim, unless the agent agrees otherwise.

13.5.4. Conflict of Interest. If an agent is advised by its own counsel that there may be one or more legal defenses available to it that are different from or



additional to those available to other agents entitled to indemnification, the corporation shall not have the right to assume the defense of the action on behalf of the agent and shall reimburse the agent for the reasonable fees and expenses of counsel retained by the agent. The corporation shall not, in connection with any one action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances, be liable for the reasonable fees and expenses of more than one separate firm of attorneys for such agent.

Section 13.6. Separate Agreements Authorized; Bylaws Not Exclusive. The corporation may agree with individual agents, as the Board of Directors deems appropriate, that it shall indemnify or advance expenses in situations where such indemnification or advance is not mandatory. The corporation may also enter into separate indemnification agreements with its officers, directors, and other agents. Such separate agreements may modify, expand, duplicate, or limit any provision of this Article. Any such separate agreement shall govern to the extent permitted by law if it conflicts with these Bylaws. The indemnification provided by this Article for acts, omissions, or transactions while acting in the capacity of, or while serving as, a director or officer of the corporation but not involving breach of duty to the corporation and its Voting Members shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled to under any law, other provisions of these Bylaws, the corporation's Articles of Incorporation, or by vote of the Voting Members or disinterested directors of the corporation. The rights to indemnification under this Article shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 13.7. Insurance. The corporation may purchase and maintain insurance on behalf of any agent against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such.

Section 13.8. Application of Other Laws. Nothing in this Article shall restrict the power of the corporation to indemnify its agents under any provision of law applicable to the corporation, nor shall anything in this Article authorize the corporation to indemnify its agents in situations prohibited by law.

Section 13.9. Definitions for purpose of this Article.

13.9.1. "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 in any specified function authorized by the Board of Directors;

13.9.2. "Officer" means the chief executive officer, chief operating officer, chief financial officer, president, treasurer, corporate secretary, and any vice president, assistant treasurer, and assistant secretary of the corporation;

13.9.3. "Proceeding" means any threatened, pending, active, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

13.9.4. "Expenses" includes without limitation reasonable attorneys' fees and any expenses related to enforcing a right to indemnification.

## **ARTICLE 14**

### **MISCELLANEOUS PROVISIONS**

Section 14.1. Voting Authority Held by the Corporation. Voting Authority in other corporations, or Partnership Units in Limited Partnerships, standing in the name of the corporation may be voted or represented, and all rights incident thereto may be exercised on behalf of the corporation, by the Chief Executive Officers or by any other officer of the corporation that has been authorized to do so by resolution of the Board of Directors.

Section 14.2. Certification and Inspection of Bylaws. The corporation shall keep on-line as part of its 501 (c) 3 filing package, and physically at its principal executive office in this state, or if its principal executive office is not in this state at its principal business office in this state, the original or a copy of these Bylaws as amended to date, which shall be open to inspection by the public at all time on-line and at all reasonable times during office hours. If the principal executive office of the corporation is outside this state and the corporation has no principal business office in this state, it shall upon the written request of the public or any Voting Member furnish to such public individual or Voting Member a copy of the Bylaws as amended to date.

Section 14.3. Notices. Any reference in these Bylaws to the time a notice is given or sent means, unless otherwise expressly provided, the time a written notice is posted on-line on the corporation's website, or by email sent to the recipient, or by mail when deposited in the United States mails, postage prepaid; or the time any other

written notice is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient; or the time any oral notice is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 14.4. Reports to Voting Members. Except as may otherwise be required by law, the rendition of an annual report to the Voting Members is waived so long as there are less than 500 Voting Members of the corporation (or as determined by Idaho law). At such time or times, if any, that the corporation has 500 or more holders of record of its Voting Members, the Board of Directors shall cause an annual report to be sent to the Voting Members not later than 120 days after the close of the fiscal year or within such shorter time period as may be required by applicable law, and such annual report shall contain such information and be accompanied by such other documents as may be required by applicable law.

## **ARTICLE 15**

### **CONSTRUCTION OF BYLAWS WITH REFERENCE TO PROVISIONS OF LAW**

Section 15.1. Definitions. Unless defined otherwise in these Bylaws or unless the context otherwise requires, terms used herein shall have the same meaning, if any, ascribed thereto in Idaho law, as amended from time to time.

Section 15.2. Bylaw Provisions Are Additional and Supplemental to Provisions of Law. All restrictions, limitations, requirements, and other provisions of these Bylaws shall be construed, insofar as possible, as supplemental and additional to all provisions of law applicable to the subject matter thereof and shall be fully complied with in addition to the said provisions of law unless such compliance shall be illegal.

Section 15.3. Bylaw Provisions Contrary or Inconsistent. Any portion of these Bylaws that, upon being construed in the manner provided in Section 15.2, is contrary to or inconsistent with any applicable law, shall not apply so long as said law remains in effect. Such result shall not, however, affect the validity or application of any other portion of these Bylaws. Each portion of these Bylaws would have been adopted even if any other portion were invalid or unenforceable.

**ARTICLE 16**  
**ADOPTION, AMENDMENT, OR REPEAL OF BYLAWS**

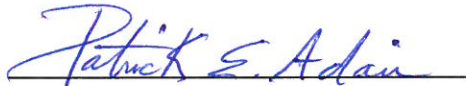
Section 16.1. By Voting Members. Bylaws may be adopted, amended, or repealed by the approval of the affirmative vote of a majority of the Voting Members of record of the corporation. Only the Voting Members may amend Section 2.2.

Section 16.2. By The Board of Directors. Subject to the right of Voting Members to adopt, amend, or repeal Bylaws, Bylaws (other than a Bylaw or amendment thereof changing the authorized number of directors pursuant to Section 2.2), may be adopted, amended, or repealed by the Board of Directors. Subject to the Articles of Incorporation, a Bylaw adopted by the Voting Members may restrict or eliminate the power of the Board of Directors to adopt, amend, or repeal any or all Bylaws.

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**APPROVAL OF BYLAWS**

These Bylaws are approved with an effective date of January 24, 2023.



By: Patrick E. Adair,  
Founder, and Sole Voting Member