

MEMBERSHIP ORGANIZATION BYLAWS OF THE SELKIRK CONSERVATION ALLIANCE, INC.

ARTICLE I. - IDENTIFICATION, GOVERNING LAW, LIMITED PURPOSE, EFFECTIVENESS, OBJECTIVES, AND DEFINITIONS

Section 1: Corporate Identification. This corporation shall be known as SELKIRK CONSERVATION ALLIANCE, INC. which shall be referred to herein for convenience as the “SCA”, as registered with the Idaho Secretary of State on December 21, 1987

Section 2. Governing Law. The SCA shall be nonprofit, formed under the authority of Idaho Code § 30-30-101 et seq., known as the Idaho Nonprofit Corporation Act, and the provisions of these bylaws shall be interpreted under the laws of the State of Idaho.

Section 3. Limited Purpose Corporation. The SCA shall limit its purpose and activities to those set forth in its Articles of Incorporation. This shall be a tax exempt organization under the provisions of section 501(c)(3) of the Internal Revenue Code. In order to maintain the corporation’s tax exempt status, the Directors shall be guided by the following provisions:

- i. **Distribution Only For Charitable Purposes.** This SCA is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1954. No part of the net earnings of the SCA shall inure to the benefit of, or be distributable to, its shareholders, members, trustees, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the SCA’s exempt purpose as set forth in its Articles of Incorporation.
- ii. **No Political Activities.** No substantial part of the activities of the SCA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the SCA shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.
- iii. **Limitation On Activities.** Notwithstanding any other provision of this document, the SCA shall not carry on any other activities not permitted to be carried on (a) by an entity exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an entity, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. Effectiveness. These bylaws shall be effective upon adoption. The initial By-Laws of the SCA shall be drafted and adopted by its board of directors. The members of SCA, at their annual

meeting or at a special meeting called for such purpose, or the board of directors of SCA, shall have the power by a majority vote to repeal or amend the By-Laws of this corporation.

Section 5. Objectives. The primary objectives of SCA shall be as stated in the Articles of Incorporation:

- A. To promote and enhance public involvement in, and public awareness of, land and natural resource management and issues affecting the quality of the environment within the Priest River drainage.
- B. To assist and support interested persons and members with the public input process concerning these lands and resources.
- C. To monitor, analyze, evaluate and comment upon public and private land management policies and activities and other events affecting the quality of the environment, and to inform members and interested persons of the same.
- D. To cooperate with the public, scientific community, and local, state and federal agencies in the collection of data and information regarding land and natural resources and to promote the inclusion of such information into land and resource management plans and activities; to cooperate with such other non-profit organizations as the Board of Directors may agree upon and to collect and distribute information to such organizations.
- E. To participate in the administrative process of any agency or entity in the furtherance of land and natural resource management.
- F. To preserve, protect, restore and enhance the natural and environmental integrity of the Priest River drainage in a manner that not only protects the existing natural resource based economy, but also promote sound economic growth.

Section 6. Definitions.

- A. Agent - A person or business entity designated to receive court documents on behalf of the SCA.
- B. Alliance - The Selkirk Conservation Alliance or SCA.
- C. Board - The SCA Board of Directors.
- D. Cause - Failure to perform to standards set forth in the job description, acting in a manner contrary to the interests of the SCA, working for or representing the Alliance while under the influence of illicit drugs or alcohol in excess of legal limits.
- E. Director - A member of the SCA Board of Directors.

- F. Executive Director - The principal employee of the SCA Board of Directors.
- G. Officer - A position of executive authority or leadership on the Board of Directors or one of its recognized committees or subcommittees.
- H. Program - An operation with a foundation of education or influence that supports SCA goals as described in the Strategic Plan.
- I. Project - A measurable operation with a distinct beginning and end that supports SCA objectives as described in the Strategic Plan.
- J. Representative - An official designee appointed by the Board to serve as a spokesperson for the SCA.
- K. Strategic Plan - The plan that, updated as necessary, directs and prioritizes projects and programs and the funding thereof.

ARTICLE II. - OFFICES

Section 1: Registered Office and Registered Agent. The registered office of SCA will be located in the city of Priest River, Bonner County, Idaho. The location and address of the office of the SCA may be changed as necessary by a vote of the Board of Directors and filed with the State of Idaho. The Directors may appoint an agent as appropriate.

Section 2. Principal Office. The principal office of SCA will be located in the city of Priest River, Bonner County, Idaho. The SCA may have other offices, whether within or outside of the State of Idaho, as determined by the Board of Directors.

ARTICLE III. - MEMBERSHIP

Section 1. Membership Eligibility. The SCA shall have members. Any natural person may become a member of SCA by paying the specified annual membership fee and subscribing to the purpose of the SCA. The initial members of SCA shall be the Initial Board of Directors.

Section 2. Membership Year. The membership year shall commence on the first day of January and end on December 31st of the same year.

Section 3. Membership Classes and Dues. There shall be four classes of members. Each member shall have one vote and shall pay a membership fee which will be determined annually by the Board of Directors.

- i. Regular Membership: dues paid annually according to the fees set by the Board of Directors.
- ii. Small Business Memberships: Dues paid annually according to the fees set by the Board of Directors. A small business is defined as having less than 10 employees.

- iii. Large Business Membership: Dues paid annually according to the fees set by the Board of Directors. A large business is defined as have 10 or more employees.
- iv. Life Memberships: Granted to individuals by a vote of the Board of Directors. These are restricted to individuals who have donated significant funds or volunteer time to the organization.

Section 4. Authority of Membership. The membership of the SCA shall have the authority to elect Directors and to vote on any proposal of merger, consolidation, or dissolution of SCA as provided in Article IV. Section 2 below.

ARTICLE IV. - MEETINGS OF MEMBERSHIP

Section 1. Annual Meeting. The annual meeting of the Membership shall be held in the third quarter of each year, beginning with the year 2018, for the purpose of electing Directors (if the Directors were not previously elected by other means) and for the transaction of any other authorized business of the Membership. The Board shall have discretion to change the date of the annual meeting by notice to Directors and Members.

Section 2. Special Meetings. Special meetings of the Membership may be called by the presiding officer of the Board of Directors, the Board of Directors, or by Members other than the Board of Directors, but not by not less than one-tenth of the membership.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or outside of the State of Idaho, as the place of meeting for any annual or special meeting. If the Board of Directors does not designate a location, then the place of meeting shall be the registered office of SCA in the State of Idaho.

Section 4. Notice of Meetings. Notice of special meetings shall be required in writing stating the place, day, hour and purpose or purposes for which the special meeting is called, and shall be delivered not less than three (3) days nor more than twenty (20) days before the date of the meeting, to each Director, at their email or mailing address of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, postage prepaid, addressed to the Director at the address as it appears in the SCA records. A Director has a duty to keep the SCA informed of a current email and mailing address.

Section 5. Quorum. One-tenth of the authorized voting members shall constitute a quorum. If a quorum is not present at any meetings of the Members, a majority of the Members present may recess the meeting from time to time without further notice. Once a quorum has been established, no departure of a Member or Members shall defeat the quorum, and the Membership may conduct business.

Section 6. Proxy. A member entitled to vote may vote by proxy. The proxy shall be in writing or email and delivered to the Priest River Office by noon of the day of the meeting and executed by the member granting it, or by the attorney-in-fact for the member. A proxy is not valid after eleven months from the date of its execution.

Section 7. Manner of Acting. At a meeting at which a quorum is present the majority of the votes represented at the meeting is the act of the Membership. If voting is by mail, a vote of a majority of a quorum of the membership is the act of the Membership.

ARTICLE V. - Board of Directors

Section 1. General Powers. The affairs of SCA shall be managed by its Board of Directors (“Board”). The Board shall do whatever is necessary to accomplish its object and purposes in accordance with the powers set forth in the articles of incorporation and the Idaho Non-Profit Corporation Act, including:

- i. To select and remove:
 - a. Agents;
 - b. the Executive Director;
 - c. Officers; and
 - d. Representatives acting as a voice for the Board in any community committee, sub-committee, legal function or with the media.
- ii. To conduct, manage and control or delegate such actions, affairs and business of SCA and to make such rules and regulations not inconsistent with law, the articles of incorporation or these bylaws as they deem best.
- iii. To develop, update and maintain a strategic plan with prioritized goals and objectives.
- iv. To change the principle office of the SCA from one location to another within the same county as provided in Article II. section 1; and to designate the place for holding any membership or Board meetings.

Section 2. Number, Tenure, and Qualifications. The number of Directors is, provided however that the Board shall be at least seven and no more than eleven members. Each director shall hold an office for a three year staggered term and until his or her successor shall have been elected and qualified. No amendment of these Bylaws reducing the number of Directors shall reduce the terms of any incumbent Director. Each Director shall be over the age of 18 years and a member of SCA.

Section 3. Term Limits. No individual may serve more than two consecutive three year terms as Director.

Section 4. Annual Meeting. The Annual Meeting of the Board of Directors shall be held without notice other than this Bylaw and may be immediately after, and at the same place as, the Annual Meeting of Membership.

Section 5. Regular Meetings. The Board of Directors may provide by resolution the time and place, either within or outside of the State of Idaho, for the holding of additional regular meetings of the Board. Notice of those meetings shall be given in a manner reasonably calculated to reach Directors on a timely basis.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the presiding officer or a quorum of the Directors. The officer or directors to call a special meeting shall specify a place, either within or outside of the State of Idaho, as the place for holding the special meeting.

Section 7. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given to each Director at his or her address as shown by the records of SCA at least two days in advance by written notice, delivered personally or by electronic means or at least seven days in advance if sent by mail. If mailed, notice shall be deemed to be delivered when deposited in the United States mail.

Section 8. Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the board need to be specified in the notice.

Section 9. Quorum. A majority of the authorized seats on the Board of Directors shall constitute a quorum for the transaction of business set at any meetings of the Board. If a quorum is not initially present, a majority of the Directors present may postpone the convening of the meeting later on the same day at the same location without further notice.

Once a quorum is established, the Board may continue to conduct business despite the withdrawal of a Director or Directors.

Section 10. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 11. Vacancies, Removal, Resignation. Any vacancy occurring on the Board by removal, resignation, death or because of an increase in the number of Directors shall be filled by a member in good standing with an affirmative vote of a majority vote of the remaining qualified Directors though there may be less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. No vacancy shall continue for longer than six months or until the next annual meeting of the Membership, whichever occurs first. Any Director may be removed with cause by a vote of two thirds of the remaining Directors. Any Director may resign by submitting a written notice to the Board stating the effective date of his/her resignation and acceptance of the resignation shall not be necessary to make it effective.

Section 12. Compensation. Directors shall not receive salaries for their services, but by resolution of the Board, may receive a fixed sum and expenses for attendance at each regular or special meeting of the Board.

Section 13. Informal Action by Directors.

Any action required by law to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

Section 14. Standards of Conduct for Directors.

- a) A Director shall perform his or her duties, including the duties as a member of a committee:
 - (1) in good faith; (2) with the care of an ordinarily prudent person in a like position would exercise under similar circumstances, and (3) in a manner the Director reasonably believes to be in the best interests of SCA.
- b) In performing his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
 - i. One or more Officers or Employees of SCA whom the Director reasonably believes to be reliable and competent in the matters presented;
 - ii. Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
 - iii. A Committee of the Board of which the Director is not a member, as to matters within its purview, if the Director reasonably believes the committee merits confidence.
- c) A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by Subsection (b) unwarranted.

Section 15. Attendance. Directors are expected to attend all board meetings unless excused by advance notice. Unexcused absences of two or more meetings in a twelve month period will disqualify the Director, who will then be automatically removed from the Board. Inability to attend scheduled Board meetings even with advance notice, if more than four times in a twelve month period may disqualify the Director, depending on circumstances, and by a vote of the Board.

Section 16. Conflicts of Interest. A Director shall disclose all conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest.

- a) Conflict of Interest Defined. A director shall be considered to have a conflict of interest if he or she or a member of his or her immediate family:
 - i. Has an economic interest in a transaction which is the subject of proposed action by the SCA and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the SCA;
 - ii. Is a member or holds a significant interest in another entity that is the subject of the proposed action by the SCA;
 - iii. Is a member of the Board of Directors (or other governing body), or an office or manager of another entity that is the subject of the proposed action by the SCA; or,
 - iv. Is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the SCA.

However, a Director does not have a conflict of Interest where the interest of the Director or his or her immediate family is no different than that of Members of the SCA generally or of other Directors.

- b) Determination of Substantial and Material Conflict of Interest. When a Director has a potential Conflict of Interest, the Director shall notify the Board of Directors before the Board considers the matter with respect to which the actual or potential conflict exists,

of all material facts concerning the nature of the Conflict of Interest. The existence of a Conflict of interest shall be recorded in the minutes of the meeting of the Board of Directors.

The Board shall determine if a particular Director has a substantial and material Conflict of Interest under this Section. The issue shall be voted on by the Directors who do not have a Conflict of Interest on the matter to be considered. The Director with a Conflict of Interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the meeting while the remaining Directors discuss and vote on the conflict. However the Director may be counted in determining the presence of a quorum at the meeting at which the Board of Directors considers the matter giving rise to the conflict.

The Membership may void an Action of the Board of Directors when the action included participation of a Director with a Conflict of Interest, upon showing that (i) the vote of the disinterested Directors present at the meeting an voting, would have been insufficient to take the challenged action without the inclusion of the vote of the Director who had the Conflict, and (ii) the action taken was unfair to the SCA.

- c) Disqualification of a Director. If the majority of the voting Directors votes that a substantial and material Conflict of Interest exists, then the Director shall be disqualified from discussing or voting on the matter in which he or she has a substantial and material Conflict of Interest.

Section 17. Rules of Procedure. The Board of Directors may adopt rules of procedure for meetings of the Membership, the Board of Directors, and Committees of the SCA consistent with these Bylaws.

ARTICLE VI. - Officers

Section 1. Officers. The Officers of the SCA shall be elected from and by the Board of Directors, and shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may elect or appoint other necessary officers and assistant officers and agents and designate their duties. The Officers have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. Any Officer who leaves the board will no longer be eligible to serve as an officer.

Section 2. Election and Term of Office. The Officers of the SCA shall be elected annually at the regular annual meeting of the Board of Directors. If the election of officers is not held at the Annual Meeting, the election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor has been duly elected and qualified.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors at any regular or special meeting for the unexpired portion of the term.

Section 4. President. The President shall be the principal officer of the SCA and shall preside at all meetings of the Membership and the Board of Directors, may sign, and with the Secretary or any other proper officer of the SCA, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the SCA; and, in general, shall perform all duties incident to the office of the President and other duties as may be prescribed by the Board of Directors.

Section 5. Vice President. In the absence of the President or in event of his or her inability or refusal to act, a Vice President (or in the event there is more than one Vice President, the Vice President in the order of election) shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as assigned by the President or by the Board of Directors.

Section 6. Secretary. The Secretary is responsible for the minutes of the meetings of the Membership and of the Board of Directors and committees having any of the authority of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation; keep a register of the name and address of each Member, proxy votes and in general perform all duties incident to the office of the Secretary and other duties as assigned by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the SCA; receive and give receipts for monies due and payable to the SCA from any source whatsoever, deposit all such moneys in the name of the SCA in the banks, trust companies or other depositories to the office of Treasurer and other duties as assigned by the President or by the Board of Directors. As per Section 1, the Board of Directors may elect or appoint other necessary officers and assistant officers and agents and designate their duties.

Section 8. Removal. Any officer elected or appointed by the Board of Directors may be removed by the vote of a majority of the members of the Board of Directors whenever in its judgment the best interests of the SCA would be served thereby, but removal shall be without prejudice to the contractual rights, if any, of the officer so removed. Election or appointment of an officer or agent does not of itself create contract rights.

ARTICLE VII. - PERSONNEL

Section 1. Policy. The Board shall develop, update and maintain a personnel policy in accordance with state and federal employment laws governing non-profit organizations.

Section 2. Job Descriptions. For each position with the SCA, whether paid or volunteer, the Board shall develop and maintain a description.

Section 3. Salary Schedule. The Board shall develop and maintain, with periodic updates as necessary, a salary schedule for each position with the SCA, whether paid or volunteer. Adoption of compensation arrangements shall comply with the SCA's conflict of interest policy.

Section 4. Benefits. Every position with the SCA, whether paid or volunteer, shall be entitled to benefits, as available, if the person holding a position meets benefit eligibility criteria as specified in the personnel policy.

Section 5. Evaluations. For each position with the SCA, whether paid or volunteer, the Board shall develop, maintain and implement an evaluation instrument.

Section 6. Engage or Dismiss Employees. Engage and dismiss employees, all upon such terms as the Board shall think fit for the efficient administration of the SCA.

ARTICLE VIII. - Committees

Section 1. Committees. The Board may appoint any committees that it deems necessary. Other committees not having and exercising the authority of the Board of Directors in the management of the SCA may be established by resolution of the Board. Except as otherwise provided in that resolution, the President of the SCA shall appoint the committee members. Any member may be removed, without cause stated, by the person or persons authorized to appoint the member whenever, in the judgment of the appointing authority, the best interests of the SCA is served by the removal.

Section 2. Term of Office. Each member of a committee shall continue as a member of the committee until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee is terminated sooner or unless the member is removed from the committee or no longer qualifies as a member of the committee.

Section 3. Chairperson. One member of each committee shall be appointed chairperson by the appointing authority.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE IX. - Contracts, Checks, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the SCA, in addition to the officers expressly authorized by these Bylaws, to enter into

any contract or execute and deliver any instrument in the name of and on behalf of the SCA, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the SCA, shall be signed by the officer or officers, agent or agents of the SCA and in a manner determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the SCA shall be deposited from time to time to the credit of the SCA in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors or its designee may accept on behalf of the SCA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the SCA so long as the contribution, bequest, or devise is consistent with the gift acceptance policy adopted by the Board of Directors. In the absence of a gift acceptance policy, the Board shall exercise due diligence in determining that acceptance of the contribution, gift, bequest, or devise is in the best interest of the SCA.

ARTICLE X. - Fiscal Year

The fiscal year of the SCA shall begin on the First Day of January and end on the 31st day of December in each year.

ARTICLE XI.- Non Discrimination Policy

The SCA shall not discriminate against any person in the provision of services or facilities because of race, color, religion, sex, sexual orientation, familial status, or national origin, or other legally protected characteristic. The term “familial status” means the status of parental or guardianship relationships or pregnancy.

ARTICLE XII - Indemnification

Section 1. Duty to Indemnify. Subject to the sections below, the SCA shall defend, indemnify, and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the SCA) by reason of or arising from the fact that the person is or was a director, officer, employee, or agent of the SCA against costs and expenses (including attorney’s fees) of the suit, action or proceeding, judgments, fines, and settlements actually and reasonably incurred in connection with the action, suit or proceeding if:

- A. The person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the SCA and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or

The termination of any action, suit, or proceeding 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 or not opposed to the best interests of the SCA and, with respect to a criminal action or proceeding, a presumption that the person did not know and had no reasonable cause to believe that the conduct was unlawful.

Section 2. Denial of Right to Indemnification. Subject to the provisions of Section 5 and 6 below, or unless otherwise ordered by a court, indemnification and defense under Section 1 of this article may only be made by the SCA upon a determination by the Board of Directors that defense and indemnification of the Director, Officer, Employee, or Agent, is proper under the circumstances because the person has met the standard of conduct set forth in Section 1 of this Article, provided however, no person may receive defense or indemnification in those matters in which that person was adjudged to be liable for negligence or misconduct in the performance of corporate duties. In the case of any challenge to the propriety thereof, the person shall be afforded a fair opportunity to be heard as to that determination. Defense and indemnification payment may be made, subject to repayment upon ultimate determination that defense and indemnification is not proper.

Section 3. Determination. The determination described in Section 2 shall be made:

- i. By the Board of Directors by a majority vote, or
- ii. By independent legal counsel, if directed by the Board of Directors by a majority vote of disinterested directors or in the absence of a quorum.

Section 4. Successful Defense. Notwithstanding any other provisions of Sections 1, 2, or 3 of this Article, but subject to the provisions of Section 5 below, if a person is successful on the merits or otherwise in defense of any action, suite, or proceeding referred to in Sections 1 of this Article, or in defense of any claim, issue, or matter therein, the person shall be indemnified against costs and expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

Section 5. Condition Precedent to Indemnification. Any person who desires to receive defense and indemnification under this Article shall notify the SCA reasonably promptly that the person has been named a defendant to an action, suit, or proceeding of a type referred to in Section 1 and that the person intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the President of the Board of the SCA at the principle office of the SCA or, in the event the notice is from the President, to the Secretary of the SCA. Notice need not be given with the SCA is notified by being named a part to the action.

Section 6. Insurance. The Board of Directors, in its discretion, may purchase insurance coverage for the risks described in this Article. To the extent that such an insurance policy (or policies) provides coverage where this Article does not, a director seeking indemnity shall have the benefit of that coverage, and the rules set out in this Article shall apply to any deductible or co-insurance requirement, or to any claims in excess of policy limits.

Section 7. Former Officers, Directors, Etc. The indemnification provisions of this Article shall be extended to a person who has ceased to be a Director, officer, Employee, or Agent as described above and shall inure to the benefit of the heirs, personal representatives, executors, and administrators of such person.

Section 8. Purpose and Exclusivity. The defense and indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Members or Board of Directors, or otherwise.

ARTICLE XIII - Seal; Shares of Stock; Loans

Section 1. Seal. The SCA shall have no seal.

Section 2. Shares of Stock. The SCA may not issue shares or stock nor pay dividends.

Section 3. Loans. The SCA may not make loans to its Officers or Directors.

ARTICLE XIV - Waiver of Notice

Whenever any notice is required to be given under the provisions of the Idaho Nonprofit Corporation Act or under the provisions of the Articles of Incorporation of the Bylaws of the Corporation, a waiver, in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

ARTICLE XV - Amendments to Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at a meeting.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned Secretary of the Selkirk Conservation Alliance does hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Directors on the 10th day of July, 2018.

Signature of Secretary: _____

THESE BYLAWS are certified to have been adopted by the Board at the annual meeting of Corporation, held on the 10th day of July, 2018.

JAMES M. BELLATTY
President

STATE OF IDAHO)
 ss.

County of Bonner)

On this _____ day of _____, in the year of 2018, before me, a Notary Public for the state of Idaho, personally appeared, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.

NOTARY PUBLIC
Residing at: _____
Commission expires: _____